

(Translation)

No. PEER 070/2024

14 August 2024

Subject: Sale of 70 Percent of Ordinary Shares in One to One Professional Company Limited, which is a Disposal of a Subsidiary

Attention: Director and Manager
The Stock Exchange of Thailand

Peer For You Public Company Limited (the “**Company**”) would like to report the resolution of the Board of Directors Meeting No. 14/2024 held on 13 August 2024, which approved the sale of 5,600,000 ordinary shares equivalent to 70 percent of the total shares in One to One Professional Company Limited (“**OTP**”), which is a subsidiary of the Company (“**Sale Shares**”) to 2 purchasers, i.e. SKY ICT Public Company Limited (“**SKY**”) and Turnkey Communication Services Public Company Limited (“**TKC**”) according to the details below.

No.	Purchaser	Sale Shares (Shares)	Shareholding Percent in OTP
1.	SKY	3,600,000	45%
2.	TKC	2,000,000	25%
	Total	5,600,000	70%

Purchase prices to be paid by SKY and TKC are below.

No.	Purchaser	Purchase Price (THB)
1.	SKY	102,407,150.82
2.	TKC	56,892,861.57
	Total	159,300,012.39

The Company, SKY, and TKC already signed the Share Purchase Agreement relating to shares in OTP on 13 August 2024, and expected that the sale and purchase of the Sale Shares will be completed by 30 August 2024. After the completion of the sale and purchase of the Sale Shares, the shareholding structure in OTP and the rights to nominate director(s) to serve positions in OTP for each shareholder will be as follows:

No.	Shareholder	Sale Shares (Shares)	Shareholding Percent in OTP	Number of nominated director(s) (Person)
1.	SKY	3,600,000	45%	3
2.	The Company	2,400,000	30%	1
3.	TKC	2,000,000	25%	1
	Total	8,000,000	100%	5

In this regard, the sale of the Sale Shares will result in OTP no longer being a subsidiary of the Company and the Company will no longer have the control over OTP.

This transaction is not considered as a connected transaction which is required to comply with the relevant Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 (2008) Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of

Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended). In addition, after considering the transaction size, the transaction falls under the disclosure requirement of the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 (2008) 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 Assets B.E. 2547 (2004) (as amended), details as follows:

Calculation of the Transaction Size

Calculation Criterion	Calculation Method	Calculation (THB thousands)	Transaction Size (%)
1. The net tangible asset (NTA) value criterion	$\frac{\text{NTA of the assets disposition} \times \text{Proportion of assets sales} \times 100}{\text{NTA of the Company}}$	$\frac{42,502 \times 70 \times 100}{1,072,180}$	2.77
2. The net profit from operating results criterion	$\frac{\text{Net profit of the assets disposition} \times \text{Proportion of assets sales} \times 100}{\text{Net profit from operating results of the Company}^1}$	Not applicable due of the company's profits are negative.	
3. The total value of consideration criterion	$\frac{\text{Total value of consideration} \times 100}{\text{Total assets of the Company}}$	$\frac{159,300 \times 100}{1,581,014}$	10.08
4. The equity shares issued as consideration for the assets criterion	$\frac{\text{Equity shares issued as consideration for the assets} \times 100}{\text{Paid-up shares of the company}}$	Not applicable as the Company is not issuing equity as consideration for the assets.	

The aggregated size of the Company's other dispositions of assets within the past six months including this transaction calculated based on the total value of consideration basis, which gives the highest transaction value, is equivalent to 10.08 percent. This is because the size of the transaction is less than 15 percent. In addition, The Company must prepare a report and disclose information regarding the Company's entering into such transactions to the Stock Exchange of Thailand

Please be informed accordingly.

Sincerely yours,



(Mr. Chirayu Chueyam)

Chairman of the Executive Committee and Chief Executive Officer

¹ Net profit from operating results of the Company is calculated from Financial statements for the past four quarters.