

**Information Memorandum on the Asset Acquisitions  
of Sabuy Connex Tech Public Company Limited (List 1)**

According to the Board of Directors Meeting No. 7/2023 of Sabuy Connex Tech Public Company Limited (the “Company”) held on August 14, 2023, the Board of Directors’ meeting has resolved to approve the investment in Vending Plus Company Limited (“VDP”) by purchasing the ordinary shares of VDP in the amount of no more than 255,000 shares or equivalent to 8.50 percent of registered capital. The Company will make payment in the amount not exceeding THB 100,725,000 or equivalent to THB 395 per share to existing shareholders of VDP in cash (“VDP Transaction”). VDP operates a vending machine business under the “Vending Plus” trademark, which is a service for distributing various consumer products (Food and Beverage) such as drinking water, sweet drinks, fruit juices, coffee, tea, energy drinks, sports drinks, snacks, instant noodles, etc. VDP also focuses on selling products in the budget group (Budget Brands), which also sells other types of products in addition to consumer products such as cloth masks, surgical masks, and condoms, etc. Furthermore, VDP has distribution of products covering 47 provinces, more than 10,000 cabinets in Bangkok and nearby provinces, focusing on customers with various income levels according to the area where the vending machines are located including people of working age, such as industrial workers in factories or industrial estates, employees in office buildings who spend time in a hurry and want to buy drinks and fast food, school-age groups such as students, and students in educational institutes, and those staying in dormitories, etc.

The transaction constitutes an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Asset B.E. 2547 (as amended) (the “Acquisition or Disposal Notifications”). The transaction size of such transaction calculated based on the reviewed consolidated financial statements of the Company and VDP for the six months ended June 30, 2023, and the total value of consideration criterion, which gives the highest transaction value, is equivalent to 3.41 percent, as the aggregated size of the acquisition of other assets within the past six months prior to the date on which the meeting of the Board of Directors resolved to approve the entry into the transaction and the VDP Transaction, based on the total value of consideration criterion, which gives the highest transaction value, is equivalent to 30.10 percent. Since the transaction size is more than 15 percent, but less than 50 percent, the Company is therefore required to disclose the information on such transaction to the Stock Exchange of Thailand (the “SET”) and send a circular to the shareholders of the Company within 21 days after the date of information disclosure according to the Acquisition or Disposal Notifications.

The proposed Transaction does not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction 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 "Connected Transaction Notifications") since sellers are not a connected person of the Company.

The Company would like to disclose the information on the transaction to the SET in accordance with the Acquisition or Disposal Notifications as follow:

**1. Transaction Date**

Subsequent to Board of Directors Meeting No. 7/2023 which held on August 14, 2023 with the resolution approving the transaction, it is expected that the Company will enter into Shares Purchase Agreement within September 2023 and is expected that the transaction will be completed by October 2023 or as agreed by the contract parties. In any case, the transaction shall occur after the completion of Condition Precedent under the agreement or is consented by relevant party.

**2. Parties involved and Relationship**

**Buyer** : Company

**Seller** : Existing shareholders of VDP as follows:

- 1) Mr. Chairat Suwan
- 2) Mr. Sanyanimit Rungpetchniam
- 3) Mr. Juthawat Luangsaard
- 4) Mr. Chookhiatti Jiraphatwong
- 5) Mrs. Koraya Phanuwongkun
- 6) Mr. Chaiwat Thoedphadungchai
- 7) Mrs. Tanaphon Laotrakool

**Relationship** : The sellers, including the Seller's connected person, does not have any relationship with the Company and are not the Company's connected person.

### 3. General Characteristics and Size of the Transaction

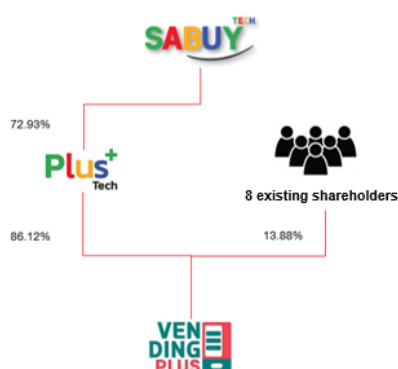
#### 3.1 General Characteristics

The Company will invest in the ordinary shares of VDP in the amount of no more than 255,000 shares or equivalent to 8.50 percent of registered capital. The details of the transaction are as follows:

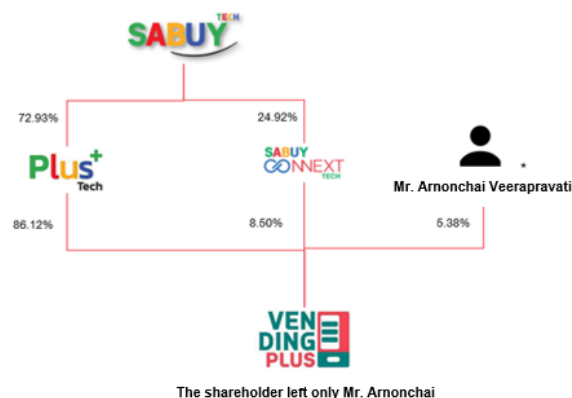
<b>Assets to be purchased and sold</b>	:	The ordinary shares of VDP in the amount of no more than 255,000 shares or equivalent to 8.50 percent of registered capital.
<b>Value of consideration</b>	:	The Company will make payment in the amount not exceeding THB 100,725,000 or equivalent to THB 395 per share to the existing shareholders of VDP.
<b>Long-stop date</b>	:	Within October 31, 2023 as mutually agreed by the parties concerned.

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

Pre-transaction shareholding structure



Post-transaction shareholding structure



#### 3.2 Type and Size of the transaction

The total value of consideration that the Company must pay for entering into such a transaction will not exceed THB 100,725,000. 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 June 30, 2023, on the value of consideration criteria which is the criterion that calculates the maximum transaction size amounted to 3.41 percent.

## Financial Information

(Unit: Million Baht)	The Company as of June 30, 2023	VDP as of June 30, 2023
Total assets	2,951.42	1,135.12
Intangible assets	146.90	75.59
Total liabilities	1,851.77	851.21
Non-controlling shareholders (if any)	0.02	-
Tangible assets (nta)	952.72	208.32
Net Profit (Loss)	31.87	(18.23)

## Calculation

Basis	Calculation formula	Calculation (Million Baht)	Transaction size (Percent)
Based on the value of Net Tangible Assets	$\frac{(\text{NTA of investment in the Company} \times \text{Proportion of assets acquired or disposed}) \times 100}{\text{NTA of the Company}}$	$\frac{208.32 \times 8.50\%}{952.72}$	1.86
Based on net operating profits	$\frac{(\text{Net operating profits of the investment} \times \text{Buying or selling ratio}) \times 100}{\text{Net operating profits of the Company}}$	Cannot be calculated due to the loss.	
Based on total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the Company}}$	$\frac{100.73}{2,951.42}$	3.41
Based on value of equity shares issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets}}{\text{Paid-up shares of the Company}} \times 100$	Cannot be calculated because the Company did not issue shares to pay for the assets.	

The aggregated size of the acquisition of other assets within the past six months prior to the date on which the meeting of the Board of Directors resolved to approve the entry into the transaction and the VDP Transaction, based on the total value of consideration criterion, which gives the highest transaction value, is equivalent to 30.10 percent. In addition, the details of the acquisition of other assets within the past six months prior to the date on which the meeting of the Board of Directors resolved to approve the entry into the transaction are as follows:

Date	Transaction	Transaction Size (Percent)			
		NTA	Net Profit	Total value of consideration	Value of shares
Jun 2, 23	Investment in ordinary shares of Sun Vending Technology Public Company Limited	9.64	12.53	12.11	Cannot be calculated
Jun 2, 23	Investment in ordinary shares of Asia Vending Machine Operation Company Limited	Cannot be calculated		14.57	Cannot be calculated

Since the transaction size is more than 15 percent, but less than 50 percent, the Company is therefore required to disclose the information on such transaction to the SET and send a circular to the shareholders of the Company within 21 days after the date of information disclosure according to the Acquisition or Disposal Notifications.

However, the proposed Transaction does not constitute a connected transaction under the Connected Transaction Notifications since the buyers are not a connected person of the Company.

#### 4. Details of the acquired assets

Upon completion of the transaction, the Company will hold up to 255,000 ordinary shares in VDP or equivalent to 8.50 percent of registered capital. The key information of VDP can be summarized as follows:

## 4.1 General Information

Company name	Vending Plus Company Limited
Business type	Selling beverages and ready-to-eat food through vending machines under the trademark "Vending Plus"
Principal office	230 Bang Khun Tian-Chai Talay Road, Samae Dam Sub-District, Bang Khun Tian District Bangkok 10150
Date of incorporation	July 4, 2017
Registered capital	THB 300,000,000
Paid-up capital	THB 300,000,000
Total shares	3,000,000 shares
Par value (per share)	THB 100

## 4.2 List of Top 10 shareholders

No	Shareholders	Before entering the transaction <sup>/1</sup>		After entering the transaction <sup>/2</sup>	
		No. of shares	Percent	No. of shares	Percent
1	Sabuy Technology Public Company Limited	2,583,720	86.12	2,583,720	86.12
2	Mr. Arnonchai Veerapravati	161,280	5.38	161,280	5.38
3	Mr. Chairat Suwan	75,000	2.50	-	-
4	Mr. Sanyanimit Rungpetchniam	60,000	2.00		
5	Mr. Juthawat Luangsaard	30,000	1.00	-	-
6	Mr. Chookhiatti Jiraphatwong	30,000	1.00	-	-
7	Mrs. Koraya Phanuwongkun	30,000	1.00	-	-
8	Mr. Chaiwat Thoedphadungchai	20,000	0.67	-	-
9	Mrs. Tanaphon Laotrakool	10,000	0.33	-	-
10	SBNEXT	-	-	255,000	8.50
	<b>รวม</b>	<b>3,000,000</b>	<b>100.00</b>	<b>3,000,000</b>	<b>100.00</b>

Remarks: <sup>/1</sup> Information as of August 10, 2023

<sup>/2</sup> SBNEXT will distribute shares to each company's representative for 1 more share in order to ensure that the number of shareholders is complete as required by law.

#### 4.3 Board of Directors

Currently, VDP has 5 directors, namely:

- 1) Mr. Wachirathon Kongsuk
- 2) Mr. Chookiat Rujanapornpajee
- 3) Mr. Wirach Morakotkarn
- 4) Mr. Rattapon Techavichit
- 5) Miss Sanphara Chinwutthiphongchai

#### 4.4 Financial Information

##### Statement of Financial Position

Balance Sheet (Unit: million baht)	31 December 2020	31 December 2021	31 December 2022	30 June 2023
<b>Total assets</b>	949.21	1,032.58	1,051.28	1,135.12
Current assets	206.75	158.91	203.45	286.46
Non-current assets	742.46	873.67	847.83	848.66
<b>Total liabilities</b>	666.96	780.70	813.65	851.21
Current liabilities	357.12	517.26	692.56	782.82
Non-current liabilities	309.84	263.44	121.09	68.39
<b>Total equities</b>	282.25	251.88	237.63	283.91
Equities	282.25	251.88	237.63	283.91

##### Income Statement

Profit and Loss Statement (Unit : million baht)	31 December 2020	31 December 2021	31 December 2022	30 June 2023
Total sale revenues	560.12	556.09	816.77	451.88
Total cost	313.14	308.14	533.38	307.04
Gross Profit	246.98	247.95	283.39	144.84
Profit (loss) before tax expense	(14.60)	(6.56)	15.50	28.62
Interest and Tax expense	17.78	23.81	29.75	27.85
Net profit (loss)	(32.38)	(30.37)	(14.25)	0.77

**5. The total value of consideration**

The total value of consideration for the transaction will not exceed THB 100,725,000 or not more than THB 395 per share as detailed in clauses 3.1 and 3.2.

**6. The value of assets purchased**

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

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

The Company and the seller agreed on a price based on the transaction price of Plus Tech Innovation Public Company Limited and Sabuy Technology Public Company Limited during the year 2021 including the information with the latest financial statements and other economic factors by the discounted cash flow valuation method which takes into account the potential and profitability of VDP in the future, the value of shareholders' equity of VDP from the valuation is between THB 948 – 1,464 million or equivalent to THB 316 – 488 per share, the Company Therefore, the purchase price of VDP is determined not more than THB 1,022,522,000 or equivalent to an average price of THB 395 per share.

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

The Company anticipates benefit from the Transaction as follows:

- To expand business operations in the Connex group by focusing on providing convenient services and responding to the needs of people according to the strategic plan of the Sabuy Group that allows SBNEXT to become a listed company in the SET that operates in distribution channels and customer access to connect the Company and users together, focusing on providing convenient services and meeting the needs of people in today's era.
- To develop the economy of scale of vending machine business which the Company plans to acquire such business from Sabuy Group in the near future.

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

Cash flow and/or Loan from the issuance of the debenture as approved by Shareholders Annual General Meeting 2023.

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

Board of Director considered and opined that the value of the 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 the Transaction.



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

The 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,



(Mr. Waranon Kongpatimakorn)

Chief Executive Officer

Authorized Person to Disclose Information

Detail Group restructuring plan Sabuy Technology Public Company Limited

In the past, Sabuy Technology Public Company Limited ("SABUY") has invested in many companies to strengthen the ecosystem of the group by investing in companies listed on the Stock Exchange of Thailand. and unregistered companies in total, more than 40 companies, in order to achieve clarity in business operations and formulating business strategies for the utmost benefit of the 3 listed companies, which are (1) Sabuy Technology Public Company Limited (2) Plus Tech Innovation Public Company Limited ("PTECH") and (3) Sabuy Connex Tech Public Company Limited. ("SBNEXT") and prevent conflicts of interest in doing business that is similar in the vending business group ("Vending Business"), the Board of Directors of the 3 companies therefore held a meeting to acknowledge the preliminary business group restructuring plan. The details are as follows:

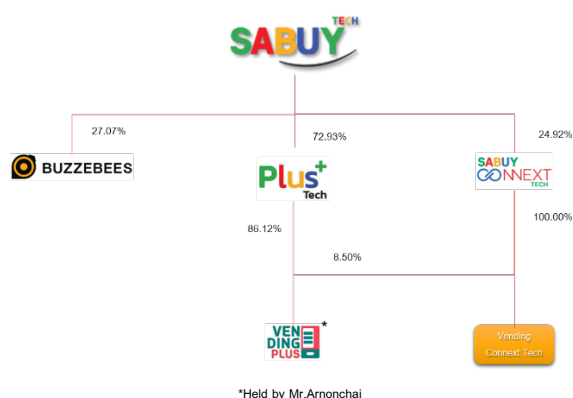
Listed Company	Relationship with SABUY	Nature of business	Nature of new business
SABUY	-	SABUY is a service provider of a top-up machine system. It has expanded its business in several areas to become a leader in the development of financial technology ("FinTech"), products and touchpoints with its own comprehensive and consumer ecosystem. Currently, SABUY has SABUY 's businesses integrated into its own ecosystem, consisting of 6 main business groups: 1. Payments and Wallet 2. Enterprise & Life 3. Connex 4. Financial Inclusion 5. InnoTainment and 6. Ventures	
PTECH	SABUY holds 72.30% of shares.	Business related to the production of plastic cards for business ("Card Business") and Vending Machine Business	The main company ("Flagship Company ") of Sabuy Group As a business operator related to Enterprise & Life to provide services to entrepreneurs such as CRM systems, payment systems, etc.

Listed Company	Relationship with SABUY	Nature of business	Nature of new business
SBNEXT	SABUY holds 24.90% of shares.	Mainly produces and sells direct sales water purifiers under the SAFE brand, manufactures and distributes Alpine mineral alkaline water purifiers. Distributing technology ice machines from Europe under the TSRL brand is a floor plan business with a comfortable installment brand. which is under the service of hire-purchase business of electrical appliances	The main company (“Flagship Company”) of Sabuy Group about the management and development of distribution channels Accessing customers to connect between group companies (“Connex”) to offer a variety of products and services such as Vending Machine business, electrical appliance sales business and water filters etc.

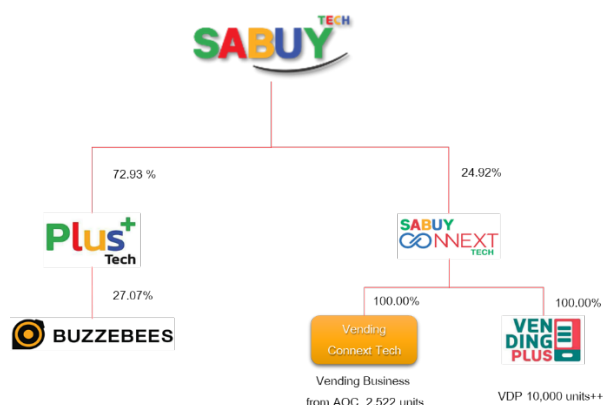
In this regard, the group of companies will proceed with transfer business associated with Connex. Since it is a business about management and development of distribution channels. SBNEXT handles all business to reach customers to connect with the company. It will start with a business that is ready for restructuring first, the Vending Machine business group, where SBNEXT will operate the Vending Machine business through two subsidiaries, namely VDC , a 100 % subsidiary operating the Vending Machine business that was subsequently acquired from AOC, which is currently in the process of transferring to resume business and VDP , the Board of Directors of SBNEXT No. 7/2023 has approved the purchase of 255,000 ordinary shares or 8.50 % from the minor shareholders other than PTECH and Mr. Anonchai Veerrapavat (more details please see Information Memorandum on Asset Acquisition of Sabuy Connex Tech Public Company Limited (Schedule 1)) In this regard, the remaining shares of VDP will be purchased from PTECH and Mr. Anonchai in the future according to the business restructuring plan

In addition, the Group will move businesses related to Enterprise & Life, such as CRM systems , food court management systems, POS systems , etc., to PTECH as a continuation of the business. These systems are linked to the plastic card business for businesses, able to apply business solutions to offer services to business customers and SMEs to access various solutions and connect to the ecosystem of the group companies. Starting with SABUY selling 574,500 ordinary shares, representing 27.03% in Buzze Bees Co., Ltd. (“BZB”) to PTECH before becoming the first company in the Enterprise & Life group.

Before the restructuring of the business group



After business group restructuring



In this regard, according to the above business group restructuring plan, the group of companies which is a listed company on the stock exchange must proceed as follows:

Events that SABUY PTECH and SBNEXT perform	schedule
The meeting of the Board of Directors of each company Resolved to approve the related transactions as follows: <ol style="list-style-type: none"> <li>Board of Directors Meeting Resolved to approve the purchase of 574,500 ordinary shares of BZB , representing 27.03% of SABUY , to PTECH</li> <li>Board of Directors Meeting Resolved to approve the purchase of 2,583,720 VDP ordinary shares, representing 86.12 % of PTECH , to SBNEXT</li> <li>Resolution to appoint an independent financial advisor and convene the shareholders' meeting of each company</li> </ol>	within 30 September 2023
Notify relevant news and information through the system of the Stock Exchange of Thailand	The next trading round after the board of directors has a resolution
Submission of the opinion report of the Independent Financial Advisor and invitation letter to shareholders' meeting	14 days before the shareholders' meeting
Hold a shareholders' meeting to consider and approve the relevant agenda.	within 30 November 2023
Execute stock trading or transfer all of the assets and liabilities of the entity. as approved by shareholders	After shareholders' approval and related laws and regulations

However, the business group restructuring plan and the schedule still need to be considered by the Board of Directors. Approve the transaction of acquisition and disposition and connected transactions and presented to the shareholders for approval. Including the appointment of an independent financial advisor (IFA) according to relevant announcements. Including having to comply with relevant laws. In the meeting of the Board of Directors of each company for approval, there will be details of the agenda. and related documents disclosed to shareholders. When the Board of Directors has a meeting to approve the restructuring plan.

**Additional business information of SABUY in all 6 business groups are as follows:**

business group	business details	
1. Payments and Wallets	Payment Platform , both cash or cashless channels , and aims to develop and bring technology for the convenience of financial transactions.	
	<b><u>Examples of companies in the Payments and Wallet group</u></b>	
	Public Company Limited ("SBT")	The business provides financial transaction services through automatic top-up machines under the trademark " Term Sabuy Plus " and selling automatic top-up machines in both cash and installment forms.
	Sabuy Money Company Limited ("SBM")	Service business and payment intermediary ("E-Payment system) as well as accepting money transfers fully integrated
	Plat Finsurf Co., Ltd. ("PFS")	service business Electronic equipment, telecommunications and information technology systems including management information systems specialized measuring system, information service system and customer service ("Call Center) and service system ("Outsourcing Services) , etc.
2. Enterprise & Life	Providing services, CRM system, Payment system, Shop management system Food court used in business with PTECH being the main listed company ("Flagship Company") of Sabuy Group to be a related business operator in the Enterprise & Life business group	

business group	business details	
	<u>Examples of companies in the Enterprise &amp; Life group</u>	
	Plus Tech Innovation Public Company Limited PTECH	Business of producing plastic cards and recording personal information on the card with a printer and security system management.
	Sabuy Solutions Company Limited ("SBS")	food court system business and equipment sales of the food center system ready to provide installation and installation of food center systems Providing food court management services along with outsourcing maintenance throughout the contract period
	Sabuy Pos Company Limited ("SBPOS")	Business development and investment in POS system ("Point of sale system") or point of sale system
	ISOFTEL (Thailand) Company Limited ("ISOFT") and Softel (Thailand) Company Limited ("SOFTEL")	Service business and development of automatic call forwarding system voicemail system telephone call center Comprehensive Customer Service Center and call center service business
	Buzze Bees Company Limited ("BZB")	Platform business and management from business organizations in the field of CRM Management ("customer relationship management)
3. Connex	Providing management and development of distribution channels Accessing customers to connect between group companies ("Connex") to offer a variety of products and services such as Vending Machine business, electrical appliance sales business and water filters etc. with SBNEXT as the main listed company ("Flagship Company") of Sabuy Group To be a related business operator of the Connex Business Group	
	<u>Examples of companies in the Connex group</u>	
	Sabuy Connex Tech Public Company Limited ("SBNEXT")	Production and distribution of water filters
	Sabuy Speed Company Limited ("SPEED")	Investment business in drop-off business and other related businesses

business group	business details	
	Vending Plus Company Limited ("VDP")	Beverage and ready-to-eat food distribution business through vending machines under the trademark " Vending Plus "
	Double Seven Co., Ltd. ("DOU7")	Operates a business of providing commercial space management services to third parties.
4. Financial Inclusion	Comprehensive Financial Services Business Group Business lending among entrepreneurs in the ecosystem electrical appliance loans, etc., as well as related financial services such as insurance brokers	
	<b>Examples in companies in the group Financial Inclusion</b>	
	Sabuy Maxi Insurance Broker Company Limited ("SBMX")	Insurance Broker Business ("Broker Insurance) to provide product services and insurance services, such as compulsory motor insurance ("Phor Lor Bor."), Voluntary motor insurance accident insurance travel insurance and more
	Sabuy Capital Plus Company Limited ("SBCAP")	business revolving credit service business Secured personal loans and unsecured through the ecosystem of the company group and partners (currently in the process of applying for a license)
	O Capital Co., Ltd. ("OCAP")	Lending business for Pico Finance and using the Digital Lending system to adapt to other lending businesses of the company.
	Siam City Capital Public Company Limited ("NAKON")	Car title loan business land loan and car registration loans for farmers
	Love Leasing Company Limited ("LOVLS")	Electrical appliances distribution business by installment payment By adhering to the principle that customers can access basic products and services that are necessary for customers to live comfortably and easily. with plans for installment payments to suit the income of the customer

business group	business details	
5. InnoTainment	InnoTainment Business Group It was developed by combining Innovation and Entertainment. together by the company group There is an investment in the media innovation business. digital media and networks	
	<u>Examples in companies in the group InnoTainment</u>	
	Sabuy Digital Co., Ltd. ("SBDIGI")	Digital asset- related businesses to support the use of the group's ecosystem .
	Oops Network Company Limited ("OOPS")	Business of providing marketing services and digital media
	Red House Digital Co., Ltd. ("REDH")	Business of providing marketing services and digital media Communication channels, advertising, building brand and product awareness among customers
	Asphere Innovations Public Company Limited ("AS")	online game service business Providing gaming services or providing information about gaming on the Internet.
6. Venture	Business group investing in Startup business ("Startup") or SMEs , with a focus and importance on creating an ecosystem of the SABUY group by Sabuy Accelerator Co., Ltd. ("SBACC").	



Additional business information of BZB and VDP

BZB

BZB is a leader in the design and development of Platform Loyalty Programs, Privileges Sourcing E-commerce Systems and Digital Customer Relationship Management. It has a domestic market share of more than 90 % and has expanded its market to other countries in the region for another 7 countries . BZB provides services ranging from designing and developing a customer database maintenance system through the LINE application, Website, POS. Build an E-commerce management system, Big Data analytics, marketing activation , and even connect delivery and payment systems to create a seamless experience.

BZB meets the needs of customers in the field of CRM & Digital Engagement, serving customers from large global organizations. to small businesses Its aim is to connect businesses of all sizes to create the world's largest digital ecosystem . By connecting businesses together through providing CRM, Loyalty, E-Commerce and Digital Engagement solutions for businesses that want to do Digital Transformation to grow exponentially in the digital world.

VDP

Operates a vending machine business under the "Vending Plus" trademark, providing services for distributing various consumer products ("Food and Beverage) such as drinking water, sweet drinks, fruit juices, coffee, tea, energy drinks. Mineral drinks, snacks, instant noodles, etc., and also focus on selling cheap products ("Budget Brands) , which also sell other types of products. In addition to consumer products such as cloth masks/hygienic masks and condoms, etc.

VDP has distribution of products covering 48 provinces, more than 10,000 cabinets, both in Bangkok and its vicinity and nearby provinces. By focusing on customers with different income levels according to the area where the vending machine is located This includes people of working age, such as industrial workers in factories or industrial estates. Employees in office buildings which takes time to rush and want to buy a drink fast food or snack School-age groups such as students and students in educational institutes and those staying in dormitories, etc.

In addition, VDP also has an online vending machine ("Online") which facilitates buyers. By adding payment channels from the former that had to pay by coins or banknotes only To be able to support payment via QR Code Payment to help buyers to buy products through the kiosk more conveniently and quickly.

Please be informed accordingly.

Yours sincerely,

Sabuy Connex Tech Public Company Limited



(Mr. Waranon Kongpatimakorn)

Chief Executive Officer

Information Memorandum Disclosed under the Notification on Acquisition or Disposal (Schedule 2)

1. Responsibility of the Board of Directors of the Company with respect to the Information Memorandum

The Board of Directors has carefully reviewed the information contained in this Information Memorandum and hereby certify that the information contained in this Information Memorandum is true, complete; There is no information that could materially mislead, and no conceal any material information that should be disclosed.

2. Company debt

2.1 Interest – bearing dept

Unit: Million Baht

	Consolidated Financial Statements	Separate Financial Statements
<u>Short-term loans from financial institutions</u>		
As of June 30, 2023	744.19	644.19
<u>Song-term loan (from major shareholder)</u>		
As of June 30, 2023	851.01	851.01

2.2 Indebtedness under the lease agreement

Unit: Million Baht

	Consolidated Financial Statements	Separate Financial Statements
<u>Indebtedness under the lease agreement</u>		
As of June 30, 2023	36.32	44.20

2.3 Other obligations

Unit: Million Baht

	Consolidated Financial Statements	Separate Financial Statements
<u>Short-term lease obligations</u>		
As of June 30, 2023	1.94	2.00
<u>Service contract obligations</u>		
As of June 30, 2023	8.72	8.60
<u>Bank Guarantee</u>		
As of June 30, 2023	7.83	7.83

As of June 30, 2023, The Company has commitments from the Call Center service contract amount of 5.76 million bath, Consultant contract amount of 1.49 million bath and internet service contract amount of 1.32 million bath and other services amounting amount to 0.15 million bath.

As of June 30, 2023, The Company has obligations from letters of guarantee issued by banks to guarantee the purchase of goods and electricity consumption in the amount of 7.83 million bath.

3. The total amount of debt instruments that have been issued and that have not been issued.

- None -

4. Indebtedness to be incurred in the Future

- None -

5. Summarized Material Information of the Company

5.1 Information relating to Nature of Business Operations and Business Trends of the Company, Subsidiaries and Associated Companies of the Company

The Company was listed on the Stock Exchange of Thailand. The company is a manufacturer and distributor of drinking water filters product and a hot-cold water dispenser under the SAFE brand. Water purifier products under the WaterMate brand, Ice machine under the Alpine brand. Water purifier product through a distributor under DrinkCo brand. Including being a distributor of electrical appliances under the Ponsabuy brand. As well as providing instalment payment option to make it more accessible to customers. The company manufactures and distributes drinking water purifier products that the company is the original equipment manufacturer (OEM). And providing credit services such as Floor Plan Financing that have been auctioned for both used cars used trucks Including loans for new electric motorcycles machine purchase loan and products for SME businesses.

Company	Products	Business	Holding Structure
Safe Trade International Company Limited	<ul style="list-style-type: none"> <li>- water purifiers</li> <li>- water filter jugs</li> </ul>	Selling and distribution of water purifiers and water filter jug and mineralized drinking water by distributing through Giffarine Skyline Unity Co., Ltd.,	99.98%
TSR Leasing Company Limited	<ul style="list-style-type: none"> <li>- Electrical appliances</li> <li>- Personal loans under supervision</li> <li>- Auto title loan</li> </ul>	Selling of electrical appliances by installments, Personal loans under supervision and Auto title loan	100.00%
Alpine Water Co., Ltd.	<ul style="list-style-type: none"> <li>- Ice maker machine</li> </ul>	Trading, rental, and service the set of ice maker machine composed of ice maker machine and water purifier	99.00%
Smart Connex Tech Co., Ltd.	<ul style="list-style-type: none"> <li>- Alarm system, Automatic in-out, System CCTV, Security products and Internet of Things (IoT)</li> </ul>	- a platform development service provider. for supporting the management of the anti-theft alarm system automatic entry-exit system CCTV system Security products and IoT (Internet of Things) devices that focus on the management of offices, factories, residences, corporate customers	51.00%
Vending Connex Tech Co., Ltd.	<ul style="list-style-type: none"> <li>- Management to Vending machines. (“Vending Machine”)</li> </ul>	carry out general sales business and manage vending machines. (“Vending Machine”)	100.00%

5.2 Summary of financial Information for the year 2020 – 2022 and and the six months of 2023 accompanying the explanation and analysis of the financial position and performance and risk factors that may affect the profit of the company (Learn more from SET Announcements: Management Discussion & Analysis Q2/2023 for the six-month period ended June 30, 2023 or Link: <https://www.set.or.th/th/market/news-and-alert/newsdetails?id=8158111&symbol=SBNEXT>)

(1) Summary of financial information in 2020 – 2022 and the six months of 2023

Unit: Million Baht

Financial Statement	2020	2021	2022	As of 30 June 2023
Total Assets	1,691.54	1,712.14	1,727.13	2,951.42
Total Liabilities	416.52	460.94	403.33	1,851.77
Shareholders' Equity	1,275.02	1,251.20	1,323.80	1,099.64
Total Revenue	1,942.88	1,693.49	1,386.73	847.31
Expenses	1,550.38	1,409.80	1,116.40	766.32
Net Profit	144.35	34.89	73.31	(0.67)

Remark: Referring to the audited consolidated financial statements of the Company. For the year ended December 31, 2020, 2021 and 2022 and reviewed consolidated financial statements for the six-month period ended June 30, 2023

5.3 Financial projections for the current year

- None -

5.4 List of Directors, Executives and the top 10 shareholders of the Company as of Record Date

List of Directors as of June 2, 2023

No.	Name	Position
1.	Mr. Sahas Treetipbut	Chairman of The Board Of Directors
2.	Mr. Chookiat Rujanapornpaje	Chairman of The Executive Committee / Director
3.	Mr. Waranon Kongpatimakorn	Chief Executive Officer / Director
4.	Mr. Ekarat Changyoo	Director
5.	Ms. Tachanun Kangwantrakool	Director
6.	Mr. Kittipol Thanasit	Director
7.	Associate Professor. Boonserm Vimuktanandana	Independent Director / Chairman of The Audit Committee

No.	Name	Position
8.	Ms. Sumana Vonggapan	Independent Director / Audit Committee
9.	Surat Wongrattanapassorn Ph.D.	Independent Director / Audit Committee

List of Executives as of June 2, 2023

No.	Name	Position
1.	Mr. Waranon Kongpatimakorn	Chief Executive Officer
2.	Mr. Kittipol Thanasit	Chief Financial Officer
3.	Mr. Krissana Tantecharat	Chief Executive Officer (Sales)
4.	Mr. Panupan Visuttipitakkul	Chief Executive Officer
5.	Mr. Kiratat Jirachit	Vice President
6.	Mr. Kwanchai Anothainart	Vice President
7.	Mr. Pornchai Sanchaichana	Vice President
8.	Ms. Chanadda Ruangchai	Vice President
9.	Mr. Pongsak Ravanghet	Vice President
10.	Mr. Tongthai Puntian	Vice President
11.	Ms. Arthittaya Chanaroon	Finance and Accounting Director

Top 10 Shareholders as of May 8, 2023

No.	Name of Shareholders	Number of shares	% of shareholdings
1.	Sabuy Technology Public Company Limited	136,900,000	24.92
2.	Better Dreams Co., Ltd	10,7274,915	19.53
3.	Mr. Werawat Changyoo	29,700,000	5.41
4.	Mr. Ekarat Changyoo	15,448,900	2.81
5.	Ms. Darunee Leesirikun	11,953,620	2.18
6.	Thai NVDR Company Limited	9,239,212	1.68
7.	Mr. Monchai Leesirikun	8,660,000	1.58
8.	Mr. Kittinut Tikawan	8,648,400	1.57
9.	Mr. Ekarith Eaksmith	7,000,000	1.27
10.	Mr. Waravut Vuthipan	5,450,000	0.99

#### 5.5 Other Information that may materially affect the Decision of Investors

- None -

6. **Opinion of the Board of Directors of the Company relating to the Sufficiency of Cash Flow**

The Board of Directors is of the opinion that the Company's working capital is sufficient for business operations.

7. **Pending Material Lawsuits or Claims**

As of June 30, 2023, the Company and its subsidiaries do not have any dispute or involvement in any litigation or other legal action that has a negative impact on the Company's assets or a subsidiary which is more than 5 percent of the shareholders' equity according to the Company's consolidated financial statements as of June 30, 2023

8. **Interests or Connected Transactions between the Company and Directors, Management and Shareholders directly or indirectly holding shares amounting to 10 percent to more**

As of June 30, 2023, the Company has connected transactions of individuals and legal entities that may have conflicts with the Company as follows:

(1) Connected Transactions

Company	Business	Holding Structure
1. Sabuy Technology Public Company Limited	Holding company Selling automated top-up machines	Had a major shareholder of the company holding 24.92% of the Company's shares
2. Better Dreams Co., Ltd.	Holding Company (Formerly renting an ice cream machine)	Had a major shareholder of the company holding 19.525% of the Company's shares

In this regard, individuals and juristic persons who may have conflicts with the Company include:

- (a) Directors or executives of the Company
- (b) Major shareholder of the Company
- (c) Controlling person of the Company
- (d) Persons who are related by blood marital or by legally registering with the person under (a), (b) or (c), which is the father, mother, spouse, sibling, child or spouse of the child.
- (e) Any legal entity in which the person under (a), (b) or (c) holds shares or has control or has any other significant direct or indirect interest.

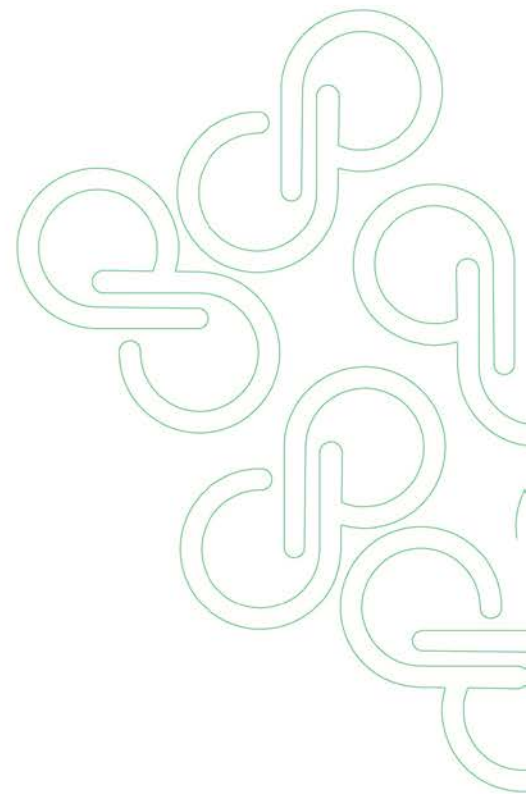
The Company has individuals and legal entities who may have conflicts with the Company for the six-month period ended June 30, 2023 as follows:

Individuals/juristic persons who may have conflicts of interest	Nature of business	Relationship
1. Mr. Sahas Treetipbut	-	<ul style="list-style-type: none"> <li>- Chairman of the Board of Directors of the Company.</li> <li>- Advisor of the Company (Information Technology)</li> </ul>
2. Mr. Ekarat Changyoo	-	<ul style="list-style-type: none"> <li>- Director and Shareholders of the Company holding shares in the proportion of 2.75 percent of the registered and paid-up capital of the Company.</li> </ul>
3. Ms. Sumana Vonggapan	-	<ul style="list-style-type: none"> <li>- Director and Chairman of the Nomination Remuneration Committee of the Company.</li> </ul>
4. Prof. Porntep Siriwanarangsun, MD., MPH., Ph.D.	-	<ul style="list-style-type: none"> <li>- Independent Director /Member of Audit Committee/ Member of the Nomination and Remuneration Committee (Resigned on March 1, 2023)</li> <li>- Advisor of SBNEXT (Cost, selling &amp; administrative and bad debt saving, process improvement) (Ends January 31, 2023)</li> </ul>
5. Dr. Supree Wongdeeprom Ph.D.	-	<ul style="list-style-type: none"> <li>- Independent Director / Chairman of Risk Management Committee/Member of Audit Committee/ Member of the Corporate Governance and Corporate Social Responsibility Committee (Resigned on February 24, 2023)</li> <li>- Advisor of SBNEXT (Marketing Strategy Development, Sales Strategies, Marketing and Sales Management Techniques, Market Growth and Maintaining Market Share Strategies) (Ends January 31, 2023)</li> </ul>
6. Mr. Kittipol Thanasit	-	<ul style="list-style-type: none"> <li>- Chief Financial Officer</li> </ul>



Individuals/juristic persons who may have conflicts of interest	Nature of business	Relationship
7. Ideal Water Co., Ltd.	Manufacture and distribute drinking water	- Group of major shareholders in common, i.e., Changyoo Family* held 100% of registered and paid up share capital of Ideal Water Co., Ltd.
8. Internet Thailand Public Company Limited	Provide internet and information technology service, distribute computer equipments and devices	- Had a director in common,i.e., Mr. Sahas Treetipbut
9. DrinkCo Co., Ltd.	Distribute water purifier, equipments and electric appliances	- Had a director in common,i.e., Mr. Ekarat Changyoo
10. Thientham Co., Ltd.	Legal service and debt collection	- Had a director in common,i.e., Mr. Ekarat Changyoo

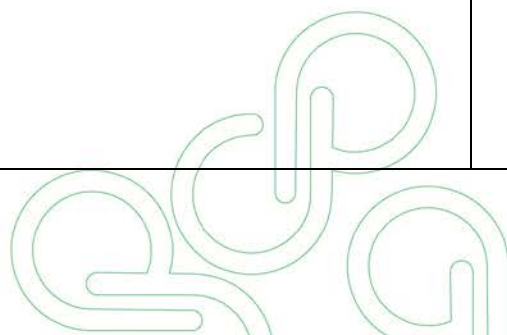
Summary of connected transactions of individuals and juristic persons that may have conflicts with the Company



Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
<b>1. Revenues from sales of goods</b>	<b>0.60</b>	<b>1.43</b>	The Company sold water purifiers to Sabuy Master Co., Ltd. and Vending plus Co., Ltd., and sold Hot and cold-water dispenser products to Softel Communication (Thailand) Co., Ltd. And Sold Drink water to SABUY Market Plus Co., Ltd. the Company's subsidiary of major shareholder, the purchase price according to the mutually agreed price. by Cost-plus pricing. which is equivalent to the price the company sells to general dealers.	Such transaction is necessary and reasonable because that is a normal business transaction.
1.1 Sabuy Master Co., Ltd.	-	0.05		
1.2 Vending Plus Co., Ltd.	0.60	1.18		
1.3 SABUY Market Plus Co., Ltd.	-	0.18		
1.4 Softel Communication (Thailand) Co., Ltd.	-	0.02		
<b>Other debtors</b>	<b>0.06</b>	<b>1.50</b>		
1.1 Sabuy Master Co., Ltd.	-	-		
1.2 Vending Plus Co., Ltd.	0.06	1.31		
1.3 SABUY Market Plus Co., Ltd	-	0.19		
1.4 Softel Communication (Thailand) Co., Ltd.	-	-		

Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
2 Revenue from building rental and utilities	0.25	0.11	The Company allows Better Dreams Co., Ltd., Ideal Water Co., Ltd. and Softel Communication (Thailand) Co., Ltd. leases the office and factory, The rental rate comparable to market price in the vicinity	Such transaction is necessary and reasonable because the office and factory buildings still have some empty space. The conditions and rental prices are in accordance with the market price.
2.1 Better Dreams Co., Ltd.	0.04	0.02		
2.2 Ideal Water Co., Ltd.	0.16	0.09		
2.3 Softel Communication (Thailand) Co., Ltd.	0.05	-		
Other debtors	-	-		
3 Consulting income	4.00	-	The Company has been a consultant in the field of e-commerce websites to DrinkCo Co., Ltd., that had common directors.	Such transaction is necessary and reasonable because the company has personnel with knowledge, expertise and experience in managing information technology systems human resources and marketing management, which is important and necessary for the business operation of the employer, have a clear, written Consultant contract. There are important conditions comparable to the consulting contract that the company made with outside consultants in general and will not disclose information to third parties.
Other debtors	4.00	4.28		

Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
4 Revenues from information system service	0.06	0.03	The Company allows Better Dreams Co., Ltd., Which had common directors leases the information system service, service work system and accounting management system.	Such transaction is necessary and reasonable because the company also provides service and storage of information technology system and be reduced costs from that service. IT security standards, including service periods and fees are clearly defined.
Other debtors	-	-		
5 Expenses from purchase of water and magnesium water	0.14	1.31	Safe Trade International Co., Ltd. was appointed by Ideal Water Co., Ltd. as a distributor to sale magnesium water to customers.  Safe Trade International Co., Ltd. purchased water from Ideal Water Co., Ltd. for selling to customers and employees and for its internal use.	Such transaction is necessary and reasonable because there are only a few manufacturers and distributors of magnesium water in Thailand. And the Safe Trade International Co., Ltd. purchased for selling to customers and employees and for its internal use.
Other debtors	0.01	0.41		

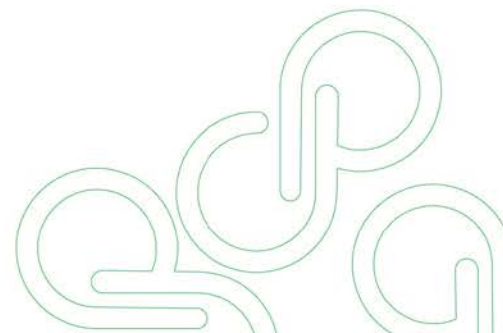


Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
6 Expenses on Advisory	3.48	1.35	The Company hired	Such transaction is necessary and reasonable because the director has expertise and experience
6.1 Mr. Sahas Treetipbut	2.40	1.20	(1) Mr. Sahas Treetipbut the Chairman of the	
6.2 Ms. Sumana Vonggapan	0.36	0.03	Board to provide advices on information	
6.3 Dr. Supree Wongdeeprom Ph.D.	0.36	0.06	technology management, human resources and marketing management.	
6.4 Prof. Porntep Siriwanarangsarn, MD.,MPH., Ph.D.	0.36	0.06	(2) Ms. Sumana Vonggapan the directors to provide advice on human Capital development, performance evaluation of management and administration and management techniques.	
Other payable	-	-	(3) Dr. Supree Wongdeeprom Ph.D. the directors to provide advice on marketing strategy development, sales strategy development, marketing and sales management techniques and market growth and maintaining market share strategies.	

Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
			(4) Prof. Porntep Siriwanarangsarn, MD.,MPH., Ph.D. the directors to provide advice on cost , selling & administrative and bad debt saving including process development.	
7 Expenses on Internet and device	2.26	1.50	The Company lease the Internet and device from Internet Thailand Public Company Limited, that had common directors for the Company's normal business operations.	Such transaction is necessary and reasonable as it to leased the Internet and related devices for the Company's normal business operations.
Other payable	0.21	0.30		
8 service expenses through the Call Center system	0.45	1.42	The Company hired Softel Communication (Thailand) Co., Ltd. the Company's subsidiary of major shareholder, selling products through the system that is experience and well as the management of technology systems.	Such transaction is necessary and reasonable Because related companies have knowledgeable personnel expertise and experience in managing information technology systems which is important and necessary for the business. The Company has entered into a call center service agreement. which has important conditions comparable to the contract that the company made with other outsiders in general.
Other payable	0.45	-		

Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
9. Expenses for labor recruitment services	-	0.25	The Company hired SABUY Alliance Co., Ltd. Which is a subsidiary of the major shareholder Management of labor recruitment for the company	Such transaction is necessary and reasonable Because related companies have knowledgeable personnel expertise and experience in recruitment and labor services which is important and necessary for the business. The Company has entered into a labor recruitment services agreement. which has important conditions comparable to the contract that the company made with other outsiders in general.
Other payable	-	0.18		
10. Loans from related parties			The Company needs a large amount of working capital and therefore borrows short-term loans from Sabuy Technology Public Company Limited schedule for repayment in September 2023 and a fixed interest rate of 6.227% per year. The interest rate is the average cost rate of the Company Group borrowing from various financial institutions and add a difference of 0.25 percent according to the	Such transaction is necessary and reasonable to be used as capital for the main business.
Beginning of the period	-	-		
Increasing	-	851.01		
(Decreasing)	-	-		
End of the period	-	851.01		
<u>Interest earned</u>				
Interest earned	-	8.01		

Particular	Transaction Value (Million Baht)		Necessity and Reason	Opinion of the Audit Committee
	Year ended as of December 31, 2022	Six - month Period ended as of June 30, 2023		
Accrued interest receivable	-	3.35	borrowing policy in the Company Group. (before such policy)	





11. Summary of Material Contracts during the past 2 years

- None –

12. Appraisal of assets by independent appraisers.

- None-

Please be informed accordingly.

Sincerely Yours,



(Mr. Waranon Kongpatimakorn)

Chief Executive Officer

Authorized Person to Disclose Information

