

SBNEXT.IR. 005/2024

15 February 2024

- Subject Invitation letter for the Extraordinary General Meeting No. 01/2024
- Attention Shareholders of Sabuy Connex Tech Public Company Limited
- Attachment
- (1) Copy of the minutes of the Annual General Meeting of Shareholders 2023
 - (2) Report Form for Capital Increase (F53-4)
 - (3) Brief information of the Independent Directors representing proxies at the 2023 Annual General Meeting of Shareholders and qualification of the Independent Director
 - (4) Guidelines for the registration and appointment of a proxy, Meeting Registration, the documentation and evidence required to be presented on the date of the meeting, Vote counting and announcement of vote results
 - (5) Company's Articles of Association relating to the shareholders' meeting
 - (6) Proxy Forms A, B, and C
 - (7) Map of the venue for the Extraordinary General Meeting No. 01/2024

The meeting of the Board of Directors of Sabuy Connex Tech Public Company Limited (the "Company") No. 3/2024 on 6 February 2024, the meeting had a resolution that the Extraordinary General Meeting No. 01/2024 will be convened on Friday, 15 March 2024 at 13.30 hrs. at Mae Nam Chao Phraya Room, 3rd Floor, Sabuy Connex Tech Public Company Limited, No. 43/9 Moo 7, Soi Chuchart Anusorn 4, Bang Talat Subdistrict, Pak Kret District Nonthaburi Province to consider the following agenda.

วาระที่ 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2023.

Facts and Reasons

The Company held the Annual General Meeting of Shareholders 2023 on 20 April 2023, and prepared the minutes of such shareholders' meeting with details as shown in the copy of the minutes of the Annual General Meeting of Shareholders 2023 in **Attachment 1**.

Opinions of the Board of Directors

The Board of Directors considered that the Annual General Meeting of Shareholders o. 2023 held on 20 April 2023 was recorded correctly and completely and deemed it appropriate to propose to the Extraordinary General Meeting No. 01/2024 of Shareholders for approval.

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

วาระที่ 2 Consider and approve the increase of the company's registered capital in the amount of 6,043,585,180 baht from the registered capital of 923,028, 535 baht to the amount of 6,966,613,715 baht by issuing additional common shares in the amount of 6,043,585,180 Shares with a par value of 1 baht per share and the amendment to the memorandum of association, section 4, to be consistent with Increasing the registered capital of the company.

Facts and Reasons

Section 136 of the PLC Act provide that a company may increase its registered capital when all issued shares have been sold and fully paid-up, or in the case where the shares have not yet been sold in full the remaining shares must be shares issued to support convertible bonds or share purchase warrants. Currently, the company has registered capital of 923,028,535 baht to the amount of 6,966,613,715 baht by issuing additional ordinary shares. 6,043,585,180 shares with a par value of 1 baht per share and the amendment to the memorandum of association, section 4, to be in line with the increase in the company's registered capital. and present it to the shareholder meeting for further consideration and approval. The said capital increase has details shown as follows. Capital increase report form (F53-4) **Attachment 1**

Details appear in Report Form for Capital Increase (F53-4), **Attachment 2**, and the Company shall amend the Memorandum of Association, of clause 4 (Registered Capital), to be in line with the increase of the Company's registered capital as follow:

“Clause 4.	Registered Capital	6,966,613,715	THB	(Six thousand nine hundred sixty-six million six hundred thirteen thousand seven hundred and fifteen baht)
	Divided into	6,966,613,715	Shares	(Six thousand nine hundred sixty-six million six hundred thirteen thousand seven hundred and fifteen baht)
	Par value	1	THB	(One Baht)
	Divided into:			

Ordinary Shares	6,966,613,715	Shares	(Six thousand nine hundred sixty-six million six hundred thirteen thousand seven hundred and fifteen baht)
Preferred Shares	-	Share	(-)"

Opinions of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose the Extraordinary General Meeting No. 01/2024 to consider and approve the increase of the Company's registered capital in amount of THB 6,043,585,180 from the registered capital of THB 923,028,535 to THB 6,966,613,715 by issuing 6,043,585,180 newly-issued ordinary shares, at a par value of THB 1, the amendment of the Memorandum of Association, clause 4. (Registered Capital), to be in line with the increase of the Company's registered capital.

The Board of Directors approved to propose to the Extraordinary General Meeting No. 01/2024 to consider and approve the assignment of the Board of Directors and/or any person assigned by the Board of Directors to register the amendment of the memorandum of association of the Company, at the Department of Business Development Ministry of Commerce, including any amendments which may be made in accordance with the registrar's order.

Vote to Pass Resolution

This agenda must pass a resolution of approval with the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

วาระที่ 3 Consider approving the allocation of additional common shares to existing shareholders in proportion to their shareholding.

Facts and Reasons

According to Agenda 2 (in case approval has been obtained from the meeting of shareholders) Company allocation of additional ordinary shares of the Company in an amount not exceeding 6,043,585,180 shares with a par value of 1 baht per share to existing shareholders in proportion to their shareholding. including delegation of authority The Company's Board of Directors and/or persons assigned by the Board of Directors have the authority to perform various actions related to the allocation of additional common shares, and to be presented to the shareholder meeting for further consideration and approval. The allocation of such additional common shares has details shown in the capital increase report form (F53-4),

Attachment 2

Opinions of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose to the Extraordinary General Meeting No. 01/2024 to consider and approve the allocation of newly issued ordinary shares not exceeding 6,043,585,180 shares, at a par value of THB. given to existing shareholders in proportion to their shareholding, including granting authority to the Board of Directors and/or persons assigned by the Board of Directors to have authority to perform various actions related to the allocation of additional common shares according to the details appearing in the capital increase report form (F53 -4)

Vote to Pass Resolution

This agenda must pass a resolution of approval with a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

วาระที่ 4 To consider other matters (if any)

Facts and Reasons

The proposal for this agenda is to allow the shareholders to express their question, discuss and/or propose to the Board of Directors and/or management on the matters other than the agendas proposed above. However, if the shareholders desire to raise other matters which need to be considered and approved by the Shareholders' Meeting, it shall be in accordance with the condition prescribed in Section 105 of the PLC Act, which provides that "When the meeting finished considering the matters specified in the invitation letter, the shareholders holding shares of not less than one-third of the total number of subscribed shares may request the meeting to consider other matters in addition to those specified in the invitation letter."

Opinions of the Board of Directors

The Board of Directors deems appropriate to remain this agenda for the shareholders to question and/or express their opinion on any issues without voting. In such case, if the shareholders desire to consider and cast the vote, it shall comply with the conditions of the law above.

Therefore, all shareholders are cordially invited to attend the 2022 EGM of Shareholders on Friday, 15 March 2024 at 13.30 hrs. at Chao Phraya River Meeting Room, 3rd Floor, Sabuy Connex Tech Public Company Limited, No. 43/9 Moo 7, Soi Chuchart Anusorn 4, Bang Talat Subdistrict, Pak Kret District Nonthaburi Province in unison. The map of the venue of the Extraordinary General Meeting No. 01/2024, details are shown in Attachment 7. In the event that the Company may amend the method of holding the meeting or the date, time and place of the meeting and cannot notify the shareholders in advance according to the time specified by laws, the Company will disclose such changes through the information disclosure

system of the Stock Exchange of Thailand (SET) and/or on the Company's website, including other channels for shareholders to know in advance.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please execute Proxy Form C, as set out in Attachment 6. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in Attachment 3 to attend the meeting and cast votes on his or her behalf. The shareholders can send identity verification documents and proxy form to the company within 14 March 2024 by sending to

- Email Address: ir@tsrplc.com
- Send by registered mail to: Investor Relations Department, Sabuy Connex Tech Public Company Limited, 43/9 Moo 7 Soi Chuchart Anusorn 4, Bang Talat Sub-district, Pak Kret District, Nonthaburi 11120

In addition, foreign shareholders who have appointed the Custodian to keep their shares in the custody, can record their voting information according to Proxy Form C in e-Proxy Voting system of the Thailand Securities Depository Company Limited (TSD). The record of such information can be made in advance until 14 March 2024 (1 day before the meeting date) until 5 p.m.

Shareholders can submit recommendations or questions in advance of the 2023 Annual General Meeting of Shareholders via the following channels:

- Email Address: ir@tsrplc.com
- Send by registered mail to: Investor Relations Department, Sabuy Connex Tech Public Company Limited, 43/9 Moo 7 Soi Chuchart Anusorn 4, Bang Talat Sub-district, Pak Kret District, Nonthaburi 11120

The Company will conduct the meeting in accordance with Section 6 of its Articles of Association on shareholders' meetings. The details of the Articles of Association are set out in Attachment 5. The shareholders are advised to study the Guidelines for the registration and appointment of a proxy, Meeting

Registration, the documentation and evidence required to be presented on the date of the meeting, Vote counting and announcement of vote results as set out in Attachment 4.

The Company has set 22 February 2024 to be the date for determining the names of shareholders entitled to attend the shareholders' meeting and vote.

Your sincerely,

(Mr. Lersuk Chuladesa)

Chairman of The Board of Directors

