



AP (THAILAND) PCL.

NEWS RELEASE

No. 13/2024

30th July 2024

Subject: (Revision) Disposition of Assets and Rights Related to the Learning Service Business of SEAC.
To: Director and Manager
The Stock Exchange of Thailand

AP (Thailand) Public Company Limited (“AP”) would like to inform you that SEAC Leadavation Center Co., Ltd. (the “Company”), a subsidiary wholly owned 99.52% by Asian Property Co., Ltd., has entered into an agreement for the disposal of partial assets and rights related to the learning service business (“Learning Services”) with BTS Business Consulting (Thailand) Co., Ltd. (the subsidiary of BTS Group in Sweden) operates consulting and learning businesses. The Company has delegated the power to the Executive Committee to consider and make a final decision on such matters. Details are as follows:

Transaction Date: July 30th, 2024.

Parties:

Seller: The learning service business of SEAC,
SEAC Leadavation Center Co., Ltd.

Buyer: BTS Business Consulting (Thailand) Co., Ltd.

Relationship between the Parties:

The Seller and the Buyer have no relationship and are not categorized as connected persons in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551, Re: Rules on Connected Transactions and the Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Actions of Listed Company on Connected Transactions B.E. 2546.

General Characteristics of the Transaction:

The Seller has sold the assets, debts, some staffs, and rights related to the learning service business, which include part of the office and office supplies used for the Learning Services, along with certain intellectual property rights, and the transfer of customers and partners. As a result, the Learning Services business has been transferred to the Buyer.



Total Value of the Consideration and Criterion for Determining the Total Value of the Consideration:

The total purchase price shall be approximately 7 – 7.5 million USD excluding VAT. This value and pricing calculation will be determined through negotiations between the Buyer and the Seller under the terms of the Agreement.

The purchase price is higher than the book value as of June 30th, 2024. Payment shall be made in THB, referring to the weighted-average interbank exchange rate (Baht/USD) as specified on the Bank of Thailand's website three days average prior to the transaction date.

The aforementioned transaction is regarded as a disposal of asset transaction according to the Notification of the Capital Market Supervisory Board: Rules on Significant Transactions Constituting Acquisition or Disposition of Assets. The size of the transaction having been calculated on the basis of “Net Tangible Assets”, which is equal to 0.313%, as a highest value.

Moreover, the company has three transactions from previous acquisition and disposal of assets occurred during a period of 6 months, details as follows;

1. According to letter no. 7/2024, dated on 7th May 2024, the transaction size is 1.283%
2. According to letter no. 10/2024, dated on 11th June 2024, the transaction size is 0.006%
3. According to letter no. 11/2024, dated on 11th June 2024, the transaction size is 0.01%

The accumulative size of the total acquisition and disposal of assets transactions of the Company are equal to $0.313\% + 1.283\% + 0.006\% + 0.01\% = 1.612\%$ Such transactions are less than 15%, therefore the Company has no obligation to disclose the information on its entry into the transactions to the Stock Exchange of Thailand.

Please be informed accordingly.

Sincerely yours,
AP (Thailand) Public Company Limited.

/s/

(Mr. Pramart Kwanchuen)

Corporate Secretary