

SABUY 038/2565

August 15, 2022

Subject: Investment in Asiasoft Corporation Public Company Limited, purchase of land and buildings from connected persons, sale of the ordinary shares in Plus Tech Innovation Public Company Limited to a connected person, change of the credit limit for the issuance and offering of debentures, and call of the Extraordinary General Meeting of Shareholders No. 2/2022

To: President
The Stock Exchange of Thailand

Attachment:

1. Information Memorandum on Acquisition of Assets and Connected Transaction of Sabuy Technology Company Limited (List 1)
2. Information Memorandum on Connected Transaction of Sabuy Technology Company Limited
3. Information Memorandum on the Offering of Newly Issued Shares to Private Placement
4. Report form for the Issuance and Allocation of the Capital Increase under a General Mandate (F53-4-1)
5. The Summary of the Issuing and Selling of Debentures in the amount not exceeding 5,000 million baht

Sabuy Technology Public Company Limited (the "Company") would like to inform the resolutions of the Board of Directors meeting No. 15/2022, held on August 11, 2022, with the details as follows:

1. Approved the entry into the asset acquisitions and/or connected transaction as follows:
 - 1.1 The investment in up to 73,720,904 ordinary shares in Asiasoft Corporation Public Company Limited ("**AS**") or equivalent to 15.70 percent of the total shares in AS ("**AS Shares**") and up to 33,837,554 units of the Warrants to Purchase the Ordinary Shares in AS No. 2 ("**AS-W2**") from Mr. Pramoth Sudjitporn and Ms. Saowaluck Jitsumrit (collectively referred to as the "**AS Existing Shareholders**") where the ordinary shares to be received by the Company from this transaction in the case where the AS-W2 and the Warrants to Purchase the Ordinary Shares in AS Allocated to the Directors, Executives and Employees of AS and its Subsidiaries ("**AS-WB**") have been exercised in full, will account for 21.00 percent (i.e. 14.39 percent for the AS Shares and 6.61 percent for the exercise of the AS-W2) of the total shares in AS after the exercise of such rights. AS is an online entertainment service provider and is a leading online game operator in South East Asia. AS is the number one online game operator in Thailand and Singapore and the second largest online game operator in Malaysia and Vietnam and is currently providing 33 online game services in Thailand, Singapore, Malaysia, the Philippines, Vietnam, and Indonesia. In this regard, the Company will make a payment of up to THB 1,710,062,347 to the AS Existing Shareholders. In any case, the Company will exercise the right to purchase the ordinary shares under the AS-W2 at the exercise price of THB 3.50 per share, or equivalent to the total amount of up to THB 118,431,439 (if the exercise price of the AS-W2 together with the cost

of acquisition of the AS-W2 is below the share price of AS at the date of exercise). As such, the value of such investment is up to THB 1,828,493,786 (the foregoing transaction shall be referred to as the **"AS Transaction"**).

1.2 The purchase of nine items of land and buildings from Thiensurat Public Company Limited (**"TSR"**) and its relevant subsidiaries as per the details shown in item 4.2 of Enclosure 1) (collectively referred to as the **"TSR Group"**). In this regard, the Company will make a payment of up to THB 595,835,136 (exclusive of taxes, transfer fees and related transaction costs) to the TSR Group (the **"Land Transaction"**).

The above transactions are considered the Company's asset acquisitions in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) (the **"Notifications on Asset Acquisition or Disposition"**). The transaction size of each transaction is calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022 and the calculated highest transaction size for each transaction is as follows:

- (1) AS Transaction's highest transaction size is 38.53 percent calculated based on the net operating profit criterion.
- (2) Land Transaction's highest transaction size is 5.30 percent calculated based on the total value of consideration criterion.

After the value of other asset acquisition transactions during the past six months of the Company is combined with the value of the asset acquisition transactions under Enclosure 1, the total transaction size will be 84.26 percent based on the net operating profit criterion, which gives the highest transaction size. In this regard, as the transaction size exceeds 50 percent, the Company has a duty to disclose information in relation to the Company's asset acquisition transactions to the Stock Exchange of Thailand (the **"SET"**) in accordance with the Notifications on Asset Acquisition or Disposition and obtain approval for entering into the transactions from the shareholders' meeting with votes of not less than three-quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transactions and submitting such opinion to the Office of the Securities and Exchange Commission (the **"Office of the SEC"**) and the SET.

Further, the Land Transaction is considered a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (the **"Notifications on Connected Transactions"**) because TSR is a connected person of the Company. In this regard, the value of the Land Transaction is THB 595,835,136 or equivalent to 13.06 percent of the value of the net tangible assets of the Company according to the Company's consolidated financial statements, which

have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022. The size of such transaction, therefore, exceeds 3 percent of the net tangible asset value of the Company. However, the Company has no other connected transaction with the same connected person or any related person of such connected person within the past six months prior to the Board of Directors' meeting No. 15/2022. Accordingly, the Company has a duty to disclose information in relation to the Company's connected transaction to the SET in accordance with the Notifications on Connected Transactions and obtain approval for entering into the transaction from the shareholders' meeting with votes of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transaction and submitting such opinion to the Office of the SEC and the SET, and the Company is required to submit a letter of invitation to the shareholders' meeting to its shareholders at least 14 days in advance.

In this regard, the Board of Directors' meeting of the Company has resolved to approve the appointment of Avantgarde Capital Company Limited as the independent financial advisor to provide an opinion in relation to these transactions. Details on the AS Transaction and the Land Transaction are as shown in Enclosure 1.

2. The sale of up to 27,083,415 ordinary shares or equivalent to 11.06 percent of the total shares in Plus Tech Innovation Public Company Limited ("**PTECH**") to TSR via an entire business transfer where the Company will receive consideration of up to THB 595,835,130 (the "**PTECH Transaction**").

The above transaction is considered the Company's asset disposition in accordance with the Notification on Asset Acquisition or Disposition. The transaction size of such transaction calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022, and the total value of consideration criterion, which gives the highest transaction size, is 5.30 percent. After the value of other asset disposition transactions during the past six months of the Company is combined with the value of the asset disposition transaction under Enclosure 2, the total transaction size will be 10.59 percent based on the total value of consideration criterion, which gives the highest transaction size. In this regard, as the transaction size is less than 15 percent, the Company has no duty to undertake any further actions under the Notifications on Asset Acquisition or Disposition.

However, the PTECH Transaction is considered a connected transaction in accordance with the Notifications on Connected Transactions because TSR is a connected person of the Company. In this regard, the value of the PTECH Transaction is THB 595,835,130 or equivalent to 13.06 percent of the value of the net tangible assets of the Company according to the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022. The size of such transaction, therefore, exceeds 3 percent of the net tangible asset value of the Company. However, the Company has no other connected transaction with the same connected person or any related person of such connected person within the past six months prior to the Board of Directors' meeting No. 15/2022. Accordingly, the Company has a duty to disclose information in relation to the Company's connected transaction to the SET

in accordance with the Notifications on Connected Transactions and obtain approval for entering into the transaction from the shareholders' meeting with votes of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transaction and submitting such opinion to the Office of the SEC and the SET, and the Company is required to submit a letter of invitation to the shareholders' meeting to its shareholders at least 14 days in advance.

In this regard, the Board of Directors' meeting of the Company has resolved to approve the appointment of Grant Thornton Services Company Limited as the independent financial advisor to provide an opinion in relation to such transaction. Details on the PTECH Transaction are as shown in Enclosure 2.

3. Approved the issuance and allocation of newly issued ordinary shares under a General Mandate No.1 by issuing and allotting the Company's newly issued ordinary shares to Private Placement with details as follows:

The Company will issue and offer the Company's newly issued ordinary shares to specific persons (Private Placement) of 26,121,350 shares at the offering price of THB 20.00 per share, totaling THB 522,427,000 in which the offering price of such capital increase shares is a price of not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of Thailand of the past 15 business days which equals to THB 17.05 per share to one investor in a private placement, namely, Ms. Saowaluck Jitsumrit. The said investor is a natural person who has real investment potential including having appropriate knowledge and experience or the potential to benefit or promote the Company's operations in the long term, or to be a Strategic Shareholder. In this regard, the Company will comply with the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 Subject: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (Codified Edition) ("**Tor Chor 72/2558**")

The market price for the issuance of newly issued ordinary shares to be allocated to the said investor, calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand ("SET") for the past 15 consecutive business days prior to the date on which the offering price is set. In this regard, the date of setting the offering price of the shares must not be later than 3 business days prior to the first day of the offering of shares to investors in accordance with the rules announced by Tor Chor 72/2558, with the offering price set date on August 11, 2022 (weighted average price between July 19 – August 10, 2022) is THB 18.95.

In the event that the weighted average price of the Company's shares in the Stock Exchange of the past 7 - 15 business days prior to the offering price of such capital increase shares is lower than 90 percent of market price, the Company will notify the said investor of the Silent Period. As the first offering date of this share capital increase is on August 17, 2565, the 15 days period prior to the first offering date fall between July 25, 2022, and August 16, 2022. The Company will make calculation and inform the investor thereafter.

Moreover, the Board of Directors has assigned the Chief Executive Officer to have the power to perform various actions related to the issuance, offering, allocation and delivery of newly issued ordinary shares to the said investor, including (1) to enter into negotiations, enter into agreements and sign the shares subscription agreements and any other documents and contracts related to the issuing, offering, allocation; and delivery for the newly issued ordinary shares including carrying out various actions in connection with the issuing, offering, allocation and delivery for the newly issued ordinary shares (2) carry out various activities in connection with the exercise of the rights to subscribe for newly issued ordinary shares of investors, including overseeing the delivery of information and disclosing relevant details to the SET; and (3) Signing various permission request, waiver, documents and evidences necessary and relevant to the issuing, offering, allocation, and delivery of the newly issued ordinary shares which includes contact and requesting permission and waiver such documents and evidence to government agencies or relevant agencies and the introduction of the Company's newly issued ordinary shares Listed on the Stock Exchange and has the power to perform any other necessary and appropriate actions in connection with the issuing, offering, allocation, and delivery of the above-mentioned newly issued ordinary shares in order for the issuance and allocation of the newly issued ordinary shares to be offered to the said investor successfully. The details of the issuance and allocation of newly issued ordinary shares under a General Mandate No.1 appears in the Attachment 3 and 4.

4. Approved the amendment of the limit for issuing and selling the Company's debentures to be not exceeding THB 5,000 million, from the previous limit of "not more than THB 3,000 million" to the new limit of "not more than THB 5,000 million" and propose the said amendment to the Shareholders' meeting to consider and approve. The details of the amendment of the limit for issuing and selling the Company's debentures to be not exceeding THB 5,000 million appears in the Attachment 5.

5. Approved the appointment of the Company's independent financial advisors as follows:

5.1 Appointed Avantgarde Capital Company Limited to be the independent financial advisor in relation to the AS transaction and the [Land] transaction.

5.2 Appointed Grant Thornton Services Company Limited to be the independent financial advisor in relation to the PTHECH transaction.

6. Approved the determination of the Record Date for the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2022 to be on September 2, 2022, and the determination of the meeting date of the Extraordinary General Meeting of Shareholders No. 2/2022 to be on September 28, 2022, at 10.00 a.m. via Electronic Meeting only, which will be broadcasted from the meeting room, 2nd Floor, Office of the Company, No. 230, Bang Khun Thian – Chai Thale Road, Samae Dam Subdistrict, Bang Khun Thian District, Bangkok 10150, with the agenda items set out as follows:

Item 1 To consider and approve the Extraordinary General Meeting of Shareholders No.1/2022



บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ
เขตบางขุนเทียน กรุงเทพมหานคร 10150

- Item 2 To consider and approve the investment in Asiasoft Corporation Public Company Limited
- Item 3 To consider and approve the purchase of land and [building] from a connected person
- Item 4 To consider and approve the disposal of Plus Tech Innovation Public Company Limited ordinary shares by means of the entire business transfer (EBT) to a connected person
- Item 5 To consider and approve the amendment of the limit for issuing and selling the Company's debentures to be not exceeding THB 5,000 million
- Item 6 Other matters (if any)

Please be informed accordingly

Sincerely yours,

Sabuy Technology Public Company Limited

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information



**Information Memorandum on the Asset Acquisitions and the Connected Transaction of
Sabuy Technology Public Company Limited (List 1)**

According to the Board of Directors' Meeting No. 15/2022 of Sabuy Technology Public Company Limited (the "**Company**") held on 11 August 2022 at 5.30 p.m., the Board of Directors' meeting has resolved to approve the following transactions:

1. The investment in up to 73,720,904 ordinary shares in Asiasoft Corporation Public Company Limited ("**AS**") or equivalent to 15.70 percent of the total shares in AS ("**AS Shares**") and up to 33,837,554 units of the Warrants to Purchase the Ordinary Shares in AS No. 2 ("**AS-W2**") from Mr. Pramoth Sudjitporn and Ms. Saowaluck Jitsumrit (collectively referred to as the "**AS Existing Shareholders**") where the ordinary shares to be received by the Company from this transaction in the case where the AS-W2 and the Warrants to Purchase the Ordinary Shares in AS Allocated to the Directors, Executives and Employees of AS and its Subsidiaries ("**AS-WB**") have been exercised in full, will account for 21.00 percent (i.e. 14.39 percent for the AS Shares and 6.61 percent for the exercise of the AS-W2) of the total shares in AS after the exercise of such rights. AS is an online entertainment service provider and is a leading online game operator in South East Asia. AS is the number one online game operator in Thailand and Singapore and the second largest online game operator in Malaysia and Vietnam and is currently providing 33 online game services in Thailand, Singapore, Malaysia, the Philippines, Vietnam, and Indonesia. In this regard, the Company will make a payment of up to THB 1,710,062,347 to the AS Existing Shareholders. In any case, the Company will exercise the right to purchase the ordinary shares under the AS-W2 at the exercise price of THB 3.50 per share, or equivalent to the total amount of up to THB 118,431,439 (if the exercise price of the AS-W2 together with the cost of acquisition of the AS-W2 is below the share price of AS at the date of exercise). As such, the value of such investment is up to THB 1,828,493,786 (the foregoing transaction shall be referred to as the "**AS Transaction**").

2. The purchase of nine items of land and buildings from Thiensurat Public Company Limited ("**TSR**") and its relevant subsidiaries as per the details shown in item 4.2) (collectively referred to as the "**TSR Group**"). In this regard, the Company will make a payment of up to THB 595,835,136 (exclusive of taxes, transfer fees and related transaction costs) to the TSR Group (the "**Land Transaction**").

The above transactions are considered the Company's asset acquisitions in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) (the "**Notifications on Asset Acquisition or Disposition**"). The transaction size of each transaction is calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022 and the calculated highest transaction size for each transaction is as follows:

- (1) AS Transaction's highest transaction size is 38.53 percent calculated based on the net operating profit criterion.
- (2) Land Transaction's highest transaction size is 5.30 percent calculated based on the total value of consideration criterion.

After the value of other asset acquisition transactions during the past six months of the Company is combined with the value of the asset acquisition transactions under this Information Memorandum, the total transaction size will be 84.26 percent based on the net operating profit criterion, which gives the highest transaction size. In this regard, as the transaction size exceeds 50 percent, the Company has a duty to disclose information in relation to the Company's asset acquisition transactions to the Stock Exchange of Thailand (the "SET") in accordance with the Notifications on Asset Acquisition or Disposition and obtain approval for entering into the transactions from the shareholders' meeting with votes of not less than three-quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transactions and submitting such opinion to the Office of the Securities and Exchange Commission (the "Office of the SEC") and the SET.

Further, the Land Transaction is considered a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (the "Notifications on Connected Transactions") because TSR is a connected person of the Company. In this regard, the value of the Land Transaction is THB 595,835,136 or equivalent to 13.06 percent of the value of the net tangible assets of the Company according to the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022. The size of such transaction, therefore, exceeds 3 percent of the net tangible asset value of the Company. However, the Company has no other connected transaction with the same connected person or any related person of such connected person within the past six months prior to the Board of Directors' meeting No. 15/2022. Accordingly, the Company has a duty to disclose information in relation to the Company's connected transaction to the SET in accordance with the Notifications on Connected Transactions and obtain approval for entering into the transaction from the shareholders' meeting with votes of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transaction and submitting such opinion to the Office of the SEC and the SET, and the Company is required to submit a letter of invitation to the shareholders' meeting to its shareholders at least 14 days in advance.

In this regard, the Board of Directors' meeting of the Company has resolved to approve the appointment of Avantgarde Capital Company Limited as the independent financial advisor to provide an opinion in relation to these transactions. The Company would like to disclose information in relation to the asset acquisition transactions and connected transaction to the SET in accordance with the Notifications on Asset Acquisition or Disposition and the Notifications on Connected Transactions as follows:

1. Transaction Date

1.1. AS Transaction

After the Board of Directors' meeting of the Company No. 15/2022 held on 11 August 2022 has resolved to approve the entry into the AS Transaction, the Company expects to enter into a share sale and purchase agreement with respect to the AS Shares and the AS-W2 with the AS Existing Shareholders within October 2022 and expects that the AS Transaction will be completed within December 2022 or as mutually agreed upon by the relevant parties, provided that all conditions precedent under the share sale and purchase agreement have been fulfilled or waived by the relevant parties and all completion undertakings as prescribed in such agreement have been undertaken.

1.2. Land Transaction

After the Board of Directors' meeting of the Company No. 15/2022 held on 11 August 2022 has resolved to approve the entry into the Land Transaction, the Company expects to enter into a sale and purchase agreement with respect to the land and buildings with the TSR Group within October 2022 and expects that the Land Transaction will be completed within December 2022 or as mutually agreed upon by the relevant parties, provided that all conditions precedent under the land and buildings sale and purchase agreement have been fulfilled or waived by the relevant parties and all completion undertakings as prescribed in such agreement have been undertaken.

2. Transaction Parties

2.1. AS Transaction

Purchaser	:	The Company
Sellers	:	The AS Existing Shareholders
Relationship with the Company	:	The sellers and their connected persons have no relationship with the Company and are not the Company's connected persons. Therefore, the entry into such transaction does not constitute a connected transaction under the Notifications on Connected Transactions.

2.2. Land Transaction

Purchaser	:	The Company
Sellers	:	The TSR Group
Relationship with the Company	:	TSR is an associate company of the Company in which the Company holds 24.92 percent shares. In addition, Ms. Paranya Rujanapornpajee, the sister of Mr. Chukiat Rujanapornpajee (who is a major shareholder, Director and the CEO of the Company), is a major shareholder of TSR, holding 18.99 percent shares of the paid-up capital of TSR.

3. General Characteristics of the Transactions and Transaction Sizes

3.1. General Characteristics of the Transactions

3.1.1. AS Transaction

The Company will invest in up to 73,720,904 AS Shares or equivalent to 15.70 percent of the total shares in AS and up to 33,837,554 units of the AS-W2 where the ordinary shares to be received by the Company from this transaction in the case where the AS-W2 and the AS-WB have been exercised in full, will account for 21.00 percent (i.e. 14.39 percent for the AS Shares and 6.61 percent for the exercise of the AS-W2) of the total shares in AS after the exercise of such rights. The details of the transaction are as follows:

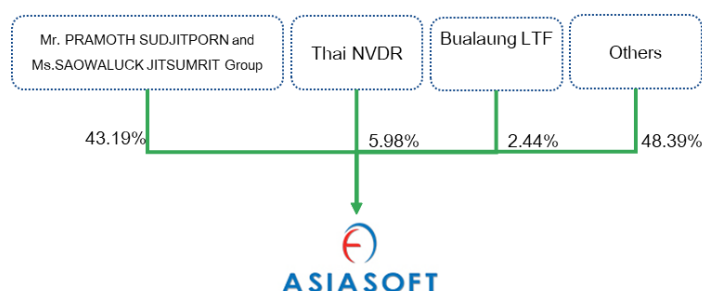
Assets to be purchased and sold	:	1) Up to 73,720,904 AS Shares. 2) Up to 33,837,554 units of the AS-W2.
Value of consideration	:	The Company will make a payment in cash to the sellers as follows: 1) The purchase price of THB 17.00 per share, or up to the total amount of THB 1,253,255,368 for the AS Shares. 2) The purchase price of THB 13.50 per unit, or up to the total amount of THB 456,806,979 for the AS-W2. In any case, the Company will exercise the right to purchase the ordinary shares under the AS-W2 at the exercise price of THB 3.50 per share, or equivalent to the total amount of up to THB 118,431,439 (if the exercise price of the AS-W2 together with the cost of acquisition of the AS-W2 is below the share price of AS at the date of exercise).

Long-stop date : Within December 2022 or as mutually agreed upon by the relevant parties.

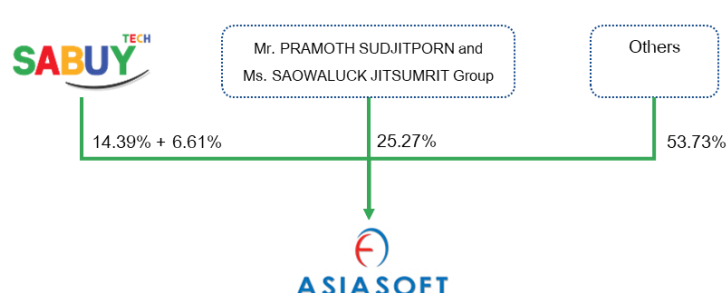
Key conditions precedent : 1) The shareholders' meeting of the Company has resolved to approve the entry into the AS Transaction.
2) The Company is satisfied with the due diligence results of AS.

The shareholding structures of AS before and after the entry into such transaction are as follows:

Pre-transaction shareholding structure



Post-transaction shareholding structure



3.1.2. Land Transaction

The Company will acquire nine items of land and buildings from the TSR Group. The details of the transaction are as follows:

Assets to be purchased and sold : Please see the details in item 4.2.

Value of consideration : The Company will make a payment of up to THB 595,835,136 (exclusive of taxes, transfer fees and related transaction costs) to the sellers.

Long-stop date : Within December 2022 or as mutually agreed upon by the relevant parties.

Key conditions precedent : 1) The shareholders' meeting of the Company has resolved to approve the entry into the Land Transaction.
2) The board of directors' meeting and/or the shareholders' meeting of the TSR Group have resolved to approve the entry into the Land Transaction.
3) The Company is satisfied with the due diligence results of the land and buildings.

3.2. Transaction Sizes

3.2.1. AS Transaction

The total value of consideration to be paid by the Company for the entry into this transaction will be up to THB 1,828,493,786. The transaction size calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022, and based on the net operating profit criterion, which gives the highest transaction size, is 38.53 percent.

Financial Information

(Unit: THB millions)	The Company As at 30 June 2022	AS As at 31 March 2022
Total Assets	11,244.71	1,350.25
Intangible Assets	1,937.95	149.71
Total Liabilities	3,920.07	385.04
Non-controlling Interests (if any)	823.14	61.24
Net Tangible Assets (NTA)	4,563.54	754.27
Net Profit (Loss)	260.16	477.37

Transaction Size Calculation

Criteria	Calculation Formula	Calculation (THB million)	Transaction Size (Percent)
Net tangible assets (NTA) criterion	$\frac{\text{NTA of the assets acquired} \times \text{Proportion of the assets acquired} \times 100}{\text{NTA of the Company}}$	$\frac{754.27 \times 21.00\%}{4,563.54}$	3.47
Net operating profit criterion	$\frac{\text{Net profit of the assets acquired} \times \text{Proportion of the assets acquired} \times 100}{\text{Net profit of the Company}}$	$\frac{477.37 \times 21.00\%}{260.16}$	38.53
Total value of consideration criterion	$\frac{\text{Total value of consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{1,828.49}{11,244.71}$	16.26
Value of shares issued as payment for the assets criterion	$\frac{\text{No. of shares issued as payment for the assets} \times 100}{\text{No. of issued and paid-up shares of the Company}}$	No calculation is required.	No calculation is required.

3.2.2. Land Transaction

The total value of consideration to be paid by the Company for the entry into this transaction will be up to THB 595,835,136 (exclusive of taxes, transfer fees and related transaction costs). The transaction size calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022, and based on the net operating profit criterion, which gives the highest transaction size, is 5.30 percent.

Transaction Size Calculation

Criteria	Calculation Formula	Calculation (THB million)	Transaction Size (Percent)
Net tangible assets (NTA) criterion	$\frac{\text{NTA of the assets acquired} \times \text{Proportion of the assets acquired} \times 100}{\text{NTA of the Company}}$	No calculation is required.	No calculation is required.
Net operating profit criterion	$\frac{\text{Net profit of the assets acquired} \times \text{Proportion of the assets acquired} \times 100}{\text{Net profit of the Company}}$	No calculation is required.	No calculation is required.
Total value of consideration criterion	$\frac{\text{Total value of consideration} \times 100}{\text{Total assets of the Company}}$	539.33 11,244.71	5.30
Value of shares issued as payment for the assets criterion	$\frac{\text{No. of shares issued as payment for the assets} \times 100}{\text{No. of issued and paid-up shares of the Company}}$	No calculation is required.	No calculation is required.

The above transactions are considered the Company's asset acquisitions in accordance with the Notifications on Assets Acquisition or Disposition. The transaction size of each transaction is calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022 and the calculated highest transaction size for each transaction is as follows:

- (1) AS Transaction's highest transaction size is 38.53 percent calculated based on the net operating profit criterion.
- (2) Land Transaction's highest transaction size is 5.30 percent calculated based on the total value of consideration criterion.

After the value of other asset acquisition transactions during the past six months of the Company is combined with the value of the asset acquisition transactions under this Information Memorandum, the total transaction size will be 84.26 percent based on the net operating profit criterion, which gives the highest transaction size. In this regard, as the transaction size exceeds 50 percent, the Company has a duty to disclose information in relation to the Company's asset acquisition transactions to the SET in accordance with the Notifications on Asset Acquisition or Disposition and obtain approval for entering into the transactions from the shareholders' meeting with votes of not less than three-quarters of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transactions and submitting such opinion to the Office of the SEC and the SET.

Further, the Land Transaction is considered a connected transaction in accordance with the Notifications on Connected Transactions because TSR is a connected person of the Company. In this regard, the value of the Land Transaction is THB 595,835,136 or equivalent to 13.06 percent of the value of the net tangible assets of the Company according to the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022. The size of such transaction, therefore, exceeds 3 percent of the net tangible asset value of the Company. However, the Company has no other connected transaction with the same connected person or any related person of such connected person within the past six months prior to the Board of Directors' meeting No. 15/2022. Accordingly, the Company has a duty to disclose information in relation to the Company's connected transaction to the SET in accordance with the Notifications on Connected Transactions and obtain approval for entering into the transaction from the shareholders' meeting with votes of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transaction and submitting such opinion to the Office of the SEC and the SET, and the Company is required to submit a letter of invitation to the shareholders' meeting to its shareholders at least 14 days in advance.

4. Details of the Assets Acquired

4.1 AS Transaction

Upon completion of the transaction, the Company will hold up to 73,720,904 ordinary shares in AS and hold 33,837,554 units of the AS-W2 where the ordinary shares to be received by the Company from this transaction in the case where the AS-W2 and the AS-WB have been exercised in full, will account for 21.00 percent (i.e. 14.39 percent for the AS Shares and 6.61 percent for the exercise of the AS-W2) of the total shares in AS after the exercise of such rights. Key information of AS can be summarized as follows:



4.1.1 General Information

Company name	Asiasoft Corporation Public Company Limited
Business type	Online entertainment service provider and a leading online game operator in South East Asia. AS is the number one online game operator in Thailand and Singapore and the second largest online game operator in Malaysia and Vietnam and is currently providing 33 online game services in Thailand, Singapore, Malaysia, the Philippines, Vietnam, and Indonesia.
Principal office	No. 51 Major Tower Rama 9 - Ramkhamhaeng Bldg. 18 Fl. Room 3-8 Rama IX Rd. Hua Mak Sub-district, Bang Kapi District, Bangkok
Date of incorporation	17 May 2007
Registered capital	THB 256,503,736.50
Paid-up capital	THB 234,821,060.50
Total shares	469,642,121 shares
Par value (per share)	THB 0.50

4.1.2 List of (top-ten) shareholders as at 14 March 2022:

No.	Shareholder Name	No. of Share	Percent
1	Mr. Pramoth Sudjitporn	161,439,690	34.38
2	Ms. Saowaluck Jitsumrit	41,397,656	8.81
3	Thai NVDR Company Limited	28,092,244	5.98
4	Bualuang LTF	11,475,400	2.44
5	STATE STREET EUROPE LIMITED	10,492,200	2.23
6	Mr. Pornsin Kraisakdawat	6,479,000	1.38
7	Mr. Aphisak Theppadungporn	6,150,000	1.31
8	Mr. Lertchai Kanpai	5,964,418	1.27
9	Mr. Chod Reankittiwat	5,661,000	1.21
10	Mr. Naphat Panchakunathorn	5,650,000	1.20
11	Minority shareholders	186,840,513	39.78
	Total	469,642,121	100.00

4.1.3 Board of Directors

Currently, AS has five directors, namely:

- 1) Mr. Pramoth Sudjitporn
- 2) Mr. Kittipong Prucksa-aroon
- 3) Mr. Chalermphong Jitkuntivong
- 4) Mrs. Monluedee Sookpantararat
- 5) Pol.Col. Yanaphon Youngyuen

The Company may consider nominating its representatives to be appointed as directors in AS upon or after completion of the transaction.

4.1.4 Financial Information

Statement of Financial Position

Statement of Financial Position (Unit : THB thousands)	31 December 2019	31 December 2020	31 December 2021	31 March 2022
Assets				
Current Assets				
Cash	145,638	324,773	602,904	583,873
Trade Receivables	63,276	43,591	89,769	132,274
Other Current Financial Assets	-	278,731	406,885	359,807
Digital Asset Inventory	-	4,648	13,075	5,053
Prepaid Royalty Fees	9,904	-	-	7,350
Other Current Assets	37,137	35,252	30,022	42,527
Total Current Assets	225,686	686,993	1,142,655	1,130,884
Non-current Assets				
Restricted Cash Deposit	15,761	5,368	-	-
Investment in Subsidiaries	-	-	-	-
Investment in Associates	10,119	11,755	10,574	11,178
Equipment	23,316	13,509	15,862	30,375
Right of Use	-	17,599	13,680	11,800
Intangible Assets	90,217	69,324	134,292	149,714
Deferred Tax Assets	2,230	3,793	9,411	10,237
Other Non-current Assets	9,045	4,952	3,845	6,066
Total Non-current Assets	150,687	126,301	187,664	219,370
Total Assets	406,373	813,294	1,330,319	1,350,254
Liabilities				

Statement of Financial Position (Unit : THB thousands)	31 December 2019	31 December 2020	31 December 2021	31 March 2022
Current Liabilities				
Trade and Other Payables	14,626	146,028	225,772	133,532
Deferred Incomes	76,591	107,012	140,570	110,924
Current Portion of Liability under Litigation	83,080	5,514	-	-
Current Portion of Lease Liabilities	21,077	9,426	6,714	6,264
Short-Term Loan from Directors	2,864	478	478	478
Corporate Income Tax Payable	478	-	53,416	61,720
Other Current Liabilities	-	17,903	14,006	43,441
Total Current Liabilities	30,613	286,361	440,957	356,359
Non-current Liabilities	229,330			
Lease Liabilities		6,356	5,178	3,394
Deferred Tax Liabilities	7,206	4,558	5,785	4,586
Employee Benefit Obligations	5,537	21,769	20,384	20,701
Other Non-current Provisions	5,194	1,510	-	-
Total Non-current Liabilities	17,375	34,192	31,347	28,681
Total Liabilities	-	320,553	472,304	385,040
Shareholders' Equity	35,312			
Registered Capital	264,642	286,420	256,504	256,504
Issued and Paid-up Capital		207,243	228,203	231,325
Share Premium	532,840	1,659	108,503	110,750
Capital Reserve for Share-based Payment	409,877	5,333	19,337	22,790
Legal Reserve	-	6,182	25,650	25,650
Retained Earnings	-	233,449	398,970	501,939
Other Components of Shareholders' Equity	-	(10,468)	14,111	11,525
Equity Attributable to Owners of the Parent	(256,520)	443,398	794,774	903,979
Non-controlling Interests	(26,596)	49,343	63,241	61,235
Total Shareholders' Equity	126,761	492,741	858,015	965,214
	14,970			
	141,731			

Income Statement

Income Statement (Unit: THB thousands)	31 December 2019	31 December 2020	31 December 2021	Quarter 1 31 March 2022
Revenue from Services	762,438	1,336,224	1,862,117	403,797
Cost of Services	(385,872)	(580,193)	(835,383)	(195,411)
Gross Profit	376,565	756,032	1,026,734	208,386
Other Incomes	5,184	19,963	54,322	48,304
Sales Expenses	(149,483)	(178,703)	(233,195)	(71,102)
Administrative Expenses	(172,832)	(215,996)	(247,115)	(77,360)
Loss on Impairment of Prepaid Royalty Fee	(55,069)	(7,595)	-	-
Loss on Write Off of Intangible Assets	-	(9,582)	-	-
Reversal of Impairment of Investment in Subsidiaries	-	-	-	-
Finance costs	-	(1,262)	(807)	(240)
Share of Profit (Loss) from Investment in Associates	(1,148)	1,636	(981)	604
EBT	(415)	364,493	598,957	108,592
Corporate Income Tax	2,802	(24,364)	(84,542)	(8,122)
Net Profit (loss)	(161)	340,129	514,415	100,470

4.2 Land Transaction

Upon completion of the transaction, the Company will hold ownership over nine items of land and buildings as follows:

No.	Type	Location and/or Title Deed No.	Encumbrance	Seller	Area			Book Value (THB)	Appraised Value ¹ (THB)
					Rai	Ngan	Sq.Wa		
1.	Old office – eight plots of land, together with seven four-story commercial buildings.	Nos. 154, 156, 158, 160, 162, 164 and 166, Samakkhi Rd., Tha Sai Sub-district, Mueang District, Nonthaburi Title Deed Nos. 195930, 195929, 195928, 195964, 195939, 195938, 195937 and 195936	No.	TSR	-		351	6,380,209	51,700,000
2.	Head office's parking lot - 1 plots of land, together with three buildings	Soi Bypass Pak Kret 44, Pak Kret Bypass Road, Bang Talat Subdistrict, Pak Kret District Nonthaburi Province Title Deed Nos. 89176, 72994, 79090, 15308, 49498, 84063 15310, 19610, 76951, 15312, 76724, 23039, 15313, 15315, 24884 and 24885	No.	TSR	2	13	518	90,006,090	171,890,000
3.	Cafeteria's parking lot – two plots of land plots, together with one cafeteria	Soi Bypass Pak Kret 42, Pak Kret Bypass Road, Bang Talat Subdistrict, Pak Kret District Nonthaburi Province Title Deed Nos. 173437 and 54682	No.	TSR	1	-	53	23,280,092	25,780,000
4.	Factory 1 – four plots of land, together with one-story building and factory building	No. 167/4, Bang Kraso Sub-district, Mueang District, Nonthaburi Title Deed Nos. 18039, 199352 owned by TSR 18037 and 18038 owned by SAFE International Company Limited its subsidiary of TSR	No.	TSR and SAFE International Company Limited	1	-	87	3,479,543	30,110,000



บริษัท สบาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ
เขตบางขุนเทียน กรุงเทพมหานคร 10150

Enclosure 1

No.	Type	Location and/or Title Deed No.	Encumbrance	Seller	Area			Book Value (THB)	Appraised Value ^{/1} (THB)
					Rai	Ngan	Sq.Wa		
5.	Factory 2 – two plots of land, together with one-story warehouse	No. 167/2, Bang Kraso Sub-district, Mueang District, Nonthaburi Title Deed No. 18044	No.	TSR	-	2	-	5,224,548	9,990,000
6.	Factory 3 – one plot of land, together with seven buildings	Nos. 170/1 - 2, Samakkhi Rd., Tha Sai Sub-district, Mueang District, Nonthaburi Title Deed No. 953	Mortgaged with a financial institution.	TSR	2	-	25	28,325,421	71,038,500
7.	Apartment – two plots of land, together with a seven-story building and a garage	Nos. 168 and 168/1-83 Tasai Sub-district, Mueang District, Nonthaburi Title Deed Nos. 151962 and 151963	No.	TSR	-	3	89	20,479,434	48,099,000
8.	One plot of bare land	Title Deed No. 217602	No.	TSR	4	1	43	52,290,000	130,730,000
9.	Two plots of land, together with one building	Bang Talat Sub-district, Pak Kret District, Nonthaburi Title Deed Nos. 89171 and 89173	No.	TSR	-	3	118	69,583,603	56,497,636
Total					10	19	1,166	305,727,941	595,835,136

Remark ^{/1} Information retrieved from the appraisal report prepared by an independent appraiser approved by the Office of the SEC, who has been engaged by the sellers to prepare such appraisal report during the period between November 2021 – April 2022

5. Total Value of Consideration and Term of Payment

5.1. AS Transaction

The total value of consideration for the transaction will be up to THB 1,828,493,786 as per the details in items 3.1.1 and 3.2.1. The Company will make a payment in cash to the relevant parties, provided that all conditions precedent under the share sale and purchase agreement have been fulfilled or waived by the relevant parties and all completion undertakings as prescribed in such agreement have been undertaken.

5.2. Land Transaction

The total value of consideration for the transaction will be up to THB 595,835,136 as per the details in items 3.1.2 and 3.2.2. The Company will make a payment in cash to the relevant parties, provided that all conditions precedent under the land and building sale and purchase agreement have been fulfilled or waived by the relevant parties and all completion undertakings as prescribed in such agreement have been undertaken.

6. Value of the Assets Acquired

The value of the assets to be acquired by the Company from each transaction will be equal to the total value of consideration of each transaction under item 5

7. Basis Used in Determining the Value of Consideration

7.1. AS Transaction

The basis used to determine the value of consideration for (a) the AS Shares at the purchase price of THB 17.00 per share is from mutual negotiation and agreement between the parties based on the market price of the shares in AS traded on the SET for the past 12 months between 9 August 2022 – 8 August 2022, with the highest price at THB 26.24, the lowest price at THB 12.53, the weighted average price at THB 20.12, the median at THB 19.42, and the closing price on 10 August 2022 at THB 15.30; (b) the AS-W2 at the purchase price of THB 13.50 per unit is from the AS Shares' purchase price at THB 17.00 per share as explained in (a) above, less the exercise price of the AS-W2 at THB 3.50 per share (THB 17.00 – THB 3.50 = THB 13.50).

7.2. Land Transaction

The basis used to determine the value of consideration is the mutual negotiation and agreement between the parties and the appraised value as specified in the appraisal report prepared by an independent appraiser approved by the Office of the SEC, who has been engaged by the sellers to prepare such appraisal report for the period between November 2021 – April 2022.

8. Expected Benefits of the Company

The Company expects that the entry into the transactions will allow the Company to receive the following benefits:

8.1. AS Transaction

- The transaction will create an alliance between the Company and the AS Group, which is a leading online game operator in South East Asia whose online game services include over 33 PC games and mobile games in five countries, ranging from free-to-play MMORPG, FPS and casual games, as well as offering of in-game items, serving as a platform that generate a large number of micro-transactions and repeat customers, resulting in extensive use of payment services and substantial user database, which will give an opportunity to the Company to expand its ecosystem from having access to a larger customer base and to offer a wider range of products and services.
- The merger of both companies' ecosystems will increase an opportunity for the growth of revenue and cash flow of both companies and also increase an opportunity to continually generate returns, asset growth rate, profit and cash flow to the Company and its shareholders in the long run.

8.2. Land Transaction

- The Company will acquire the land and buildings which can be developed into warehouses, product distribution centers, data centers, including staff training centers to accommodate the expansion of the Company's ecosystem in the future.
- The Company can use the tangible assets to be acquired as collateral for its loans.

9. Source of Funds for the Asset Acquisitions

9.1. AS Transaction

The Company will use credit facilities from financial institutions and/or its own internal cash flows derived from the issuance of debentures approved by the 2022 Annual General Meeting of Shareholders for the entry into the transaction. However, if the conditions for using such credit facilities drawing from financial institutions or the issuance of debentures may affect the rights of the shareholders, the Company will further disclose information on such conditions as well as other material conditions, such as the amount of loan and interest, to the SET.



9.2. Land Transaction

The Company will use its own internal cash flow derived from the sale of shares in Plus Tech Innovation Public Company Limited (the details of which are as shown in the Information Memorandum on the Connected Transaction of Sabuy Technology Public Company Limited, Enclosure 2) for the entry into the transaction.

10. Opinion of the Board of Directors

The Board of Directors of the Company (by disinterested directors) has unanimously resolved to approve the entry into such transactions because it has viewed that the conditions for entering into such transactions are not less favorable than the conditions under which third parties enter into the same transactions with the Company and the basis used in determining the value of consideration of each transaction as per the details in item 7 is appropriate, reasonable and beneficial to the Company and all shareholders of the Company in the long run as per the reasons prescribed in item 8 above.

Mr. Chukiat Rujanapornpajee, as a director having an interest in the matter, did not attend, and was not entitled to vote at the Board of Directors' meeting No. 15/2022 held on 11 August 2022 during the consideration of the agenda items related to the entry into the connected transaction. In addition, Mr. Chukiat Rujanapornpajee and Ms. Paranya Rujanapornpajee, the shareholders of the Company having an interest in the entry into such connected transaction, will be prohibited from casting their votes at the shareholders' meeting during the consideration of the agenda items related to the entry into such connected transaction.

11. Opinion of the Audit Committee

The Audit Committee's opinion is not different from the opinion of the Board of Directors as specified in item 10 above.

The Company hereby certifies that the information contained in this Information Memorandum is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information



**Information Memorandum on the Connected Transaction of
Sabuy Technology Public Company Limited)**

According to the Board of Directors' Meeting No. 15/2022 of Sabuy Technology Public Company Limited (the **"Company"**) held on 11 August 2022 at 5.30 p.m., the Board of Directors' meeting has resolved to approve the sale of up to 27,083,415 ordinary shares or equivalent to 11.06 percent of the total shares in Plus Tech Innovation Public Company Limited (**"PTECH"**) to Thiensurat Public Company Limited (**"TSR"**) via an entire business transfer where the Company will receive consideration of up to THB 595,835,130 (the **"PTECH Transaction"**).

The above transaction is considered the Company's asset disposition in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets (as amended) (the **"Notifications on Asset Acquisition or Disposition"**). The transaction size of such transaction calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022, and the total value of consideration criterion, which gives the highest transaction size, is 5.30 percent. After the value of other asset disposition transactions during the past six months of the Company is combined with the value of the asset disposition transaction under this Information Memorandum, the total transaction size will be 10.59 percent based on the total value of consideration criterion, which gives the highest transaction size. In this regard, as the transaction size is less than 15 percent, the Company has no duty to undertake any further actions under the Notifications on Asset Acquisition or Disposition.

However, the PTECH Transaction is considered a connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended) (the **"Notifications on Connected Transactions"**) because TSR is a connected person of the Company. In this regard, the value of the PTECH Transaction is THB 595,835,130 or equivalent to 13.06 percent of the value of the net tangible assets of the Company according to the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022. The size of such transaction, therefore, exceeds 3 percent of the net tangible asset value of the Company. However, the Company has no other connected transaction with the same connected person or any related person of such connected person within the past six months prior to the Board of Directors' meeting No. 15/2022. Accordingly, the Company has a duty to disclose information in relation to the Company's connected transaction to the SET in accordance with the Notifications on Connected Transactions and obtain approval for entering into the transaction from the shareholders' meeting with votes of not less than three-

quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transaction and submitting such opinion to the Office of the SEC and the SET, and the Company is required to submit a letter of invitation to the shareholders' meeting to its shareholders at least 14 days in advance.

In this regard, the Board of Directors' meeting of the Company has resolved to approve the appointment of Grant Thornton Services Company Limited as the independent financial advisor to provide an opinion in relation to such transaction. The Company would like to disclose information in relation to the connected transaction to the SET in accordance with the Notifications on Connected Transactions as follows:

1. Transaction Date

After the Board of Directors' meeting of the Company No. 15/2022 held on 11 August 2022 has resolved to approve the entry into the PTECH Transaction, the Company expects to enter into an entire business transfer agreement with TSR within September 2022 and expects that the PTECH Transaction will be completed within December 2022 or as mutually agreed upon by the relevant parties, provided that all conditions precedent under the entire business transfer agreement have been fulfilled or waived by the relevant parties and all completion undertakings as prescribed in such agreement have been undertaken.

2. Transaction Party

Purchaser	:	TSR
Seller	:	The Company (via the SPV as detailed in item 3.1)
Relationship with the Company	:	TSR is an associate company of the Company in which the Company holds 24.92 percent shares. In addition, Ms. Paranya Rujanapornpajee, the sister of Mr. Chukiat Rujanapornpajee (who is a major shareholder, Director and the CEO of the Company), is a major shareholder of TSR, holding 18.99 percent shares of the paid-up capital of TSR.

3. General Characteristics of the Transaction and Transaction Size

3.1. General Characteristics of the Transaction

The Company will sell up to 27,083,415 shares or equivalent to 11.06 percent of the total shares in PTECH via an entire business transfer to TSR. The details of the entire business transfer process and the transaction are as follows:

(1) The Company will establish a new wholly-owned subsidiary (the “SPV”) to be the transferee of up to 27,083,415 ordinary shares in PTECH.

(2) The SPV will transfer its entire business, i.e. up to 27,083,415 ordinary shares in PTECH, to TSR and the SPV will receive consideration of up to THB 595,835,130 from TSR.

(3) After the entire business transfer of the SPV is completed, the SPV will enter into liquidation in accordance with the procedures required by law, which includes the return of investments and capital surplus from the profit generated by the transfer of its entire business to TSR to the Company as its shareholder.

Assets to be purchased and sold : Up to 27,083,415 ordinary shares in PTECH

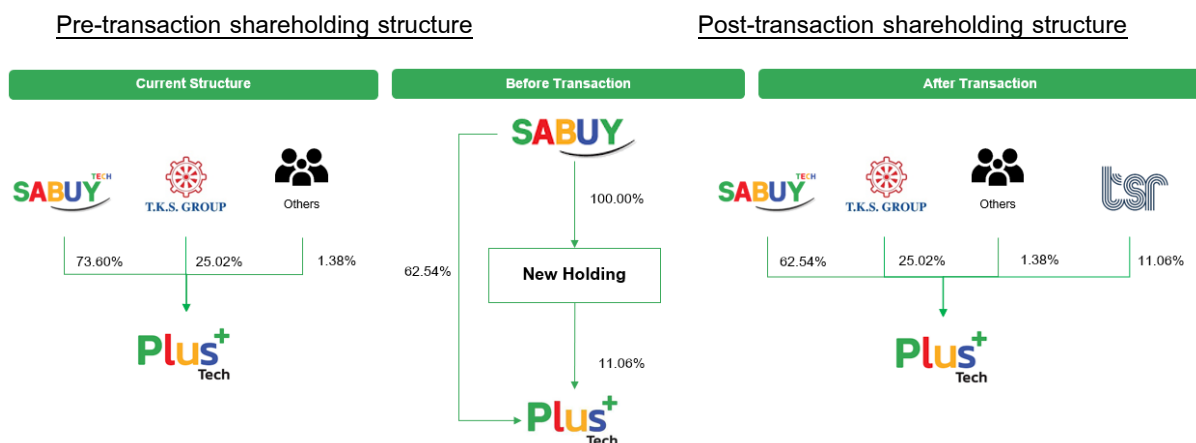
Value of consideration : TSR will make a payment in cash to the SPV at the purchase price of THB 22.00 per share, or up to the total amount of THB 595,835,130.

Long-stop date : Within December 2022 or as mutually agreed upon by the relevant parties.

Key conditions precedent :

- 1) The shareholders’ meeting of the Company has resolved to approve the entry into the PTECH Transaction.
- 2) The board of directors’ meeting and/or the shareholders’ meeting of the SPV have resolved to approve the entry into the PTECH Transaction.
- 3) TSR is satisfied with the due diligence results of PTECH.

The shareholding structures of PTECH before and after the entry into such transaction are as follows:



3.2. Transaction Size

The total value of consideration to be received by the Company for the entry into this transaction will be up to THB 595,835,130. The transaction size calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022, and based on the total value of consideration criterion, which gives the highest transaction size, is 5.30 percent.

Financial Information

(Unit: THB millions)	The Company As at 30 June 2022	PTECH As at 30 June 2022
Total Assets	11,244.71	1,956.53
Intangible Assets	1,937.95	102.37
Total Liabilities	3,920.07	869.37
Non-controlling Interests (if any)	823.14	39.22
Net Tangible Assets (NTA)	4,563.54	945.57
Net Profit (Loss)	260.16	4.80

Transaction Size Calculation

Criteria	Calculation Formula	Calculation (THB million)	Transaction Size (Percent)
Net tangible assets (NTA) criterion	$\frac{\text{NTA of the assets acquired} \times \text{Proportion of the assets acquired} \times 100}{\text{NTA of the Company}}$	$\frac{945.57 \times 11.06\%}{4,563.54}$	2.29
Net operating profit criterion	$\frac{\text{Net profit of the assets acquired} \times \text{Proportion of the assets acquired} \times 100}{\text{Net profit of the Company}}$	$\frac{4.80 \times 11.06\%}{260.16}$	0.20
Total value of consideration criterion	$\frac{\text{Total value of consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{595.84}{11,244.71}$	5.30
Value of shares issued as payment for the assets criterion	$\frac{\text{No. of shares issued as payment for the assets} \times 100}{\text{No. of issued and paid-up shares of the Company}}$	No calculation is required.	No calculation is required.

The above transaction is considered the Company's asset disposition in accordance with the Notifications on Asset Acquisition or Disposition. The transaction size of such transaction calculated based on the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022, and the total value of consideration criterion, which gives the highest transaction size, is 5.30 percent. After the value of other asset disposition transactions during the past six months of the Company is combined with the value of the asset disposition transaction under this Information Memorandum, the total transaction size will be 10.59 percent based on the total value of consideration criterion, which gives the highest transaction size. In this regard, as the transaction size is less than 15 percent, the Company has no duty to undertake any further actions under the Notifications on Asset Acquisition or Disposition.

However, the PTECH Transaction is considered a connected transaction in accordance with the Notifications on Connected Transactions because TSR is a connected person of the Company. In this regard, the value of the PTECH Transaction is THB 595,835,130 or equivalent to 13.06 percent of the value of the net tangible assets of the Company according to the Company's consolidated financial statements, which have been reviewed by a certified public accountant, for the six-month period ended 30 June 2022. The size of such transaction, therefore, exceeds 3 percent of the net tangible asset value of the Company. However, the Company has no other connected transaction with the same connected person or any related person of such connected person within the past six months prior to the Board of Directors' meeting No. 15/2022. Accordingly, the Company has a duty to disclose information in relation to the Company's connected transaction to the SET in accordance with the Notifications on Connected Transactions and obtain approval for entering into the transaction from the shareholders' meeting with votes of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders, as well as appointing an independent financial advisor to provide an opinion on such transaction and submitting such opinion to the Office of the SEC and the SET, and the Company is required to submit a letter of invitation to the shareholders' meeting to its shareholders at least 14 days in advance.

4. Details of the Assets Disposed

Upon completion of the transaction, the Company will dispose up to 27,083,415 ordinary shares in PTECH. Key information of PTECH can be summarized as follows:



บริษัท สมาย เทคโนโลยี จำกัด (มหาชน)
230 ถนนบางขุนเทียน-ชายทะเล แขวงแสมดำ
เขตบางขุนเทียน กรุงเทพมหานคร 10150

Enclosure 2

4.1 General Information

Company name	Plus Tech Innovation Public Company Limited
Business type	Manufacturing of anti-counterfeiting documents, namely bank cheques, business forms and plastic cards and the sale of products via vending machines.
Principal office	No. 41/1 Soi Wat Suan Som, Puchasamingphrai Road, Samrong Tai Sub-district, Phra Pradaeng District, Samut Prakarn
Date of incorporation	22 June 1994
Registered capital	THB 245,064,429
Paid-up capital	THB 244,871,104
Total shares	244,871,104 shares
Par value (per share)	THB 1

4.2 List of (top-ten) shareholders as at 27 July 2022:

No.	Shareholder Name	No. of Share	Percent
1	Sabuy Technology Public Company Limited	180,232,149	73.60
2	T.K.S. Technologies Public Company Limited	61,258,270	25.02
3	Mr. Sirichai Tainuthai	286,200	0.12
4	Mr. Narong Joonjuasuparerk	226,800	0.09
5	Miss Ornpranee Jarasaroonthay	128,400	0.05
6	Miss Benyapha Apichokrungreang	117,240	0.05
7	CREDIT SUISSE AG, SINGAPORE BRANCH	87,600	0.04
8	Mrs. Nualsri Utoktham	80,000	0.03
9	THAI NVDR CO.,LTD.	67,860	0.03
10	Mrs. Suphapon Phusumas	66,800	0.03
11	Minority shareholders	2,319,785	0.95
	Total	244,871,104	100.00

4.3 Board of Directors

Currently, PTECH has nine directors, namely:

- 1) Mr. Khan Prachuabmoh
- 2) Mr. Chukiat Rujanapornpajee

- 3) Mr. Wirach Morakotkarn
- 4) Mr. Jutiphan Mongkolsuthree
- 5) Mr. Suphan Mongkolsuthee
- 6) Miss Sutida Mongkolsuthree
- 7) Mr. Songpol Chevapanyaroj
- 8) Mrs. Pratana Mongkolkul
- 9) Mr. Wuthikiat Techamongkhalaphiwat

4.4 Financial Information

Statement of Financial Position

Statement of Financial Position (Unit : THB thousands)	31 December 2019	31 December 2020	31 December 2021	30 June 2022
Financial Highlight				
Total Assets	1,257.34	1,933.33	1,465.94	1,956.53
Total Liabilities	616.25	1,016.73	188.15	869.37
Shareholders' Equity	641.09	916.60	1,277.80	1,047.94
Paid-up Capital	110.00	204.22	204.22	244.87

Income Statement

Income Statement (Unit: THB thousands)	31 December 2019	31 December 2020	31 December 2021	30 June 2022
Revenue from Sales and Services	2,187.87	1,614.53	1,206.01	353.14
Cost of Sales and Services	(1,703.16)	(1,234.09)	(864.43)	(253.77)
Other Incomes	176.15	26.44	212.70	188.77
Other Expenses	(414.36)	(419.71)	(926.18)	(125.39)
EBT	246.50	(12.83)	(371.90)	162.75
Corporate Income Tax	(41.36)	(4.07)	(29.31)	(28.14)
Net Profit (loss)	205.14	(16.90)	(401.22)	134.61

5. Total Value of Consideration and Term of Payment

The total value of consideration for the transaction will be up to THB 595,835,130 as per the details in items 3.1 and 3.2. The will receive consideration in cash, provided that all conditions precedent under the entire business transfer agreement have been fulfilled or waived by the relevant parties and all completion undertakings as prescribed in such agreement have been undertaken.

6. Value of the Assets Disposed

The value of the assets to be disposed by the Company from the transaction will be equal to the total value of consideration of such transaction under item 5.

7. Basis Used in Determining the Value of Consideration

The basis used to determine the value of consideration for is from mutual negotiation and agreement between the parties based on the market price of the shares in PTECH traded on the SET for the past month between July 27 - August 10, with the highest price at THB 25.75, the lowest price at THB 21.30, the weighted average price at THB 21.30, and the closing price on 10 August 2022 at THB 25.50.

8. Expected Benefits of the Company

The Company expects that the entry into the transactions will allow the Company to receive the following benefits:

- The Company can use the cash flows from the PTECH transaction as a source of funds for the purchase of land and building from TSR and its relevant subsidiaries (the details of which are as shown in the Information Memorandum on the Asset Acquisitions and the Connected Transaction of Sabuy Technology Public Company Limited (List 1) Enclosure 1).
- The Company can restructure the business and assets within its group as appropriate in order to accommodate and be conducive to future investments. Moreover, TSR will be able to use PTECH as part of its business expansion to the consumer industry in line with its business transformation.

9. Use of Proceeds

The proceeds from the asset disposition will be used for the purchase of land and buildings from TSR and its relevant subsidiaries (the details of which are as shown in the Information Memorandum on the Asset Acquisitions and the Connected Transaction of Sabuy Technology Public Company Limited (List 1) Enclosure 1).

10. Opinion of the Board of Directors

The Board of Directors of the Company (by disinterested directors) has unanimously resolved to approve the entry into such transaction because it has viewed that the conditions for entering into such transactions are not less favorable than the conditions under which third parties enter into the same transactions with the Company and the basis used in determining the value of consideration of such transaction as per the details in item 7 is appropriate, reasonable and beneficial to the Company and all shareholders of the Company in the long run as per the reasons prescribed in item 8 above.

Mr. Chukiat Rujanapornpajee, as a director having an interest in the matter, did not attend, and was not entitled to vote at the Board of Directors' meeting No. 15/2022 held on 11 August 2022 during the consideration of the agenda items related to the entry into the connected transaction. In addition, Mr. Chukiat Rujanapornpajee and Ms. Paranya Rujanapornpajee, the shareholders of the Company having an interest in the entry into such connected transaction, will be prohibited from casting their votes at the shareholders' meeting during the consideration of the agenda items related to the entry into such connected transaction.

11. Opinion of the Audit Committee

The Audit Committee's opinion is not different from the opinion of the Board of Directors as specified in item 10 above.

The Company hereby certifies that the information contained in this Information Memorandum is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information



Information Memorandum on the Offering of Newly Issued Shares to Private Placement

Sabuy Technology Public Company Limited

August 11, 2022

The Board of Directors Meeting No. 15/2022 of Sabuy Technology Public Company Limited (the “**Company**”) held on August 11, 2022, resolved to approve the important agenda as follows:

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 convened on August 9, 2022, it was resolved to approve the allocation of newly issued ordinary shares by a general mandate (General Mandate) by allocating newly issued ordinary shares in the amount of not more than 80,000,000 shares, worth THB 1 per share, equivalent to 5.59 percent of the company's paid-up capital to specific investors. The meeting resolved to authorize the Board of Directors to consider the one-time offering of the newly issued ordinary shares in full or in part, offered for sale on a one-time basis or from time to time, including setting the offering price terms and other details related to the allocation of newly issued ordinary shares through a General Mandate.

The Board of Directors Meeting No. 15/2022, held on August 11, 2022, has considered and resolved to approve the issuance and allocation of newly issued ordinary shares under a General Mandate No.1 by issuing and allotting the Company's newly issued ordinary shares to Private Placement with details as follows:

1. Details of the offering

The Company will issue and offer the Company's newly issued ordinary shares to specific persons (Private Placement) of 26,121,350 shares at the offering price of THB 20.00 per share, totaling THB 522,427,000 in which the offering price of such capital increase shares is a price of not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of Thailand of the past 15 business days which equals to THB 17.05 per share to one investor in a private placement, namely

	Shareholders	Share Amount	% After paid-up
1	Ms. Saowaluck Jitsumrit	26,121,350	1.79
	Total	26,121,350	1.79

The said investor which is a natural person who has real investment potential including having appropriate knowledge and experience or the potential to benefit or promote the Company's operations in the long term, or to be a Strategic Shareholder. In this regard, the Company will comply with the Notification of the Capital Market



-Translation-

Attachment 2

Supervisory Board No. Tor Chor. 72/2558 Subject: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (Codified Edition) ("**Tor Chor 72/2558**")

The market price for the issuance of newly issued ordinary shares to be allocated to the said investor, calculated from the weighted average price of the Company's ordinary shares in the Stock Exchange of Thailand ("**SET**") for the past 15 consecutive business days prior to the date on which the offering price is set. In this regard, the date of setting the offering price of the shares must not be later than 3 business days prior to the first day of the offering of shares to investors in accordance with the rules announced by Tor Chor 72/2558, with the offering price set date on August 11, 2022 (weighted average price between July 19 – August 10, 2022) is THB 18.95.

No.	DATE	AMOUNT (Share)	SELL PRICE (THB)
1	10/8/2565	36,711,915	742,562,910
2	9/8/2565	81,458,019	1,709,876,810
3	8/8/2565	51,354,498	969,384,880
4	5/8/2565	24,163,884	461,156,600
5	4/8/2565	38,646,725	724,874,600
6	3/8/2565	6,270,614	110,372,490
7	2/8/2565	10,384,648	184,789,120
8	1/8/2565	12,035,810	216,634,020
9	27/07/2565	11,195,601	202,107,390
10	26/07/2565	5,454,117	96,393,430
11	25/07/2565	5,627,921	98,442,880
12	22/07/2565	9,773,993	169,879,830
13	21/07/2565	20,007,244	342,033,450
14	20/07/2565	14,409,667	236,782,100
15	19/07/2565	23,023,921	377,032,570
Total		350,518,577	6,642,323,080
Weighted average price for 15 business days (THB per share)			18.95
90% of the weighted average price of 15 business days (THB per share)			17.05

In the event that the weighted average price of the Company's shares in the Stock Exchange of the past 7 - 15 business days prior to the offering price of such capital increase shares is lower than 90 percent of market price, the Company will notify the said investor of the Silent Period. As the first offering date of this share capital



-Translation-

Attachment 2

increase is on August 17, 2565, the 15 days period prior to the first offering date fall between July 25, 2022, and August 16, 2022. The Company will make calculation and inform the investor thereafter.

In this regard, the Board of Directors has assigned the Chief Executive Officer to have the power to perform various actions related to the issuance, offering, allocation and delivery of newly issued ordinary shares to the said investor, including (1) to enter into negotiations, enter into agreements and sign the shares subscription agreements and any other documents and contracts related to the issuing, offering, allocation; and delivery for the newly issued ordinary shares including carrying out various actions in connection with the issuing, offering, allocation and delivery for the newly issued ordinary shares (2) carry out various activities in connection with the exercise of the rights to subscribe for newly issued ordinary shares of investors, including overseeing the delivery of information and disclosing relevant details to the SET; and (3) Signing various permission request, waiver, documents and evidences necessary and relevant to the issuing, offering, allocation, and delivery of the newly issued ordinary shares which includes contact and requesting permission and waiver such documents and evidence to government agencies or relevant agencies and the introduction of the Company's newly issued ordinary shares Listed on the Stock Exchange and has the power to perform any other necessary and appropriate actions in connection with the issuing, offering, allocation, and delivery of the above-mentioned newly issued ordinary shares in order for the issuance and allocation of the newly issued ordinary shares to be offered to the said investor successfully.

2. Objectives, reasons and necessity of the issuance and allotment of newly issued shares to specific investors (Private Placement), including plans for the use of money in the future.

The Company will invest the proceeds from the sale of shares to the investor in the following business:

Details	Value
1. As a partial payment of the investment in ordinary shares of Asiasoft Corporation Public Company Limited ("AS")	522,427,000
Total	522,427,000

In this regard, the details of the investment can be found in the Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited (Schedule 1) in the "AS Transaction"

3. Criteria, method of selection and information of people in the private placement.

The person in the private placement must meet one of the following criteria: and must not be a connected person of the Company According to the Notification of the Capital Market Committee No. Torchor. 21/2551 Re: Rules for Connected Transactions (Codified Edition) and the Notification of the Capital Market Board and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003.

- (1) being an institutional investor according to the announcement KorJor. 17/2551
- (2) being a natural person or juristic person with stable financial status and has the potential to actually invest as well as having knowledge, ability, experience, or potential that is beneficial or promoting the Company's operations.

In this regard, the Company will allocate additional shares to the investor as follows:

Investors	Allocated amount	Remark
(1) Ms. Saowaluck Jitsumrit	26,121,350	A shareholder in the same group of Mr. Pramoth Sudjitporn, who is a major shareholder in AS and the Chairman of AS. AS is the service provider of Online Entertainment Service and is a leader of Game Online Operation in South-East Asia. AS is number one operator in Thailand and Singapore, while in Malaysia and Vietnam, AS retain the position as second largest operator. This will be beneficial in terms of creating business alliance between the Company and AS, where it will open opportunities for the Company to expand its Ecosystems and customer base and can provide more products and services to customers. Also, this will be an

Investors	Allocated amount	Remark
		opportunity to integrate both companies' Ecosystems, which will enable the growth opportunities of revenue and cash flow to both companies, benefiting the shareholders in terms of asset growth, revenue and cashflow in the long run.
Total	26,121,350	

The Board of Directors Considering the qualifications of the said investor and opined that this investor is not a related person of the Company, and has sufficient financial base and has real investment potential including having appropriate knowledge and experience or the potential to benefit or promote the Company's operations in the long term, or to be a Strategic Shareholder

4. Pricing guidelines

Regarding the offering of newly issued ordinary shares in this time, the said investor will exercise their rights to subscribe for ordinary shares as specified in Clause 3, totaling no more than 26,121,350 shares, with the offering price of newly issued ordinary shares equal to THB 20.00 per share, totaling the offering value equal to 522,427,000 baht. The offering price of such capital increase shares is a price of not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of the past 15 business days, which is equal to 17.05 baht per share.

The weighted average price of the Company's shares on the Stock Exchange or the market price for the issuing and allocating of newly issued ordinary share to the said investor is calculated by using the weighted average price of the listed Company's shares in the Stock Exchange for the 15 consecutive business days prior to the date on which the offering price is determined. However, the date of setting the offering price of the shares must not be later than 3 business days prior to the first day of the offering of shares to investors according to the rules announced Thor Chor 72/2558, which the offering price set date was on August 11, 2022 and therefore the weighted average price fall between July 19 2022, and August 10, 2022, which has a weighted average price of 18.95.



In the event that the weighted average price of the Company's shares in the Stock Exchange of the past 7 - 15 business days prior to the offering price of such capital increase shares is lower than 90 percent of market price, the Company will notify the said investor of the Silent Period. As the first offering date of this share capital increase is on August 17, 2565, the 15 days period prior to the first offering date fall between July 25, 2022, and August 16, 2022. The Company will make calculation and inform the investor thereafter.

5. Opinion of the Board of Directors relating to the reasonableness of the capital increase and the sufficiency of funding sources

Board of Directors has considered the reasonableness, necessity, and benefit to the Company for the offering and allocation of the newly issued ordinary shares to the private placement and is of the opinion that the issuance and allocation of such newly issued ordinary shares to the said investor is not the offering to the related person of the Company. The said investor is financially stable and has real investment potential, including knowledge, skills, experience, or potential that will benefit or promote the Company's operations. In addition, the subscription price for the newly issued ordinary shares is a price of not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of the past 15 business days, along with the conditions of allocation and the offering price of newly issued ordinary shares are reasonable and in the best interest of the Company's shareholders. Moreover, the said offering and allocation of the newly issued ordinary shares to the private placement will enable the company to raise capital in the short period of time and has sufficient capital to operate business following the Company's used of funds plan without affecting the Company's cash flow. The said private placement will not only help decrease the Company's debt level and financial expenses but will also strengthen the Company's capital base to support the expansion of core businesses and/or related to the Company's core businesses, including the Company's future investment, which will benefit the company's growth in the long run. Therefore, the Board of Directors approved the offering and allocation of the newly issued ordinary shares to the said private placement.

6. Opinions of the Board of Directors regarding the plan to use the capital increase fund and the feasibility of the plan to use the capital increase fund

The Board of Directors is of the opinion that the Company will be able to use all proceeds from the capital increase to be used for the acquisition of AS (details are shown in clause 2.). In the event that the company received full capital increase from this capital increase, the company will have sufficient for the acquisition of AS according to the specified investment plan.



7. Opinion of the Board of Directors about the expected impact on the Company's business, financial condition and operating results

The Board of Directors has considered and is of the opinion that this issuance and allocation of newly issued ordinary shares for sale to private placement will enable the Company to raise funds within a short period of time and have sufficient sources of funds for investing in the business according to the investment plan as well as to strengthen the Company's capital base to support its core business expansion and/or businesses related to the Company's core business, including investments in the future, which will benefit the company's growth in the long run.

8. Testimonials of the Board of Directors regarding the consideration and verification of investors' information and investment potential

The Board of Directors hereby certifies that Board of Directors has exercised caution in considering and verifying the information of Mr. Pramoth Sudjitporn is a potential investor.

9. Impacts on shareholders from the issuance and offering of newly issued shares to private placement

9.1. Price Dilution

Market price after offering

$$\begin{aligned} &= \frac{(\text{number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly issued shares} \times \text{offer price})}{(\text{number of paid-up shares} + \text{number of newly issued shares})} \\ &= \frac{(1,431,163,735 \text{ share} \times 18.95 \text{ THB per Share}) + (26,121,350 \text{ share} \times 20 \text{ THB per Share})}{(1,457,285,085 \text{ share})} \\ &= \text{THB 18.97 per share} \end{aligned}$$

effect on share price

$$\begin{aligned} &= \frac{\text{market price before offering} - \text{market price after offering}}{\text{market price before offering}} \\ &= \frac{(18.95 \text{ THB per Share}) - (18.97 \text{ THB per Share})}{(18.95 \text{ THB per Share})} \\ &= \text{None (the sale is higher than the market price)} \end{aligned}$$



9.2. Control Dilution

$$= \frac{\text{number of newly issued shares}}{\text{number of paid-up shares} + \text{number of newly issued shares}}$$

$$= \frac{(26,121,350 \text{ share})}{(1,457,285,085 \text{ share})}$$

$$= 1.79 \text{ percent}$$

9.3. Earnings per Share Dilution

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{0.324 - 0.318}{0.324}$$

$$= 1.79 \text{ percent}$$

EPS before	0.324	THB per Share
EPS after	0.318	THB per Share
Net Profit	463,547,000	THB
Number of shares sold	1,431,163,735	Share
Number of shares offered for sale at this time	26,121,350	Share
Number of shares after this offering	1,457,285,085	Share

The company hereby certifies that the information contained in this report is true and complete in all respects.

(Ms. Duangruthai Sriwarom)

Company Secretary

Person with authority to report information

Report form for the issuance and allocation of the capital increase under a General Mandate

Sabuy Technology Public Company Limited

August 11, 2022

We, Sabuy Technology Public Company Limited, would like to report the resolutions of the Board of Directors No. 15/2022 dated August 11, 2022, 5.30 p.m., regarding the allocation of newly issued shares under a general mandate basis, with details of the allocation as follows:

1. Number of newly issued shares under General Mandate before this allocation.

☒ According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 convened on August 9, 2022, approved the capital increase and authorizing the Board of Directors to consider the issuance and allotment of the newly issued shares by General Mandate, the details are summarized as follows:

☐ According to the resolution of the Board of Directors No. _____ approved the issuance and allocation of capital increase shares under General Mandate No. 1, resulting in the remaining ordinary shares under General Mandate for allocation. The details are summarized as follows:

Allocated to	Types	Number of shares	Remark
<ul style="list-style-type: none"> Existing shareholder to support the exercise of the transferable share subscription rights allotting to existing shareholder 	Ordinary share Preferred share	-	-
<ul style="list-style-type: none"> Existing shareholder by not allotting to shareholder who might affect the Company to be complied with foreign laws to support the exercise of the transferable share subscription rights allotting to existing shareholder by not allotting to shareholder who might affect the Company to be complied with foreign laws 	Ordinary share Preferred share	-	-
<ul style="list-style-type: none"> Public offering 	Ordinary share Preferred share	-	-

<ul style="list-style-type: none"> Private Placement 	Ordinary share Preferred share	80,000,000	Please consider the remark below.
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2. Issuance and allocation of newly issued shares under General Mandate (No.1)

2.1 Allocation details

Allocated to	Types	Number of shares	ratio (Original: New)	selling price (Baht per share)	Date and time of subscription and payment of shares	Remark
<ul style="list-style-type: none"> Existing shareholder to support the exercise of the transferable share subscription rights allotting to existing shareholder 	Ordinary share Preferred share	-	-	-	-	-
<ul style="list-style-type: none"> Existing shareholder by not allotting to shareholder who might affect the Company to be complied with foreign laws to support the exercise of the transferable share subscription rights allotting to existing shareholder by 	Ordinary share Preferred share	-	-	-	-	-

Allocated to	Types	Number of shares	ratio (Original: New)	selling price (Baht per share)	Date and time of subscription and payment of shares	Remark
not allotting to shareholder who might affect the Company to be complied with foreign laws						
● Public offering	Ordinary share Preferred share	-	-	-	-	-
● Private Placement	Ordinary share Preferred share	26,121,350	-	20.00	Please consider the remark below.	Please consider the remark below.

Remark:

- On August 11, 2022, the Board of Directors resolved to approve the issuance and allocation of newly issued ordinary shares of the Company under General Mandate No.1 in a total amount of not more than 26,121,350 shares with a par value of 1 baht per share to Private Placement to one investor which is Ms. Saowaluck Jitsumrit. The said investor has stable financial positions and sufficient funding sources for subscriptions and has the potential to actually invest as well as having knowledge, skills, experience or the potential to benefit or promote the Company's operations in the long term, or to be a Strategic Shareholder. Also the said investor is a qualified following the determined criteria and is not a connected person of the Company According to the Notification of the Capital Market Committee No. Torchor. 21/2551 Re: Rules for Connected Transactions (Codified Edition) and the Notification of the Capital Market Board and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, 2003. Please consider the profile and qualifications of the said investor in Enclosure [3] Information Memorandum on the Offering of Newly Issued Shares to Private Placement.
- The Company will offer the newly issued shares of the Company with the offering price of 20.00 baht per share, totaling to 522,427,000 baht. The offering price of such capital increase shares is a price

of not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of Thailand of the past 15 business days which equals to THB 17.05 per share. The market price for the issuance of newly issued ordinary shares is calculated from the weighted average price of the Company's ordinary shares listed on the Stock Exchange of Thailand ("SET") for the past 15 consecutive business days prior to the date on which the offering price is set. However, the date of setting the offering price of the shares must not be later than 3 business days prior to the first day of the offering of shares to investors in accordance with the rules announced by TorJor. 72/2558, with the offering price set date on August 11, 2022 (weighted average price between July 19 – August 10, 2022) is 18.95 baht per share.

#	Date	Shares	Transaction Size (baht)
1	10/8/2565	36,711,915	742,562,910
2	9/8/2565	81,458,019	1,709,876,810
3	8/8/2565	51,354,498	969,384,880
4	5/8/2565	24,163,884	461,156,600
5	4/8/2565	38,646,725	724,874,600
6	3/8/2565	6,270,614	110,372,490
7	2/8/2565	10,384,648	184,789,120
8	1/8/2565	12,035,810	216,634,020
9	27/07/2565	11,195,601	202,107,390
10	26/07/2565	5,454,117	96,393,430
11	25/07/2565	5,627,921	98,442,880
12	22/07/2565	9,773,993	169,879,830
13	21/07/2565	20,007,244	342,033,450
14	20/07/2565	14,409,667	236,782,100
15	19/07/2565	23,023,921	377,032,570
รวม		350,518,577	6,642,323,080
Weighted Average Price 15 Business Days (baht per share)			18.95
90% of Weighted Average Price 15 Business Days (baht per share)			17.05

- The Board of Directors has assigned the Chief Executive Officer to have the power to perform various actions related to the issuance, offering, allocation and delivery of newly issued ordinary shares to the said investor, including (1) to enter into negotiations, enter into agreements and sign the shares subscription agreements and any other documents and contracts related to the issuing, offering, allocation; and delivery for the newly issued ordinary shares including carrying out various actions in connection with the issuing, offering, allocation and delivery for the newly issued ordinary shares (2) carry out various activities in connection with the exercise of the rights to subscribe for newly issued ordinary shares of investors, including overseeing the delivery of information and disclosing relevant

details to the SET; and (3) Signing various permission request, waiver, documents and evidences necessary and relevant to the issuing, offering, allocation, and delivery of the newly issued ordinary shares which includes contact and requesting permission and waiver such documents and evidence to government agencies or relevant agencies and the introduction of the Company's newly issued ordinary shares Listed on the Stock Exchange and has the power to perform any other necessary and appropriate actions in connection with the issuing, offering, allocation, and delivery of the above-mentioned newly issued ordinary shares in order for the issuance and allocation of the newly issued ordinary shares to be offered to the said investor successfully.

4. The Board of Directors of the Company determine the subscription date for the newly issued ordinary shares and the payment date for the subscription of the newly issued ordinary shares to the said investor on 17 - 19 August 2022

2.2 Actions of the Company in the case of fractional shares

The issuance and the allotment of the newly issued ordinary shares to the Private Placement will not have fractional shares.

3. The number of shares remaining in the form of General Mandate for the next allocation

Allocated to	Types	Number of shares	Remark
<ul style="list-style-type: none"> Existing shareholder to support the exercise of the transferable share subscription rights allotting to existing shareholder 	Ordinary share Preferred share	-	-
<ul style="list-style-type: none"> Existing shareholder by not allotting to shareholder who might affect the Company to be complied with foreign laws to support the exercise of the transferable share subscription rights allotting to existing shareholder by not allotting to shareholder who might affect the Company to be complied with foreign laws 	Ordinary share Preferred share	-	-
<ul style="list-style-type: none"> Public offering 	Ordinary share Preferred share	-	-
<ul style="list-style-type: none"> Private Placement 	Ordinary share Preferred share	53,878,650	Please consider the remark below.

The expired date for the General Mandate according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 is on August 8, 2022.

4. Determination of rights to purchase new shares

- ☐ Determine the list of shareholders who have the right to purchase the said capital increase shares (Record date) on [-]
- ☐ Specify the date of closing of the share register book to suspend the transfer of shares for the right to purchase such capital increase shares on [-]

5. Progress in applying for permission from relevant government agencies and conditions for applying for permission (if any)

- None -

6. Objectives of the capital increase and the use of additional funds

The Company will use the proceeds from the sale of newly issued ordinary shares to the said investor in the following:

Details	Value
1. As a partial payment of the investment in ordinary shares of Asiasoft Corporation Public Company Limited ("AS")	522,427,000
Total	522,427,000

Please consider the details related to the investment in AS in the Information Memorandum on Acquisition of Assets and Connected Transaction of Sabai Technology Public Company Limited (Schedule 1) in the attachment 1

7. Benefits that the Company will receive from the capital increase/share allotment

The said offering and allocation of the newly issued ordinary shares to the private placement will enable the company to raise capital in the short period of time and has sufficient capital to operate business following the Company's used of funds plan without affecting the Company's cash flow. The said private placement will not only help decrease the Company's debt level and financial expenses but will also strengthen the Company's capital base to support the expansion of core businesses and/or related to the Company's core businesses, including the Company's future investment, which will benefit the company's growth in the long run.

8. Benefits that the shareholders will receive from the capital increase / share allotment:

8.1 Dividend Policy

The Company has a policy to pay dividends to shareholders once a year at the total rate of not less than 40 percent of the profit for the year of net profit according to the separate financial statements after deduction of corporate income tax and after deduction of various reserves all types of laws and companies stipulated each year. In this regard, dividend payment shall be considered by taking into account various factors for the benefit of shareholders mainly, such as the Company's operating results and financial position, reserves for future investments, reserve to pay off loans or as working capital within the company, and the dividend payment does not affect the normal operations of the company significantly as the Board of Directors deems appropriate or appropriate

8.2 The subscriber of this newly issued ordinary shares is entitled to dividends from the Company's operating profits since the completion of the newly issued ordinary shares subscription.

9. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

-None-

10. Schedule for the offering and allocation of newly issued shares under the General Mandate

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors Meeting No. 15/2022 resolved to approve the issuing and offering of newly issued ordinary shares to a Private Placement	August 11, 2022
2	Date of offering and allotment of newly issued shares to private placement	17 – 19 August, 2022
3	Registration date for change of paid-up capital with the Ministry of Commerce	Within 14 days from the date that the Company's receive the payment of newly issued ordinary shares

The company hereby certifies that the information contained in this report is true and complete in all respects.

(Ms. Duangruthai Sriwarom)

Company Secretary

Person with authority to report information



Summary of the issuance and offering of debentures in the amount not exceeding 3,000 million baht

SABUY TECHNOLOGY PUBLIC COMPANY LIMITED

According to the 2022 Annual General Meeting of Shareholders held on April 27, 2022, it was resolved to approve SABUY TECHNOLOGY PUBLIC COMPANY LIMITED ("the Company") to issue debentures in the amount of not exceeding 3,000 million baht for strengthening the financial position and future investment, the Company wishes to amend the limit for issuing debentures. From the old line "not more than 3,000 million baht" to the new line "not more than 5,000 million baht"

The issuance and offering of debentures will be in accordance with the rules of the Office of the Securities and Exchange Commission (the "SEC Office"), Capital Market Supervisory Board, Stock Exchange of Thailand, and relevant government agencies, as well as in accordance with the company's demand for money, including market conditions

Note /1 Previously, the Company issued (1) "Debentures of Sabuy Technology Public Company Limited No. 1/2022, due in 2024, in which the issuer has the right to redeem the debentures before maturity" value not exceeding 500,000,000 baht on February 18, 2022 And (2) "Debentures of Sabuy Technology Public Company Limited No. 2/2022, due in 2024, in which the issuer has the right to redeem the debentures before the maturity date" value no more than 1,500,000,000 baht on June 30, 2022

Details of the issuance and offering of debentures

- Objective : To use to repay loans and/or short-term debt instruments and/or the whole amount of long-term debt securities or part of the company and for use in operations or as working capital and supporting the Company's operations and/or investments in other related businesses
- Debenture Type : All types and forms of debentures whether it is a named holder type or an anonymous holder type, Subordinated or non-subordinated type, Secured or unsecured, Is there a bondholders' representative or no bondholders' representatives, with or without redemption date. This depends on the suitability of the market conditions at the time of each issuance and offer for sale.
- Currency : Thai baht and/or foreign currency equivalent in amount using the exchange rate at the time the debentures are issued and offered for sale each time.
- Total Value of Debenture : Within the limit of 3,000 million baht or in other currencies in the equivalent amount. In this regard, the Company can issue and offer for sale additional debentures and/or issue and offer debentures to replace the existing debentures that have been redeemed within the said amount. The debentures issued by the company at any time must not exceed the aforementioned limit.
- Interest rate : Subject to market conditions at the time of issuance and offering of debentures or the terms and conditions of debentures issued at that time.

In this regard, it shall be subject to the Notification of the Securities and Exchange Commission and/or the Office of the SEC and/or other relevant announcements or regulations in force at the time of the issuance and offering of the debentures on each occasion.

- | | | |
|-----------------------------------|---|--|
| Maturity of
Debentures | : | As specified in each occasion depending on market conditions at the time of issuing and offering debentures or according to the terms and conditions of the debentures issued at that time. Subject to the requirements of the Capital Market Supervisory Board and/or the Securities and Exchange Commission or related agencies |
| Offering | : | Offered for sale in the domestic and/or abroad at the same time or several times and/or as a project and/or in a revolving manner for the general public and/or to specific investors and/or institutional investors and/or high net worth investors at the same time or at different times. According to the announcement of the SEC and/or the Office of the SEC and/or other regulations in force at the time of the issuance and offering of the debentures. |
| Secondary
market | : | The Company may register the bonds with The Thai Bond Market Association or any other secondary market as appropriate. |
| Redemption | : | The bondholder may or may not have the right to request early redemption of the debentures. The Company may or may not have the right to request early redemption of the debentures, subject to the terms and conditions of each issuance of the debentures. |
| Authority to set
other details | : | <p>To propose to the shareholders' meeting for consideration and approval assigning to the Board of Directors or the person assigned by the Board of Directors has the following powers:</p> <ol style="list-style-type: none"> 1) Determine various details related to the debentures, including type, name, collateral, currency, amount, interest rate, maturity, par value, offering price, project tenure, credit line, appointment of bondholders' representatives as well as set out details related to the offering, including but not limited to the method and the issuance period and allocate and take any relevant actions as it deems appropriate under the requirements of relevant laws and regulations. 2) To appoint a financial advisor and/or underwriter and/or a credit rating agency of the issuer and/or securities and/or any other person in case an appointment is required in accordance with the relevant regulations or in any other case as it deems appropriate. |

- 3) Register the said debentures with The Thai Bond Market Association or other secondary markets as appropriate, as well as to have the power to request permission to disclose information and take other actions with relevant agencies.
- 4) Contact, negotiate, enter into, sign, amend contracts and/or other documents, including contacting, providing information, submitting documents and evidence with the SEC and/or any other agencies related to the issuance and offering of debentures. as well as taking any relevant actions or necessary in all respects as appropriate.