

(Translation)

No. PEER 070/2024

13 August 2024

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

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%
	<b>Total</b>	<b>5,600,000</b>	<b>70%</b>

Note: The price is 28.45 baht per share.

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

No.	Purchaser	Purchase Price (THB)	Consideration for the Share Purchase
1.	SKY	102,407,150.82	1) THB 90,000,000; and 2) Cash equivalent to 45% of net working capital of OTP as of June 30, 2024, which equivalent to THB 12,407,150.82. ultimate shareholders
2.	TKC	56,892,861.57	1) THB 50,000,000; and 2) Cash equivalent to 25% of net working capital of OTP as of June 30, 2024, which equivalent to THB 6,892,861.57.
	<b>Total</b>	<b>159,300,012.39</b>	

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 iP 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
	<b>Total</b>	<b>8,000,000</b>	<b>100%</b>	<b>5</b>

#### Basis Used to Determine the share's price

The basis used to determine the share's price agreed upon by the Company and the buyers . Additionally, the selling price is the result of negotiation, and it is higher than the price estimated by the Financial Advisory of the Company who is using the DCF method.”

#### Expected Benefits to the Company

Collaborating with partners who have expertise in communication technology will promote OTP's business potential. and increase higher business value Including creating returns and benefits for all shareholders of the Company in the long term.

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. After selling shares the Company still has the status of an Operating Company because the company has transferred some customers to OTP to manage, except for some customers who cannot be transferred. Due to certain conditions, such as government customers, new customers will be under the management of OTP.

The funds received from the sale of OTP shares will be used to support expansion of investment in new businesses. and continue to use it as the Company's working capital.

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 and the Company is Seller.	

The total transaction 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

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