



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

SABUY 023/2022

May 5, 2022

Subject: Private Placement of newly issued ordinary share under General Mandate for the investment in the ordinary shares of ISOFTTEL (Thailand) Company Limited (“iSofttel”), and ordinary shares of S.K. Management & Supply Company Limited (“SKM”) and SKV Unity Supply Company Limited (“SKV”). (Edited 1)

Attention: President  
The Stock Exchange of Thailand

Enclosure:

1. Report form for issuance and allocation of capital increase (F53-4)
2. Information Memorandum on the Offering of Newly Issued Shares to Private Placement No. 2
3. Information Memorandum on Acquisition of Assets (Schedule 1)

Sabuy Technology Public Company Limited (the “Company”) hereby informs the significant resolutions of Board of Directors Meeting No. 7/2022 which was held on 29 April 2022 at 17:00 hours as follows:

1. Approve the issuance and allocation of newly issued ordinary shares under General Mandate 2 to Private Placement in the amount of 6,001,712 shares (not exceeding 10 percent of registered and paid-up capital of the Company as of approval date with details as the following:

Follow the resolutions of Annual General Shareholders Meeting 2022 dated 27 April 2022, approving for the issuance of ordinary shares under General Mandate in the amount of no more than 100,000,000 shares, at par value of 1 baht per share, equivalent to 7.73 percent of the Company’s registered and paid-up capital for private placement. In addition, Annual General Shareholders Meeting authorize the Board of the Director to allocate the newly issued ordinary shares under General Mandate in whole or in part, at once or from time to time, to set the offering price and other terms and conditions related to the allocation of the newly issued ordinary shares under General Mandate.

The resolution of the Board of Directors No. 7/2022 dated 29 April 2022 approved for the private placement of newly issued ordinary shares under General Mandate in the amount of 67,639,640 shares at the price of 28.00 baht per share. After the private placement of newly issued ordinary share under General Mandate 1, the remaining and unallocated shares under General Mandate is 32,360,360 shares.

The resolution of the Board of Directors No. 8/2022 dated 4 May 2022 approved for the private placement of newly issued ordinary shares under General Mandate 2 in the amount of 6,001,712 shares at the price of 28.00 baht per share. The total offering value is 168,047,936 baht. The Private Placement is offered to 3 investors as the following:

	Shareholders	Share Amount	% After paid-up
1	Mr. Witsathisit Yodpanya	937,545	0.07

	Shareholders	Share Amount	% After paid-up
2	Mr. Ekkapong Choktikamas	776,739	0.06
3	I S F Holding Company Limited <sup>2</sup>	4,287,428	0.33
	<b>Total</b>	<b>6,001,712</b>	<b>0.46</b>

Note: <sup>1</sup> Registered Capital does not include Private Placement under General Mandate 1 in the amount of 67,639,640 shares

<sup>2</sup> I S F Holding Company Limited ("ISF") shareholders are (1) Mr. Kriangkrai Srinanantraksa in the amount of 84.0 percent, (2) Ms. Marie Phanichphakdee in the amount of 15.0 percent and (3) Mr. Anurak Janlertlekha in the amount of 1.0 percent. All of which are the major shareholders of iSoftel.

Investors No. 1 – 2 are natural persons and Investors No. 3 is a juristic person which 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 all 3 investors as indicated in Clause 3 is in the total amount of no more than 6,001,712 shares. The Board of Director approved for the issuance and offering of the Company's newly issued ordinary shares to specific persons (Private Placement) of 67,639,640 shares at the offering price of THB 28 per share, totaling THB 168,047,936 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 in the Stock Exchange of the past 15 business days (equal to 27.59 baht per share), but not more than 15 consecutive business days prior to the date of setting the offering price of the shares. 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. The offering price determination date falls on May 4, 2022 (weighted average price between April 7 - May 3, 2022, which has a weighted average price of 27.59, details appear in Item 1 of this Information Memorandum).

#	Date	Shares	Transaction Size (baht)
1	3/5/2022	10,848,996	293,437,220
2	29/4/2022	4,853,425	135,016,880
3	28/4/2022	17,310,495	463,589,290
4	27/4/2022	5,134,526	140,827,360
5	26/4/2022	11,755,760	329,500,000
6	25/4/2022	7,848,460	216,220,000

#	Date	Shares	Transaction Size (baht)
7	22/4/2022	6,036,720	165,210,000
8	21/4/2022	7,412,640	203,060,000
9	20/4/2022	10,768,930	297,010,000
10	19/4/2022	18,364,380	520,160,000
11	18/4/2022	3,432,880	92,980,000
12	12/4/2022	4,776,490	129,390,000
13	11/4/2022	2,966,090	82,240,000
14	8/4/2022	3,638,540	101,960,000
15	7/4/2022	12,300,770	345,610,000
<b>Total</b>		<b>127,449,092</b>	<b>3,516,202,840</b>
Weighted Average Price 15 Business Days (baht per share)			<b>27.59</b>
90% of Weighted Average Price 15 Business Days (baht per share)			<b>24.83</b>

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 6 investors above of the Silent Period. As the first offering date of this share capital increase is on May 9, 2022, the 15 days period prior to the first offering date fall between April 11, 2022 and May 6, 2022. The Company will make calculation and inform the investor thereafter.

This capital increase will help the company have a strong capital structure, and able to invest in SKM, SKV and iSoftel without affecting the company's cash flow. In addition, the aforementioned capital increase also helps the company not to increase the burden of borrowing debt and can help reduce the company's financial expenses. However, the above 6 investors are not related persons of the Company and have participated in the management of the Company.

In the issuance, offering, allocation and subscription of the newly issued ordinary shares Board of Directors has assigned the Chief Executive Officer to have the power to perform various actions related to the issuance, offering, allocation and subscription of newly issued ordinary shares to the 6 investors above in the part that the Company Issued and allocated for sale to Private Placement, including (1) to enter into negotiations, enter into agreements and sign various documents and contracts related to the offering and allocation; and subscribe for the newly issued ordinary shares including carrying out various actions in connection with the offering allocation and subscription 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 documents and evidences necessary and relevant to the offering, allocation,

subscription and delivery of the newly issued ordinary shares which includes contact and requesting permission such documents and evidence to government agencies or relevant agencies and the introduction of the Company's newly issued ordinary shares Listed on the Market for Alternative Investment (MAI) and has the power to perform any other necessary and appropriate actions in connection with the offering, allocation, subscription 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 investors in 3 cases in which the company Issued and allocated for sale to the Company's private placement was successful.

**The details of the allocation of newly issued ordinary shares under General Mandate aforementioned above is stipulated in Report form for issuance and allocation of capital increase (F53-4) (Enclosure 1) and Information Memorandum on the Offering of Newly Issued Shares to Private Placement (Enclosure 2)**

2. Resolution approving for the investment in the ordinary shares of ISOFTTEL (Thailand) Company Limited, and in ordinary shares of S.K. Management & Supply Company Limited and SKV Unity Supply Company Limited are as the following:

2.1. The investment in ISOFTTEL (Thailand) Company Limited ("**iSoftel**") and Softel Communication (Thailand) Company Limited ("**Softel**") by purchasing the ordinary shares of iSoftel in the amount of no more than 25,010 shares or equivalent to 25.01 percent from I S F Holding Company Limited ("**ISF Holding**"). iSoftel is a developer and service provider of Company Telephony Integration (CTI) in Thailand. iSoftel develop its own equipment and software such as iTool for CTI solution such as Inter Active Voice Response (IVR) and contact center and customer relationship management software. iSoftel is the wholly own of Softel. Softel is a service provider in outsourced contact center. Company will make the payment at the amount of not exceeding 120,048,000 baht to IFS Holding ("**iSoftel Transaction**")

2.2. The investment in ordinary shares of S.K. Management & Supply Company Limited ("**SKM**") in the amount of no more than 24,000 shares or equivalent to 80.00 percent of SKM registered capital from Mr. Ekkapong Choktikamas, and the investment in the ordinary shares of SKV Unity Supply Company Limited ("**SKV**") in the amount of no more than 8,000 shares or equivalent to 80.0 percent of SKV registered capital from Mr. Witsathisit Yodpanya. SKM and SKV are the provider of human resources services. The Company will make payment in the amount of no more than 48,000,000 baht to Mr. Ekkapong Choktikamas **Mr. Witsathisit Yodpanya for the purchase of SKM and SKV ordinary shares ("**SKM&SKV Transaction**")**

Details of above investments are as appeared in the Information Memorandum pertaining to Acquisition of Assets (Schedule 1) (Enclosure 3)

The aforementioned transaction is considered as an asset acquisition transaction of the Company according to 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 and Disposal of Assets B.E.2547 (2004), and Notification of Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets ("Acquisition and Disposal of Assets Notifications"). The size of each transaction calculated from the consolidated financial statements of the Company that have been audited by a certified public accountant ending December 31, 2021. The transaction size are as the following:

1) iSoftel Transaction:

- iSoftel maximum transaction size is 0.77 percent based on Total Value of Consideration criteria; and
- Softel: maximum transaction size is 3.55 based on Net Profit from Operation criteria.

2) SKM&SKV Transaction:

- SKM maximum transaction size is 1.16 percent based on Net Profit from Operation Criteria; and
- SKV maximum transaction size is 1.40 percent based on Net Profit from Operation Criteria.

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 45.92 percent based on Net Profit from Operation criteria. The size of the transaction is higher than 15 percent but lower than 50 percent. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand ("SET") immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET.

The aforementioned transactions are not connected transactions as the counter parties of the transactions are not connected person of the Company. According to the Announcement of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions dated August 31, B.E.2551 (2008) (and as amended), and 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 (2003) dated November 19, B.E.2546 (2003) (and as amended) ("**Connected Transaction Notifications**")

Forwarded for your information



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

Sincerely yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information

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

### Sabuy Technology Public Company Limited

May 4, 2022

We, Sabuy Technology Public Company Limited, would like to report the resolutions of the Board of Directors No. 8 /2022 dated May 4 , 2022, 9 a.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 2022 Annual General Meeting of Shareholders held on April 27, 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. 7/2565 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
Existing shareholder  to support the conversion/ exercise of the transferable share subscription rights	Ordinary share Preferred share	-	-
Public offering	Ordinary share Preferred share	-	-
Private Placement	Ordinary share Preferred share	32,360,360	Please consider the remark given below.

#### 2. Issuance and allocation of newly issued shares under General Mandate (No.2 )

##### 2.1 Allocation details

Allocated to	Types	Number of shares	ratio (Original: New)	selling price	Date and time of subscription	Remark
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				(Baht per share)	and payment of shares	
Existing shareholder to support the conversion/ exercise of the transferable share subscription rights	Ordinary share Preferred share	-	-	-	-	-
Public offering	Ordinary share Preferred share	-	-	-	-	-
Private Placement	Ordinary share Preferred share	6,001,712	-	28.00	-	Please consider the remark given below.

## Remark:

- On May 4, 2022, the Board of Directors resolved to approve the issuance and allocation of newly issued ordinary shares of the Company in a total amount of not more than 6,001,712 shares with a par value of 1 baht per share, which, when considering the allocation of newly issued ordinary shares by a general mandate (General Mandate) to a private placement each time, a total of not more than 10 percent of the Company's paid-up capital as of the date that the Board of Directors of the Company resolved to increase capital by general mandate to 3 investors as follows: (1) Mr. Witsathisit Yodpanya (2) Mr. Ekkapong Choktikamas and (3) I S F Holding Company Limited . All 3 investors have stable financial positions and have sufficient funding sources for subscriptions. and has the potential to actually invest as well as having knowledge, skills, experience. Please consider the profiles and qualifications of the 3 investors in Enclosure 2 Information Memorandum on the Offering of Newly Issued Shares to Private Placement.
- The offering price is 28.00 baht per share to be allocated to all 3 investors at the same price. 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 May 4, 2022 (weighted average price between April 7 – May 3, 2022 which equals to 27.59 baht per share).

#	Date	Shares	Transaction Size (baht)
1	3/5/2022	10,848,996	293,437,220
2	29/4/2022	4,853,425	135,016,880
3	28/4/2022	17,310,495	463,589,290
4	27/4/2022	5,134,526	140,827,360
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14	8/4/2022	3,638,540	101,960,000
15	7/4/2022	12,300,770	345,610,000
<b>Total</b>		<b>127,449,092</b>	<b>3,516,202,840</b>
Weighted Average Price 15 Business Days (baht per share)			<b>27.59</b>
90% of Weighted Average Price 15 Business Days (baht per share)			<b>24.83</b>

The number of shares of all 3 investors that have been allocated each as follows:

	Shareholders	Share Amount	% After paid-up <sup>1</sup>
1	Mr. Witsathisit Yodpanya	937,545	0.07
2	Mr. Ekkapong Choktikamas	776,739	0.06
3	I S F Holding Company Limited <sup>2</sup>	4,287,428	0.33
	<b>Total</b>	<b>6,001,712</b>	<b>0.46</b>

Remark: /1 Paid-up capital **does not include** the allocation of newly issued ordinary shares under a General Mandate No.1 which equals to 67,639,640 shares.

/2 I S F Holding Company Limited is held by (1) Mr. Kriangkrai Srianantraksa in the proportion of 84.0 percent (2) Miss Marie Phanichphakdee in the proportion of 15.0 percent and (3) Mr. Anurak Janlertlekha in the proportion of 1.0 percent, which is a major shareholder in iSoftel.

Every investor who has been allocated capital increase shares must not be a connected person according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules for Connected Transactions (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions, 2546 (including any amendments thereto) ("**Notification of Connected Transactions**").

3. In the issuance, offering, allocation and subscription of the newly issued ordinary shares Board of Directors has assigned the Chief Executive Officer to have the power to perform various actions related to the issuance, offering, allocation and subscription of newly issued ordinary shares to the 3 investors above in the part that the Company Issued and allocated for sale to Private Placement, including (1) to enter into negotiations, enter into agreements and sign various documents and contracts related to the offering and allocation; and subscribe for the newly issued ordinary shares including carrying out various actions in connection with the offering allocation and subscription 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 documents and evidences necessary and relevant to the offering, allocation, subscription and delivery of the newly issued ordinary shares which includes contact and requesting permission 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 of Thailand (SET) and has the power to perform any other necessary and appropriate actions in connection with the offering, allocation, subscription 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 investors both 3 cases in which the company Issued and allocated for sale to the Company's private placement was successful.
  4. Determine the date for the exercise of the rights to subscribe for the newly issued ordinary shares, offer for sale, and the payment date for the subscription for the newly issued ordinary shares in the portion that the company issues and allocate for offering to the investors (Private Placement) of investors All 3 cases on 9 - 12 May 2022
- 2.2 Actions of the Company in the case of fractional shares

The Company will round off the fraction of shares from the allotment of the newly issued ordinary shares and will proceed with the capital reduction.

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

Allocated to	Types	Number of shares	Remark
Existing shareholder  to support the conversion/ exercise of the transferable share subscription rights	Ordinary share	-	-
	Preferred share		
Public offering	Ordinary share	-	-
	Preferred share		
Private Placement	Ordinary share	26,358,648	-
	Preferred share		

### 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 invest the proceeds from the sale of shares to investors in the following businesses:

Details	Value
1. Investment in ordinary shares of not more than 8,000 shares or equivalent to 80 percent in SKV Unity Supply Company Limited ("SKV") from the existing shareholders	26,251,285

Details	Value
2. Investment in ordinary shares of not more than 24,000 shares or equivalent to 80 percent in S.K. Management & Supply Company Limited (“ <b>SKM</b> ”) from the existing shareholders	21,748,716
3. Investment in ordinary shares of not more than 25,010 shares or equivalent to 25.01 percent in iSoftel (Thailand) Company Limited (“ <b>iSoftel</b> ”) from the existing shareholders	120,048,000
<b>Total</b>	<b>168,048,001</b>

In this regard, the Company will use the capital increase received from the share selling in accordance with the above investment plan. Details of the investment can be found in the Information Memorandum on Acquisition of Assets of Sabai Technology Public Company Limited (Schedule 1) in the “SKM&SKV Transaction” and “iSoftel Transaction”.

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

The company currently has a business plan to expand investment in businesses that strengthen the Ecosystem of the Group in order to expand products and services, customer and partner access to the group of companies in which the Company will use the proceeds from this capital increase to acquire SKV, SKM, and iSoftel (for more details, see “SKM&SKV Transaction” and “iSoftel Transaction” in the Asset Acquisition Information Memorandum). The SKM&SKV Transaction will provide the expertise of SKM and SKV human resource management to control cost and expenses related to human resources, including the recruitment, training, and specialization of the Company’s staffs and allow the Company to offer human resource management service to business partners within the Ecosystem as part of Business Solution under 7 SMART vision, enabling the Company to generate revenue from human resource management businesses.

The iSoftel Transaction will result in enhance efficiency and cost reduction in call center operation of the Company. The telephony services will be used to serve customer services related to customer complain, billing and payment of the Company’s 12,000 Drop-off shops. The Company foreseen the benefit on greater efficiency, economy of scale and enhanced technology and expertise from iSoftel in using iSoftel telephony service to serve the Company’s operation. In addition, this transaction will enable the Company to offer call center service to business partners within the Ecosystem. The Company can integrate the

system into its service as part of SMART Factory and SMART Office under 7 SMART vision to provide one stop service for various businesses such as logistic, telecommunication, banking, insurance, and debt collection (details of "SKM&SKV Transaction" and "iSoftel Transaction" are as stipulated in the Information Memorandum on Acquisition of Assets).

**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 Right of Shareholder**

Shareholders are entitled to share dividends and entitled to receive the Company's dividends in the future, in accordance with the Company's dividend payment policy as stated above.

**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. 8 /2022 resolved to approve the offering and allocation of newly issued ordinary shares to specific investors.	May 4 , 2022
2	Date of offering and allotment of newly issued shares to private placement	May 9 - 12 , 2022
3	Registration date for change of paid-up capital with the Ministry of Commerce	Within 14 days from the date of subscription and payment

No.	Procedures of the capital increase	Date/Month/Year
		of newly issued ordinary shares completed

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



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

**Sabuy Technology Public Company Limited**

**May 4 , 2022**

The Board of Directors Meeting No. 8/2022 of Sabuy Technology Public Company Limited (the “**Company**”) held on May 4 , 2022 resolved to approve the important agenda as follows:

According to the resolution of the 2022 Annual General Meeting of the Company held on April 27, 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 100,000,000 shares, worth THB 1 per share, equivalent to 7.73 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. 8 /2022, held on May 4 , 2022, has considered and resolved to approve the issuance and allocation of newly issued ordinary shares under a General Mandate No.2 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 6,001,712 shares at the offering price of THB 28.00 per share, totaling THB 168,047,936 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 24.83 per share to 3 investors in a private placement, namely:

	Shareholders	Share Amount	% After paid-up <sup>1</sup>
1	Mr. Witsathisit Yodpanya	937,545	0.07
2	Mr. Ekkapong Choktikamas	776,739	0.06
3	I S F Holding Company Limited <sup>2</sup>	4,287,428	0.33
	<b>Total</b>	<b>6,001,712</b>	<b>0.46</b>

Remark: /1 Paid-up capital does not includes the allocation of newly issued ordinary shares under a General Mandate No.1 which equals to 67,639,640 shares.



-Translation-

Attachment 2

/2 I S F Holding Company Limited is held by (1) Mr. Kriangkrai Srianantraksa in the proportion of 84.0 percent (2) Miss Marie Phanichphakdee in the proportion of 15.0 percent and (3) Mr. Anurak Janlertlekha in the proportion of 1.0 percent, which is a major shareholder in iSoftel.

Investors No. 1 – 2 are natural persons and Investors No. 3 is juristic person which 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 all 3 investors is 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 May 4, 2022 (weighted average price between April 7 – 3 May, 2022 which equals to THB 27.59 per share).

No.	DATE	AMOUNT (Share)	SELL PRICE (THB)
1	3/5/2022	10,848,996	293,437,220
2	29/4/2022	4,853,425	135,016,880
3	28/4/2022	17,310,495	463,589,290
4	27/4/2022	5,134,526	140,827,360
5	26/4/2022	11,755,760	329,500,000
6	25/4/2022	7,848,460	216,220,000
7	22/4/2022	6,036,720	165,210,000
8	21/4/2022	7,412,640	203,060,000
9	20/4/2022	10,768,930	297,010,000
10	19/4/2022	18,364,380	520,160,000
11	18/4/2022	3,432,880	92,980,000
12	12/4/2022	4,776,490	129,390,000
13	11/4/2022	2,966,090	82,240,000
14	8/4/2022	3,638,540	101,960,000
15	7/4/2022	12,300,770	345,610,000
<b>Total</b>		<b>127,449,092</b>	<b>3,516,202,840</b>





-Translation-

Attachment 2

Weighted average price for 15 business days (THB per share)	27.59
90% of the weighted average price of 15 business days (THB per share)	24.83

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 3 investors above of the Silent Period. As the first offering date of this share capital increase is on May 9 , 2565, the 15 days period prior to the first offering date fall between April 11 , 2022 and May 6 , 2022. The Company will make calculation and inform the investor thereafter.

In the issuance, offering, allocation and subscription of the newly issued ordinary shares Board of Directors has assigned the Chief Executive Officer to have the power to perform various actions related to the issuance, offering, allocation and subscription of newly issued ordinary shares to the 3 investors above in the part that the Company Issued and allocated for sale to Private Placement, including (1) to enter into negotiations, enter into agreements and sign various documents and contracts related to the offering and allocation; and subscribe for the newly issued ordinary shares including carrying out various actions in connection with the offering allocation and subscription 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 documents and evidences necessary and relevant to the offering, allocation, subscription and delivery of the newly issued ordinary shares which includes contact and requesting permission 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 of Thailand (SET) and has the power to perform any other necessary and appropriate actions in connection with the offering, allocation, subscription 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 investors both 3 cases in which the company Issued and allocated for sale to the Company's private placement was successful.

**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 investors in the following businesses:

Details	Value
1. Investment in ordinary shares of not more than 8,000 shares or equivalent to 80 percent in SKV Unity Supply Company Limited (“SKV”) from the existing shareholders	26,251,285
2. Investment in ordinary shares of not more than 24,000 shares or equivalent to 80 percent in S.K. Management & Supply Company Limited (“SKM”) from the existing shareholders	21,748,716
3. Investment in ordinary shares of not more than 25,010 shares or equivalent to 25.01 percent in iSoftel (Thailand) Company Limited (“iSoftel”) from the existing shareholders	120,048,000
<b>Total</b>	<b>168,048,001</b>

In this regard, the Company will use the capital increase received from the share selling in accordance with the above investment plan. 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 “SKM&SKV Transaction” and “iSoftel 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 Investors with stable financial status and has the potential to actually invest as well as having the knowledge, abilities and experiences as follows:

Investors	Allocated amount	Remark
(1) Mr. Witsathisit Yodpanya	937,545	A major shareholder in SKV. He also holds a position in senior management in SKM.
(2) Mr. Ekkapong Choktikamas	776,739	A major shareholder in SKM. He also holds a position in senior management in SKV.
The Investors No. (1) – (2) are the major shareholders of SKV and SKM and/or are the director and/or management of SKV and SKM. SKV and SKM are the provider of human resources services. The Company can rely on expertise of SKM and SKV human resource management to control cost and expenses related to human resources, including the recruitment, training, and specialization of the Company's staffs and this will allow the Company to offer human resource management service to business partners within the Ecosystem as part of Business Solution under 7 SMART vision, enabling the Company to generate revenue from human resource management businesses.		
(3) I S F Holding Company Limited <sup>/1</sup>	4,287,428	A major shareholder in iSoftel which is a major shareholder in Softel.
The investor No. (3) is the major shareholder of iSoftel. iSoftel is a developer and service provider of Company Telephony Integration (CTI) in Thailand. iSoftel provide Computer Telephony Solution, software development for customer relationship management, and is the wholly own of Softel, a service provider in outsourced contact center. The Company can benefit from efficiency enhancement and cost reduction in call center operation of the Company and will enable the Company to offer call center service to business partners within the Ecosystem. The Company can integrate the system into its service as part of SMART Factory and SMART Office under 7 SMART vision to provide one stop service for various businesses such as logistic, telecommunication, banking, insurance, and debt collection.		
<b>Total</b>	<b>6,001,712</b>	

Remark: /1 I S F Holding Company Limited is held by (1) Mr. Kriangkrai Srianantraksa in the proportion of 84.0 percent (2) Miss Marie Phanichphakdee in the proportion of 15.0 percent and (3) Mr. Anurak Janlertlekha in the proportion of 1.0 percent, which is a major shareholder in iSoftel



The Board of Directors Considering the financial status of all 3 investors, having sufficient financial base for the subscription of the newly issued ordinary shares to be offered for sale in this time.

This capital increase will help the company have a strong capital structure and able to invest in SKV, SKM, and iSoftel without affecting the company's cash flow. In addition, the aforementioned capital increase also helps the company not to increase the burden of borrowing debt and can help reduce the company's financial expenses. However, the above 3 investors are not related persons of the Company and have participated in the management of the Company.

#### **4. Pricing guidelines**

For the offering of newly issued ordinary shares in this time, all 3 investors will exercise their rights to subscribe for ordinary shares as specified in Clause 3, totaling no more than 6,001,712 shares, which the Board of Directors' meeting has considered issuing and allocating to Offering to a limited person through a general mandate at this time with the same offering price for all newly issued ordinary shares equal to 28 baht per share, totaling the offering value equal to 168,047,936 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 will not be lower than the market price, which means the weighted average price of the listed Company's shares not less than 7 consecutive business days but not more than 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, with the offering price set date on May 4, 2022 (weighted average price between April 7 – May 3, 2022, which has a weighted average price of THB 27.59 per share, details appear in item 1 of this information.

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 3 investors above of the Silent Period. As the first offering date of this share capital increase is on May 9, 2565, the 15 days period prior to the first offering date fall between April 11, 2022 and May 6, 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 conditions 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 will be offered for sale to

- (1) Mr. Witsathisit Yodpanya
- (2) Mr. Ekkapong Choktikamas
- (3) I S F Holding Company Limited

All 3 investors are financially stable and have 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 for the exercise of the rights to subscribe for the newly issued ordinary shares which the Board of Directors' meeting of the Company has considered issuing and allocating for sale to a private placement by a general mandate in this time. All 3 investors will exercise their rights to subscribe for newly issued ordinary shares at a price of not less than 90 percent of the weighted average price of the Company's shares in the SET for the past consecutive business days prior to May 4, 2022 which is the date to set the offering price to all 3 investors, which will not be lower than the market price, which is the price in accordance with the market price rules announced Tor.Jor. 72/2558 and in accordance with the resolution of the 2022 Annual General Meeting of the Company held on April 27, 2022, which resolved to approve the allocation of newly issued ordinary shares through a general mandate.

In addition, the company currently has a business plan to expand investment in businesses that strengthen the ecosystem of the Group in order to expand products and services, customer and partner access to the group of companies in which the Company will use the proceeds from this capital increase to acquire SKV, SKM, and iSoftel (for more details, see "SKM&SKV Transaction" and "iSoftel Transaction" in the Asset Acquisition Information Memorandum). Therefore, issuing new shares offered to investors will make the company can achieve the goal of acquiring a business Having sufficient funds to enter into the above transactions without affecting the company's cash flow can reduce the risk of volatility in the money market. This will help the company to reduce the debt burden from borrowing money.

The Board of Directors considers the reasons, necessity and benefits that the Company will receive from the issuance and allocation of newly issued ordinary shares for sale to the specified private placement; and, therefore, resolved to approve the issuance and allocation of newly issued ordinary shares for sale to private placement as follows: (1) Mr. Witsathisit Yodpanya (2) Mr. Ekkapong Choktikamas and (3) I S F Holding Company Limited with of the view that the allocation of ordinary shares to all 3 persons, the conditions for

allocation The offering price of the newly issued ordinary shares is appropriate and for the best interest of the shareholders.

**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 SKV, SKM, and iSoftel (details are shown in item 2. Objectives, reasons and necessity of the issuance and allotment of newly issued shares. to a specific person (Private Placement) including the money utilization plan of this information memorandum), In the event that the company received full capital increase from this capital increase, the company will have enough money for the acquisition of SKV, SKM, and iSoftel according to the specified investment plan. The investment will help the Company to enhance efficiency and cost reduction in call center operation and the Company can also rely on expertise of human resource management to control cost and expenses related to human resources, including the recruitment, training, and specialization of the Company's staffs.

**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 investment in the energy business, 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 (1) Mr. Witsathisit Yodpanya (2) Mr. Ekkapong Choktikamas and (3) I S F Holding Company Limited are 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

$$= \frac{(\text{number of paid-up shares} \times \text{market price before offering}) + (\text{number of newly issued shares} \times \text{offer price})}{(\text{number of paid-up shares} + \text{number of newly issued shares})}$$

$$= \frac{(1,361,918,087 \text{ shares} \times 27.59 \text{ THB per share}) + (6,001,712 \text{ shares} \times 28 \text{ THB per share})}{(1,367,919,799 \text{ share})}$$

$$= \text{THB } 27.59 \text{ per share}$$

#### effect on share price

$$= \frac{\text{market price before offering} - \text{market price after offering}}{\text{market price before offering}}$$

$$= \frac{(27.59 \text{ THB per share}) - (27.59 \text{ THB per share})}{(27.59 \text{ THB per share})}$$

$$= \text{None (the sale is higher than the market price)}$$

### 9.2. Control Dilution

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

$$= \frac{(6,001,712 \text{ shares})}{(1,367,919,799 \text{ shares})}$$

$$= 0.44 \text{ percent}$$

### 9.3. Earnings per Share Dilution

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

$$= \frac{0.157 - 0.156}{0.157}$$

$$= 0.44 \text{ percent}$$



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

-Translation-

Attachment 2

EPS before	0.157	THB per Share
EPS after	0.156	THB per Share
Net Profit	213,600,000	THB
Number of shares sold <sup>/1</sup>	1,361,918,087	Share
Number of shares offered for sale at this time	6,001,712	Share
Number of shares after this offering	1,367,919,799	Share

Remark: /1 Including the allocation of newly issued ordinary shares under a General Mandate No.1 which equals to 67,639,640 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





### Information Memorandum on Acquisition of Assets of Sabuy Technology Public Company Limited

According to the Board of Directors Meeting No. 8/2022 of Sabuy Technology Public Company limited (the “Company”) held on May 4, 2022, the Board of Directors passed the resolution to acquire assets as the following:

1. The investment in ISOFTTEL (Thailand) Company Limited (“iSofttel”) and Softel Communication (Thailand) Company Limited (“Softel”) by purchasing the ordinary shares of iSofttel in the amount of no more than 25,010 shares or equivalent to 25.01 percent from I S F Holding Company Limited (“ISF Holding”). iSofttel is a developer and service provider of Company Telephony Integration (CTI) in Thailand. iSofttel develop its own equipment and software such as iTool for CTI solution such as Inter Active Voice Response (IVR) and contact center and customer relationship management software. iSofttel is the wholly own of Softel. Softel is a service provider in outsourced contact center. Company will make the payment at the amount of not exceeding 120,048,000 baht to IFS Holding (“iSofttel Transaction”).
2. The investment in ordinary shares of S.K. Management & Supply Company Limited (“SKM”) in the amount of no more than 24,000 shares or equivalent to 80.00 percent of SKM registered capital from Mr. Ekkapong Choktikamas, and the investment in the ordinary shares of SKV Unity Supply Company Limited (“SKV”) in the amount of no more than 8,000 shares or equivalent to 80.0 percent of SKV registered capital from Mr. Witsathisit Yodpanya. SKM and SKV are the provider of human resources services. The Company will make payment in the amount of no more than 48,000,000 baht to Mr. Ekkapong Choktikamas for the purchase of SKM and SKV ordinary shares (“SKM&SKV Transaction”)

The aforementioned transaction is considered as an asset acquisition transaction of the Company according to 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 and Disposal of Assets B.E.2547 (2004), and Notification of Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules on Entering into material Transactions Deemed as Acquisition or Disposal of Assets (“Acquisition and Disposal of Assets Notifications”). The size of each transaction calculated from the consolidated financial statements of the Company that have been audited by a certified public accountant ending December 31, 2021. The transaction size are as the following:

- 1) iSofttel Transaction:
  - iSofttel maximum transaction size is 0.77 percent based on Total Value of Consideration criteria; and
  - Softel: maximum transaction size is 3.55 based on Net Profit from Operation criteria.



2) SKM&SKV Transaction:

- SKM maximum transaction size is 1.16 percent based on Net Profit from Operation Criteria;  
and
- SKV maximum transaction size is 1.40 percent based on Net Profit from Operation Criteria

The maximum total transaction size of the two transactions above is equal to 6.88 percent based on Net Profit from Operation Criteria. Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 45.92 percent based on Net Profit from Operation criteria. The size of the transaction is higher than 15 percent but lower than 50 percent. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand ("SET") immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET.

The aforementioned transactions are not connected transactions as the counter parties of the transactions are not connected person of the Company. According to the Announcement of the Capital Market Supervisory Board No. Tor. Jor. 21/2551 Re: Rules on Connected Transactions dated August 31, B.E.2551 (2008) (and as amended), and 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 (2003) dated November 19, B.E.2546 (2003) (and as amended) ("**Connected Transaction Notifications**")

The Company would like to inform the details of acquisition of assets abovementioned as follow:

**1. Transaction Date**

1.1 iSoftel Transaction

Subsequent to Board of Directors Meeting No. 8/2022 which held on May 4, 2022 with the resolution approving the iSoftel Transaction, the Company is expected to enter into Share Purchase Agreement with ISF Holding within May 2022 and the closing of iSoftel Transaction to be within July 2022 or as mutually agreed by both parties, but in any case, subsequent to the completion of condition precedent as stipulated in the Share Purchase Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Purchase Agreement.

1.2 SKM&SKV Transaction



Subsequent to Board of Directors Meeting No. 8/2022 which held on May 4, 2022 with the resolution approving the SKM&SKV Transaction, the Company is expected to enter into Share Purchase Agreement with SKM and SKV within May 2022 and the closing of SKM&SKV Transaction to be within May 2022 or as mutually agreed by both parties, but in any case, subsequent to the completion of condition precedent as stipulated in the Share Subscription Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Purchase Agreement.

## 2. Parties involved and Relationship

### 2.1 ISoftel Transaction

Buyer	:	The Company
Seller	:	I S F Holding Company Limited ("ISF Holding")
Relationship	:	Seller including parties related to Seller and the Ultimate Shareholder of Seller is not a connected person of the Company according to the announcement of connected transactions.

### 2.2 SKM&SKV Transaction

#### S.K. Management & Supply Company Limited ("SKM")

Buyer	:	The Company
Seller	:	Mr. Ekkapong Choktikamas
Relationship	:	Seller is not a connected person of the Company according to the announcement of connected transactions.

#### SKV Unity Supply Company Limited ("SKV")

Buyer	:	The Company
Seller	:	Mr. Witsathisit Yodpanya
Relationship	:	Seller is not a connected person of the Company according to the announcement of connected transactions.

## 3. General Characteristics and Size of the Transaction

### 3.1 General Characteristics

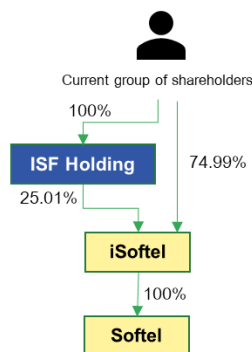
#### 3.1.1 iSoftel Transaction

The Company will purchase iSoftel ordinary shares in the amount of no more than 25,010 shares or equivalent to 25.01 percent of iSoftel registered capital with details as the following:

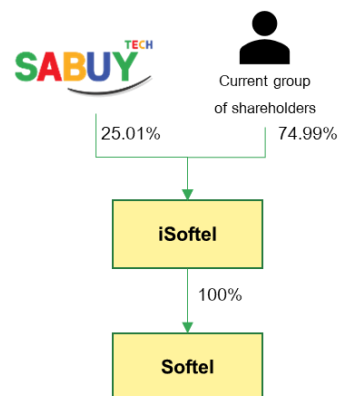
- |                         |   |  |
|-------------------------|---|--|
| Assets                  | : | iSoftel ordinary shares in the amount of no more than 25,010 shares or equivalent to 25.01 percent of iSoftel registered capital   |
| Purchase Price          | : | The Company will make payment to ISF Holding for the purchase of iSoftel Shares in the amount of no more than 120,048,000 baht.  |
| Closing Date            | : | Within July 2022 or as mutually agreed by both parties   |
| Key Condition Precedent | : | <ol style="list-style-type: none"> <li>1. iSoftel and Softel complete holding structure as agreed;</li> <li>2. Financial and Due Diligent of iSoftel and Softel yield satisfactory result to the Company</li> <li>3. Condition Precedent standard to Share Purchase Agreement</li> </ol> |

Shareholding Structure of iSoftel and Softel before and after iSoftel Transaction are as the following

#### Before Transaction



#### After Transaction



#### 3.1.2 SKM&SKV Transaction

The Company will invest in SKM by purchasing SKM ordinary shares in the amount of no more than 24,000 shares or equivalent to 80.00 percent of SKM registered capital, and invest in SKV by purchasing SKV

ordinary shares in the amount of no more than 8,000 shares or equivalent to 80.00 percent of SKV registered capital. The details of SKM&SKV Transaction are as the following:

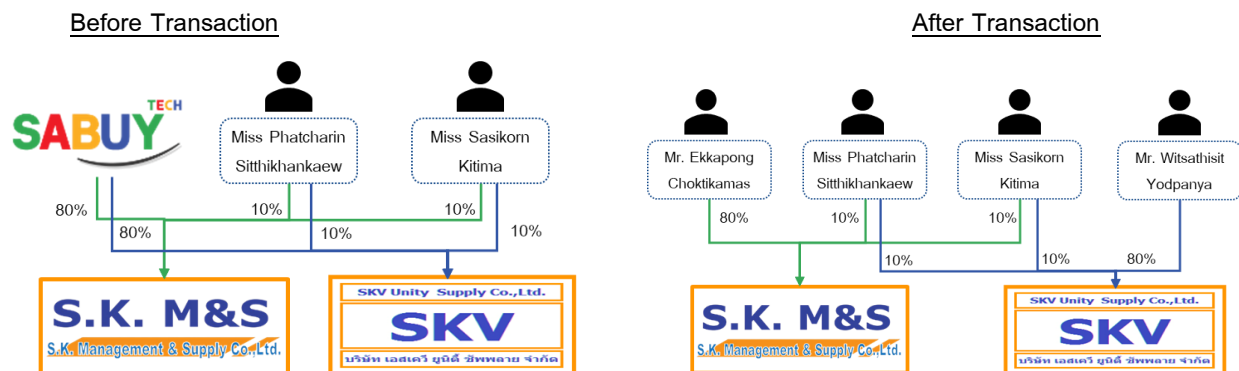
Assets : - SKM ordinary shares in the amount of no more than 24,000 shares or equivalent to 80.00 percent of SKM registered capital  
- SKV ordinary shares in the amount of no more than 8,000 shares or equivalent to 80.00 percent of SKV registered capital

Purchase Price : The Company will make payment to Mr. Ekkapong Choktikamas and Mr. Witsathisit Yodpanya for the purchase of SKM and SKV ordinary shares in the amount of no more than 48,000,000 baht.

Closing Date : Within May 2022 or as mutually agreed by both parties

Key Condition Precedent : 1. Financial and Due Diligent of SKM and SKV yield satisfactory result to the Company  
2. Condition Precedent standard to Share Purchase Agreement

Shareholding Structure of SKM and SKV before and after SKM&SKV Transaction are as the following



### 3.2 Type and Size of the transaction

#### 3.2.1 iSoftel Transaction

The total transaction size that the Company will make for iSoftel Transaction is no more than 120,048,000 baht. The transaction size of iSoftel and Softel is calculated from the consolidated financial statements of the Company that have been audited by a certified public accountant ending December 31,

2021. The maximum transaction size for iSoftel is 1.95 percent based on Net Tangible Asset criteria, whereas the maximum transaction size for Softel is 0.35 percent based on Net Profit from Operation criteria.

### iSoftel

#### Financial Information

(Unit: million)	The Company at December 31, 2021	iSoftel at December 31, 2020
Total Assets	6,136.53	21.40
Intangible Assets	1,661.22	-
Total Liabilities	2,748.62	1.65
Non-controlling Equity (If any)	450.60	-
Net Tangible Assets	1,276.09	19.75
Net Profit (Loss)	213.60	6.57

#### Calculation

Basis	Calculation formula	Calculation (One million Baht)	transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{19.75 \times 25.01\%}{1,276.09}$	0.39
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	$\frac{6.57 \times 25.01\%}{213.60}$	0.77
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{120.05}{6,136.53}$	1.96
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the Company}}$	Not required	Not required

**Softel**

**Financial Information**

(Unit: million)	The Company at December 31, 2021	Softel at December 31, 2020
Total Assets	6,136.53	63.38
Intangible Assets	1,661.22	-
Total Liabilities	2,748.62	5.88
Non-controlling Equity (If any)	450.60	-
Net Tangible Assets	1,276.09	57.51
Net Profit (Loss)	213.60	30.31

**Calculation**

Basis	Calculation formula	Calculation (One million Baht)	transaction size (Percent)
<b>Based on the value of Net Tangible Assets</b>	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{57.51 \times 25.01\%}{1,276.09}$	1.13
<b>Based on net operating profits</b>	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	$\frac{30.31 \times 25.01\%}{213.60}$	3.55
<b>Based on total value of consideration paid or received</b>	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{0.00}{6,136.53}$	0.00
<b>Based on value of equity shares issued for the payment of assets</b>	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the Company}}$	Not required	Not required

### 3.2.2 SKM&SKV Transaction

The total transaction size that the Company will make for SKM&SKV Transaction is no more than 48,000,000 baht. The transaction size of SKM and SKV is calculated from the consolidated financial statements of the Company that have been audited by a certified public accountant ending December 31, 2021. The maximum transaction size for SKM and SKV are 1.16 and 1.40 percent respectively, based on Net Profit from Operation criteria.

#### SKM

##### Financial Information

(Unit: million)	The Company at December 30, 2021	SKM at December 31, 2020
Total Assets	6,136.53	66.32
Intangible Assets	1,661.22	-
Total Liabilities	2,748.62	49.37
Non-controlling Equity (If any)	450.60	-
Net Tangible Assets	1,276.09	16.95
Net Profit (Loss)	213.60	3.10

##### Calculation

Basis	Calculation formula	Calculation (One million Baht)	transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{(16.95 \times 80.0\%)}{1,276.09}$	1.06
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	$\frac{(3.10 \times 80.0\%)}{213.60}$	1.16



-Translation-

Attachment 3

Basis	Calculation formula	Calculation (One million Baht)	transaction size (Percent)
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{21.75}{6,136.53}$	0.35
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment ofassets} \times 100}{\text{Paid-up shares of the Company}}$	Not required	Not required

## SKV

### Financial Information

(Unit: million)	The Company at December 30, 2021	SKV at December 31, 2020
Total Assets	6,136.53	50.13
Intangible Assets	1,661.22	-
Total Liabilities	2,748.62	42.05
Non-controlling Equity (If any)	450.60	-
Net Tangible Assets	1,276.09	8.08
Net Profit (Loss)	213.60	3.74

### Calculation

Basis	Calculation formula	Calculation (One million Baht)	transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{(8.08 \times 80.0\%)}{1,276.09}$	0.51

Basis	Calculation formula	Calculation (One million Baht)	transaction size (Percent)
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	$\frac{(3.74 \times 80.0\%)}{213.60}$	1.40
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{26.25}{6,136.53}$	0.35
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the Company}}$	Not required	Not required

Whereas, the overall aggregated size of the asset acquisition transaction in the past 6 months of the Company and all the asset acquisition transactions stipulated in this Information Memorandum is equal to 49.52 percent based on Net Profit from Operation criteria. The size of the transaction is higher than 15 percent but lower than 50 percent. As a result, the Company is obliged to disclose information about the transaction to the Stock Exchange of Thailand ("SET") immediately. The information must be at least according to Schedule (1) attached to the announcement of the Acquisition or Disposition of Assets and to inform the shareholders in terms of written documents within 21 days from the date that the information memorandum is disclosed to the SET.

Furthermore, the transactions as stipulated in this Information Memorandum are not considered as the Connected Person Transaction as the counter parties of the transactions are not connected person of the Company according to the Connected Transaction Notifications.

#### 4. Details of the acquired assets

##### iSoftel Transaction

##### 4.1 iSoftel

After the completion of iSoftel Transaction, the Company will hold no more than 25,010 ordinary shares of iSoftel or equivalent to 25.01 percent of iSoftel registered capital. Details of iSoftel can be summarized as the following:

#### 4.1.1 General Information

<b>Name</b>	<b>ISOFTTEL (Thailand) Company Limited</b>
<b>Business Type</b>	Developer and service provider for automatic telephone transfer system, voice messaging, data center and customer services
<b>Head Office</b>	4 Soi. Phet Kasem 76 PhetKasem Rd. BangKhae Nuea, BangKhae, Bangkok 10160
<b>Registered Date</b>	December 1, 2000
<b>Registered Capital</b>	10,000,000 baht
<b>Paid-up Capital</b>	10,000,000 baht
<b>Total Number of Shares</b>	100,000 shares
<b>Par value (per share)</b>	100 baht

#### 4.1.2 List of shareholders

##### Before Transaction

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	I S F Holding Company Limited	25,0010	25.01
2.	Existing Shareholders of iSoftel*	74,990	74.99
	<b>Total</b>	<b>100,000</b>	<b>100</b>

\* Existing Shareholders of iSoftel consisted of Mr. Kriangkrai Srianantraksa, Miss Marie Phanichphakdee, and Mrs. Somsri Srianantraksa

##### List of Shareholders of I S F Holding Company Limited

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	Mr. Kriangkrai Srianantraksa	84,000	84.0
2.	Miss Marie Phanichphakdee	15,000	15.0
3.	Mrs. Somsri Srianantraksa	100	1.0
	<b>Total</b>	<b>100,000</b>	<b>100</b>

##### After Transaction

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	SABUY Technology Public Company Limited	25,010	25.01



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	Shareholder Name	No. of Share	Percent
2.	Existing Shareholders of iSoftel*	74,990	74.99
	<b>Total</b>	<b>100,000</b>	<b>100</b>

\* Existing Shareholders of iSoftel consisted of Mr. Kriangkrai Srianantraksa, Miss Marie Phanichphakdee, and Mrs. Somsri Srianantraksa

#### 4.1.3 Directors of iSoftel

- 1 Mr. Kriangkrai Srianantraksa

#### 4.1.4 Financial Statement of iSoftel

Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
<b>Assets</b>			
<b>Current Assets</b>			
Cash and Cash Equivalent	9.39	11.50	14.18
Trade and Other Receivables	2.96	1.82	3.40
Inventory	1.02	0.79	0.75
Other Current Assets	0.00	0.09	0.02
<b>Total Current Assets</b>	<b>13.37</b>	<b>14.19</b>	<b>18.36</b>
<b>Non-current Assets</b>			
Cash Deposit under guarantee	0.60	0.60	0.60
Building and Equipment	0.62	1.70	2.45
Intangible Assets	1.20	0.00	0.00
Other Non-current Assets	1.39		
<b>Total Non-current Assets</b>	<b>3.82</b>	<b>2.30</b>	<b>3.05</b>
<b>Total Assets</b>	<b>17.19</b>	<b>16.50</b>	<b>21.40</b>
<b>Liabilities and Equity</b>			
<b>Current Liabilities</b>			
Trade Liabilities	1.69	2.75	0.46
Tax Payable	0.16	0.27	1.05
Other Current Assets	0.24	0.30	0.13
<b>Total Current Liabilities</b>	<b>2.09</b>	<b>3.32</b>	<b>1.65</b>
<b>Total Liabilities</b>	<b>2.09</b>	<b>3.32</b>	<b>1.65</b>
<b>Shareholders' Equity</b>			

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Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
<b>Assets</b>			
Registered Capital	10.00	10.00	10.00
Paid-up Capital	10.00	10.00	10.00
Retain Earning			
• Legal Reserve	1.00	1.00	1.00
• Unappropriated Retain Earning	4.09	2.18	8.75
<b>Total Shareholders' Equity</b>	<b>15.09</b>	<b>13.18</b>	<b>19.75</b>
<b>Total Shareholders' Equity and Liabilities</b>	<b>17.19</b>	<b>16.50</b>	<b>21.40</b>

Profit and Loss Statement (Unit: million baht)	31 December 2019	31 December 2020	31 December 2021
Revenue			
• Revenue from Service	14.63	14.94	14.43
• Other Revenue	0.18	0.15	0.11
<b>Total Revenue</b>	<b>14.81</b>	<b>15.08</b>	<b>14.54</b>
Cost and Expenses			
• Cost of Services	7.81	7.54	4.17
• Cost of Sale	0.88	0.63	0.46
• Management Cost	1.79	1.27	1.73
<b>Total Costs</b>	<b>10.48</b>	<b>9.45</b>	<b>6.35</b>
<b>EBIT</b>	<b>4.32</b>	<b>5.63</b>	<b>8.19</b>
Financial Expenses	-	-	-
<b>Profit Before Tax</b>	<b>4.32</b>	<b>5.63</b>	<b>8.19</b>
Income Tax	-0.87	-0.87	-1.62
<b>Net Profit</b>	<b>3.45</b>	<b>4.76</b>	<b>6.57</b>

## 4.2 Softel

After the completion of iSoftel Transaction, the Company will hold no more than 25,010 ordinary shares of iSoftel or equivalent to 25.01 percent of iSoftel registered capital, whereas Softel is wholly owned by iSoftel. Details of Softel can be summarized as the following:

### 4.2.1 General Information

<b>Name</b>	<b>Softel Communication (Thailand) Company Limited</b>
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<b>Business Type</b>	Service provider of call center, data center via telephone, and customer relationship service.
<b>Head Office</b>	2 Soi. PhetKasem 76 BangKhae Nuea, BangKhae, Bangkok 10160
<b>Registered Date</b>	May 8, 1997
<b>Registered Capital</b>	10,000,000 baht
<b>Paid-up Capital</b>	10,000,000 baht
<b>Total Number of Shares</b>	100,000 shares
<b>Par value (per share)</b>	100 baht

#### 4.2.2 List of shareholders as of April 29, 2022

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	ISOFTTEL (Thailand) Company Limited	99,990	99.99
2	Mr. Kriangkrai Srianantraksa	5	0.01
3	Miss Marie Phanichphakdee	5	0.01
	<b>Total</b>	<b>100,000</b>	<b>100</b>

#### List of shareholders of iSoftel as of May 31, 2021

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	Mr. Kriangkrai Srianantraksa	80,000	80.0
2.	Miss Marie Phanichphakdee	15,000	15.0
3.	Mrs. Somsri Srianantraksa	5,000	5.0
	<b>Total</b>	<b>100,000</b>	<b>100</b>

#### 4.2.3 Directors of Softel

- 1 Mr. Kriangkrai Srianantraksa

The Company will appoint a director to be a representative director according to the shareholding proportion.

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#### 4.2.4 Financial Statement of Softel

Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
<b>Assets</b>			
<b>Current Assets</b>			
Cash and Cash Equivalent	61.72	25.93	35.33
Trade and Other Receivables	24.68	26.54	17.91
Work in Progress	0.01	0.00	0.73
Other Current Assets		0.34	0.35
<b>Total Current Assets</b>	<b>86.41</b>	<b>52.81</b>	<b>54.31</b>
<b>Non-current Assets</b>			
Long Term Investment	0.10	0.10	0.00
Cash Deposit under Guarantee	1.00	1.00	2.50
Building and Equipment	3.38	2.24	4.64
Intangible Assets	2.79	0.00	0.00
Guarantee for leasing	3.56	3.56	1.93
<b>Total Non-current Assets</b>	<b>10.83</b>	<b>6.91</b>	<b>9.07</b>
<b>Total Assets</b>	<b>97.24</b>	<b>59.72</b>	<b>63.38</b>
<b>Liabilities and Equity</b>			
<b>Current Liabilities</b>			
Trade Payable	5.30	7.50	2.40
Tax Payable	1.49	2.07	2.61
Other Current Assets	1.20	1.96	0.87
<b>Total Current Liabilities</b>	<b>7.99</b>	<b>11.52</b>	<b>5.88</b>
<b>Total Liabilities</b>	<b>7.99</b>	<b>11.52</b>	<b>5.88</b>
<b>Shareholders' Equity</b>			
Registered Capital	10.00	10.00	10.00
Paid-up Capital	10.00	10.00	10.00
Profit/Loss			
• Legal Reserve	1.00	1.00	1.00
• Unappropriated Retain Earning	78.24	37.20	46.51
<b>Total Shareholders' Equity</b>	<b>89.24</b>	<b>48.20</b>	<b>57.51</b>
<b>Total Shareholders' Equity and Liabilities</b>	<b>97.24</b>	<b>59.72</b>	<b>63.38</b>

Profit and Loss Statement (Unit: million baht)	31 December 2019	31 December 2020	31 December 2021
Revenue from Services	112.38	110.98	91.72



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Profit and Loss Statement (Unit: million baht)	31 December 2019	31 December 2020	31 December 2021
Other Revenue	0.26	0.11	0.99
<b>Total Revenue</b>	<b>112.65</b>	<b>111.09</b>	<b>92.71</b>
<b>Expenses</b>			
Cost of Services	60.82	62.01	40.79
Cost of Sales	7.46	5.83	4.09
Management Costs	12.31	12.36	10.41
<b>Total Expenses</b>	<b>80.59</b>	<b>80.20</b>	<b>55.29</b>
<b>EBIT</b>	<b>32.06</b>	<b>30.89</b>	<b>37.42</b>
Financial Cost	-	-	-
<b>Profit Before Tax</b>	<b>32.06</b>	<b>30.89</b>	<b>37.42</b>
Income Tax	-6.44	-6.24	-7.11
<b>Net Profit</b>	<b>25.62</b>	<b>24.65</b>	<b>30.31</b>

## SKM&SKV Transaction

### 4.3 SKM

After the completion of SKM&SKV Transaction, the Company will hold no more than 24,000 ordinary shares of SKM or equivalent to 80.00 percent of SKM registered capital. Details of SKM can be summarized as the following:

#### 4.3.1 General Information

<b>Name</b>	<b>S.K. Management &amp; Supply Company Limited</b>
<b>Business Type</b>	Human resources management services
<b>Head Office</b>	145/1-2 Moo. 4 Ban Klang, Mueang Lamphun, Lamphun 51000
<b>Registered Date</b>	October 31, 2007
<b>Registered Capital</b>	1,500,000 baht
<b>Paid-up Capital</b>	1,500,000 baht
<b>Total Number of Shares</b>	30,000 shares
<b>Par value (per share)</b>	50 baht

#### 4.3.2 List of shareholders as of April 30, 2022

	Shareholder Name	No. of Share	Percent
1	Mr. Ekkapong Choktikamas	24,000	80.0



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2	Miss Phatcharin Sitthikhankaew	3,000	10.0
3	Miss Sasikorn Kitima	3,000	10.0
	<b>Total</b>	<b>30,000</b>	<b>100</b>

List of shareholders after transaction

	Shareholder Name	No. of Share	Percent
1	SABUY Technology Public Company Limited	24,000	80.0
2	Miss Phatcharin Sitthikhankaew	3,000	10.0
3	Miss Sasikorn Kitima	3,000	10.0
	<b>Total</b>	<b>30,000</b>	<b>100</b>

4.2.3 Directors of SKM

- 1 Mr. Ekkapong Choktikamas
- 2 Mr. Witsathisit Yodpanya

The Company will appoint a director to be a representative director according to the shareholding proportion.

4.3.4 Financial Statement of SKM

Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
<b>Assets</b>			
<b>Current Assets</b>			
Cash and Cash Equivalent	0.84	9.32	9.44
Trade and Other Receivables	20.26	26.72	19.59
Other Current Assets	4.13	3.63	5.25
<b>Total Current Assets</b>	<b>25.24</b>	<b>39.67</b>	<b>34.28</b>
<b>Non-current Assets</b>			
Building and Equipment	7.01	6.49	5.94
Loan to related parties	8.00		5.00
Guarantee for leasing	3.03	21.08	21.11
<b>Total Non-current Assets</b>	<b>18.04</b>	<b>27.57</b>	<b>32.04</b>
<b>Total Assets</b>	<b>43.28</b>	<b>67.25</b>	<b>66.32</b>
<b>Liabilities and Equity</b>			
<b>Current Liabilities</b>			



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Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
Short Term Loan	14.13	12.96	0.85
Lease Payable within 1 Year	0.44	0.44	0.44
Current Portion of Long Term Loan	2.64	5.34	6.01
Other Current Assets	3.48	7.38	4.56
<b>Total Current Liabilities</b>	<b>20.71</b>	<b>26.12</b>	<b>11.87</b>
<b>Non-current Liabilities</b>			
Long Term Loan	9.37	26.01	37.11
Lease	1.10	0.76	0.40
<b>Total Non-current Liabilities</b>	<b>10.47</b>	<b>26.77</b>	<b>37.50</b>
<b>Total Liabilities</b>	<b>31.17</b>	<b>52.89</b>	<b>49.37</b>
<b>Shareholders' Equity</b>			
Registered Capital	1.50	1.50	1.50
Paid-up Capital	1.50	1.50	1.50
Profit/Loss			
• Legal Reserve			0.5
• Unappropriated Retain Earning	10.60	12.86	15.40
<b>Total Shareholders' Equity</b>	<b>12.10</b>	<b>14.36</b>	<b>16.95</b>
<b>Total Shareholders' Equity and Liabilities</b>	<b>43.28</b>	<b>67.25</b>	<b>66.32</b>

Profit and Loss Statement (Unit: million baht)	31 December 2019	31 December 2020	31 December 2021
Revenue from Services	138.28	182.11	178.09
Other Revenue	1.17	0.06	0.55
<b>Total Revenue</b>	<b>139.45</b>	<b>182.17</b>	<b>178.63</b>
<b>Expenses</b>			
Cost of Services	122.32	161.13	161.36
Cost of Sales	1.52	3.50	1.86
Management Costs	10.59	12.17	8.85
<b>Total Expenses</b>	<b>134.43</b>	<b>176.80</b>	<b>172.07</b>
<b>EBIT</b>	<b>5.02</b>	<b>5.37</b>	<b>6.56</b>
Financial Cost	-2.01	-2.20	-2.83
<b>Profit Before Tax</b>	<b>3.01</b>	<b>3.17</b>	<b>3.73</b>
Income Tax	-0.67	-0.92	-0.64
<b>Net Profit</b>	<b>2.34</b>	<b>2.25</b>	<b>3.09</b>

#### 4.4 SKV

After the completion of SKM&SKV Transaction, the Company will hold no more than 8,000 ordinary shares of SKV or equivalent to 80.00 percent of SKV registered capital. Details of SKV can be summarized as the following:

##### 4.4.1 General Information

<b>Name</b>	<b>SKV Unity Supply Company Limited</b>
<b>Business Type</b>	Human resources management services
<b>Head Office</b>	145/1-2 Moo. 4 Ban Klang, Mueang Lamphun, Lamphun 51000
<b>Registered Date</b>	June 25, 2012
<b>Registered Capital</b>	1,000,000 baht
<b>Paid-up Capital</b>	1,000,000 baht
<b>Total Number of Shares</b>	10,000 shares
<b>Par value (per share)</b>	100 baht

##### 4.4.2 List of shareholders as of May 11, 2022

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	Mr. Witsathisit Yodpanya	8,000	80.0
2	Miss Phatcharin Sitthikhankaew	1,000	10.0
3	Miss Sasikorn Kitima	1,000	10.0
	<b>Total</b>	<b>10,000</b>	<b>100</b>

##### List of shareholders after transaction

	<b>Shareholder Name</b>	<b>No. of Share</b>	<b>Percent</b>
1	SABUY Technology Public Company Limited	8,000	80.0
2	Miss Phatcharin Sitthikhankaew	1,000	10.0
3	Miss Sasikorn Kitima	1,000	10.0
	<b>Total</b>	<b>10,000</b>	<b>100</b>

#### 4.3.3 Directors of SKV

- 1 Mr. Witsathisit Yodpanya
- 2 Mr. Ekkapong Choktikamas

The Company will appoint a director to be a representative director according to the shareholding proportion.

#### 4.4.4 Financial Statement of SKV

Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
<b>Assets</b>			
<b>Current Assets</b>			
Cash and Cash Equivalent	2.38	0.66	6.25
Trade and Other Receivables	18.01	12.82	21.64
Other Current Assets	3.14	2.36	3.21
<b>Total Current Assets</b>	<b>23.53</b>	<b>15.84</b>	<b>31.10</b>
<b>Non-current Assets</b>			
Building and Equipment	1.50	1.22	0.95
Loan to related parties	6.90	8.55	17.00
Other Non-current Assets	5.05	6.49	1.08
<b>Total Non-current Assets</b>	<b>13.45</b>	<b>16.25</b>	<b>19.03</b>
<b>Total Assets</b>	<b>36.98</b>	<b>32.09</b>	<b>50.13</b>
<b>Liabilities and Equity</b>			
<b>Current Liabilities</b>			
Bank Overdraft	3.87	2.83	1.77
Short Term Loans	2.58	3.16	5.98
Other Current Assets	2.43	1.73	1.50
Current Portion of Long Term Loan	0.25	0.25	0.25
<b>Total Current Liabilities</b>	<b>9.13</b>	<b>7.97</b>	<b>9.49</b>
<b>Non-current Liabilities</b>			
Long Term Loan	22.27	18.74	32.23
Lease	0.76	0.55	0.32



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Balance Sheet (Unit : million baht)	31 December 2019	31 December 2020	31 December 2021
<b>Total Non-current Liabilities</b>	<b>23.03</b>	<b>19.28</b>	<b>32.55</b>
<b>Total Liabilities</b>	<b>32.16</b>	<b>27.25</b>	<b>42.05</b>
<b>Shareholders' Equity</b>			
Registered Capital	1.00	1.00	1.00
Paid-up Capital	1.00	1.00	1.00
Profit/Loss			
• Legal Reserve	0.05	0.05	0.10
• Unappropriated Retain Earning	3.77	3.79	6.98
<b>Total Shareholders' Equity</b>	<b>4.82</b>	<b>4.84</b>	<b>8.08</b>
<b>Total Shareholders' Equity and Liabilities</b>	<b>36.98</b>	<b>32.09</b>	<b>50.13</b>

Profit and Loss Statement (Unit: million baht)	31 December 2019	31 December 2020	31 December 2021
Revenue from Services	100.27	83.69	131.46
Other Revenue	0.56	0.70	2.28
<b>Total Revenue</b>	<b>100.83</b>	<b>84.39</b>	<b>133.74</b>
<b>Expenses</b>			
Cost of Services	92.10	76.87	120.08
Management Costs	7.55	6.78	6.93
<b>Total Expenses</b>	<b>99.66</b>	<b>83.64</b>	<b>127.01</b>
<b>EBIT</b>	<b>1.18</b>	<b>0.74</b>	<b>6.73</b>
Financial Cost	-1.04	-0.72	-2.11
<b>Profit Before Tax</b>	<b>0.14</b>	<b>0.02</b>	<b>4.62</b>
Income Tax	-0.07		-0.88
<b>Net Profit</b>	<b>0.07</b>	<b>0.02</b>	<b>3.74</b>

## 5. The total value of consideration

### 5.1 iSoftel Transaction

The value of iSoftel Transaction is no more than 120,048,000 baht as detailed in Clause 3.2.1. The Company will make payment to seller in cash after the completion of condition precedent as stipulated in the Share Purchase Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Purchase Agreement.

### 5.2 SKM&SKV Transaction

The value of SKM&SKV Transaction is no more than 48,000,000 baht as detailed in Clause 3.2.2. The Company will make payment to seller in cash after the completion of condition precedent as stipulated in the Share Purchase Agreement or is waived or consented by other party and with completion of all procedure and processes required by the Share Purchase Agreement.

#### **6. The value of assets purchased**

The value of assets to be acquired by the Company as stipulated in this Information Memorandum have the value equivalent to the value of the transaction in Clause 5.

#### **7. The basis used to determine the value of the Consideration**

##### **7.1 iSoftel Transaction**

The Company considers the purchase price in combination of negotiation between the Company and seller, Discount Cashflow based on past performance of iSoftel and Softel and potential growth of the businesses and valuation based on Price to Earning Approach based on the net profit of iSoftel and Softel in 2021 combined. The combined net profit is equal to 36.9 million baht which yield the fair value of iSoftel to be between 466.3 million baht and 584.0 million baht.

##### **7.2 SKM&SKV Transaction**

The Company considers the purchase price in combination of negotiation between the Company and seller, Discount Cashflow from 2022 – 2027 based on past performance and potential growth of the businesses. The assumption of cashflow projection is based on historical financial reports with the assumption that the annual revenue will grow between 25 – 27 percent in the first 5 years then reduce to stable growth of 5 percent per year. On cost and expenses side, it is assumed that variable cost is at the cost to revenue ratio is equal to the those in the year 2021. The fair value of SKM and SKV combined is ranged between 74.5 million baht and 110.9 million baht

#### **8. Benefits to the Company from the transaction**

##### **8.1 iSoftel Transaction**

The Company anticipate benefit from iSoftel Transaction as the following:

- The acquisition of iSoftel and Softel will result in enhance efficiency and cost reduction in call center operation of the Company. The telephony services will be used to serve customer services related to customer complain, billing and payment of the Company's 12,000 Drop-off shops. In addition, iSoftel and Softel can be utilized for the Company's financial services in the future. The Company foreseen

the benefit on greater efficiency, economy of scale and enhanced technology and expertise from iSoftel in using iSoftel telephony service to serve the Company's operation.

- iSoftel and Softel will enable the Company to offer call center service to business partners within the Ecosystem. The Company can integrate the system into its service as part of SMART Factory and SMART Office under 7 SMART vision to provide one stop service for various businesses such as logistic, telecommunication, banking, insurance, and debt collection. This will result in expanding products and services of the Company which in turn help generate revenue and cashflow.
- The Transaction is expected to yield profit, growth and cashflow stream to the Company, benefiting shareholders of the Company in the long run.

#### **8.2 SKM&SKV Transaction**

The Company anticipate benefit from SKM&SKV Transaction as the following:

- The Company can rely on expertise of SKM and SKV human resource management to control cost and expenses related to human resources, including the recruitment, training, and specialization of the Company's staffs.
- Allow the Company offer human resource management service to business partners within the Ecosystem as part of Business Solution under 7 SMART vision, enabling the Company to generate revenue from human resource management businesses.
- The Transaction is expected to yield profit, growth and cashflow stream to the Company, benefiting shareholders of the Company in the long run.

### **9. Source of Funds for the investment**

#### **9.1 ISoftel Transaction**

The Company will utilize proceeds from the issuance of new ordinary share under General Mandate as approved by Annual General Meeting of the Shareholders 2022 on April 27, 2022 for TSR Transaction. The details of shares allocation is as appeared in form F53-54 (Attachment 1), Information Memorandum pertaining to private placement of the newly issued ordinary shares (Attachment 2)

#### **9.2 SKM&SKV Transaction**



The Company will utilize proceeds from the issuance of new ordinary share under General Mandate as approved by Annual General Meeting of the Shareholders 2022 on April 27, 2022 for TSR Transaction. The details of shares allocation is as appeared in form F53-54 (Attachment 1), Information Memorandum pertaining to private placement of the newly issued ordinary shares (Attachment 2)

**10. Opinion of the Board of Directors regarding the Entry into Transaction**

Board of Director considered and opined that the value of ISoftel Transaction, and SKM&SKV Transaction as detailed in Article 7 is reasonable and the transactions will benefit the Company and shareholders in long term as described in Clause 8. Hence the Board of Director anonymously approve the Company to enter into iSoftel Transaction, and SKU&SKV Transaction.

**11. Opinions of the Audit Committee and/or Directors are different from Opinions of the Board of Directors.**

- Audit Committee concur with the opinion of the Board of Directors as in Clause 10.

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

Forwarded for your information

Sincerely Yours,

(Miss Duangruthai Sriwarom)

Company Secretary

Authorized Person to Disclose Information