



No. OTO 041/2024

March 29, 2024

Subject Invitation of the 2024 Annual General Meeting of Shareholders

To: Shareholders of Peer For You Public Company Limited

- Attachment
1. A Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024
 2. 2023 Annual Report (56-1 Form One Report) and the financial statements for the year ended December 31, 2023 (QR Code)
 3. List and profiles of directors due to retire by rotation and nominated for reappointment for another term
 4. Qualification of the Independent Director
 5. Details of remuneration of the Board of Directors and the Sub-Committee for the year 2024
 6. Background of the Auditors for the year 2024
 7. Articles of Association in relation to the Shareholders' Meeting
 8. Proxy Forms
 9. Details of Independent Director who can be proxy by the Shareholders to attend the 2024 Annual General Meeting of Shareholders
 10. Notification form of intent the meeting via electronic media
 11. Guidelines for attending shareholder meetings
 12. Electronic meeting attendance chart
 13. Form to request annual report (Form 56-1 One Report) in booklet format
 14. Manual for attending shareholder meetings via electronic media (E-AGM)
 15. Notice of personal data protection for shareholder meetings

The Board of Directors of Peer For You Public Company Limited (the "**Company**") has resolved to convene the 2024 Annual General Meeting of Shareholders on April 23, 2024 at 2:00 p.m. through electronic media (E-AGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related laws and regulations, broadcasting from the meeting room, 12th Floor, Software Park Building, 99/23 moo 4, Chaengwattana Road, Klongklua, Pakkred, Nonthaburi. with the following agenda items:

Agenda 1 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024

Facts and reasons

The minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 which was held on February 19, 2024 were prepared within 14 days from the meeting date and was sent to the Stock Exchange of Thailand (the “SET”) and Ministry of Commerce within the time required by law. The minutes were publicly disclosed on the Company’s website (www.onetooonecontacts.com) from March 4, 2024 as per the details in ***Attachment 1***. Moreover, the Company had provided the right to all shareholders to send any issues or objection on such minutes, however, there is no shareholders opposed.

The Board’s Opinion

The Board of Directors considered the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 were correctly recorded and in accordance with the resolutions of the shareholders’ meeting. It was deemed appropriate to propose to the meeting Shareholders acknowledge.

Voting This agenda item is for acknowledgment and thus no resolution is required.

Agenda 2 To acknowledge the Company’s operating results for the year 2023

Facts and reasons

In order to comply with Article 34 of the Company’s Articles of Association which requires the annual general meeting of shareholders to consider and acknowledge the report of the Board of Directors which presented the Company’s business for the past year. Therefore, the Company had collected the important matters including the Company’s operating results for the year 2023 in the 2023 Annual Report (56-1 Form One Report), which was publicly disclosed on the Company’s website www.onetooonecontacts.com and the 2023 Annual Report (56-1 Form One Report) is also available to download through the QR Code as follows:



The Board’s Opinion

The Board of Directors has considered the Company’s operating results for the year 2023 to be correct with sufficient disclosure of information. Thus, it is appropriate to propose to the Shareholders’ Meeting to acknowledge the Company’s operating results for 2023.

Voting This Agenda is for acknowledgement and does not require voting.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2023

Facts and reasons

In order to comply with Section 112 of the Public Limited Company Act, B.E. 2535 (1992) (including its amended) (the "Public Limited Company Act") and Article 34 and 37 of the Company's Articles of Association which requires the Board of Directors to prepare the financial statement (balance sheet) and profit and loss of the Company as at the end of the fiscal year in order to propose to the annual general meeting of shareholders for the approval whereby the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the shareholders' meeting. In this regard, the Board of Directors and the Audit Committee considered the financial statement for the year ended on December 31, 2023 which has been audited by the Company's auditor, and opined that it is correct and complete in accordance with Thai Financial Report Standards as shown in the **Attachment 2**, the category of "financial statement" of the 2023 Annual Report (56-1 Form One Report), which is summarized as follows:

The Board's Opinion

The Board of Directors and Audit Committee considered that the Company's financial statements for the year ended December 31, 2023, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Report Standards. Thus, it is appropriate to propose to the Shareholders' Meeting to approve the Company's financial statements for the year ended December 31, 2023.

Voting This resolution must be passed by a majority of votes of the Shareholders who attend the meeting and casting their votes

Agenda 4 To consider and approve the non-appropriation of legal reserves and the omission of dividend payment due to the Company's operating results in 2023

Facts and reasons

According to the Public Limited Company Act and Article 40 of the Company's Articles of Association, the Company is required to appropriate a part of the annual net profit as a reserve at not less than 5 percent of the annual net profit, less any accumulated loss brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

The Company has the dividend policy to pay the dividend to the shareholders of not less than 50 percent of net profit after deduct every types of the reserve in the Company's Articles of Association and the laws. However, such dividend payment will depend on the investment plans and business expansion, as well as the necessity and appropriateness in the future.

In relation to the consideration of dividend payment derived from the profit, the disposition of investment or cost of fixed assets of the Company or its subsidiaries, such consideration shall upon the determination of the Executive Committee

and the Board of Directors. Therefore, it will consider from the investment plans and business expansion, as well as the necessity and appropriateness in the future. The dividend payment of the Company's subsidiary shall take the same policy of the Company.

Legal reserve

รายละเอียด	ปี 2566	ปี 2565	ปี 2564	ปี 2563	ปี 2562
1. กำไร (ขาดทุน) สุทธิ	(462,914,519)	(134,746,147)	31,371,868*	(58,504,585)	37,092,151
2. จัดสรรทุนสำรองตามกฎหมาย	งดตั้งสำรอง	งดตั้งสำรอง	1,600,000	-	1,900,000
3. คิดเป็นร้อยละของกำไร (ขาดทุน) สุทธิ (%)	-	-	5.10	-	5.12
4. ทุนจดทะเบียน (ชำระแล้ว)	793,236,509	559,999,995	559,999,995	280,000,000	280,000,000
5. ทุนสำรองตามกฎหมายสะสม	28,700,000	28,700,000	28,700,000	27,100,000	27,100,000
6. คิดเป็นร้อยละของทุนจดทะเบียน (%)	-	-	5.12	9.68	9.68

* กำไรสุทธิหลังหักขาดทุนสะสม ในงบการเงินเฉพาะกิจการของบริษัท

Dividend payment

รายละเอียด	ปี 2566	ปี 2565	ปี 2564	ปี 2563	ปี 2562
1. กำไร (ขาดทุน) สุทธิ (บาท)	(462,914,519)	(134,746,147)	31,371,868*	(58,504,585)	37,092,151
2. จำนวนหุ้น (หุ้น)	793,236,509	559,999,995	559,999,995	280,000,000	280,000,000
3. รวมเงินปันผลประจำปี (บาท/หุ้น)	-	-	-	0.82	0.13
- เงินปันผลระหว่างกาลครั้งที่ 1	-	-	-	0.02	0.03
- เงินปันผลระหว่างกาลครั้งที่ 2	-	-	-	0.80	0.10
- เงินปันผลงวดสุดท้าย เพิ่มเติม	-	-	-	-	-
4. รวมเป็นเงินปันผลจ่ายทั้งสิ้นประมาณ	งดจ่ายเงินปันผล	งดจ่ายเงินปันผล	งดจ่ายเงินปันผล	229,600,000	36,400,000
5. อัตราส่วนการจ่ายเงินปันผล (%)	-	-	-	(392.45)	98.13

* กำไรสุทธิหลังหักขาดทุนสะสม ในงบการเงินเฉพาะกิจการของบริษัท

The company's operating results for the year ending on December 31, 2023, the company had a net operating loss. According to the consolidated financial statements, 447.32 million baht and there was a net loss according to the separate financial statements. 462.91 million baht. Therefore, the company is unable to pay dividends from operations for the year 2023 and must refrain from allocating net profits as legal reserves.

The Board's Opinion

The Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the non-appropriation of legal reserves and the omission of dividend payment due to the Company's operating loss.

Voting This resolution must be passed by a majority of votes of the shareholders who attend the meeting and casting their votes

Agenda 5 To consider and approve the appointment of the Company's directors to replace those whose terms are ending by rotation

Facts and reasons

According to the Public Limited Company Act and Article 16 of the Company's Articles of Association which require that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. Therefore, there are three directors listed below who are retired by rotation.

1. Mr. Supreedee Nimitkul
2. Ms. Natenapa Pusittanont
3. Mr. Issara Rounsuk-udom

The Nomination and Remuneration Committee except the directors who have conflict of interest has considered selecting candidates eligible to be nominated as directors as prescribed by law, the Company's Articles of Association, and the nomination policy for directors and executives as set out in the Company's corporate governance policy by determined the retiring directors namely: (1) Mr. Supreedee Nimitkul (2) Ms. Natenapa Pusittanont (3) Mr. Issara Rounsuk-udom to reappoint as the director for another terms. Such directors are fully qualified under the Public Limited Companies Act and have knowledge, competency, and experience in the relevant business of the Company which can be utilized to the operation of the Company more efficiency. Mr. Supreedee Nimitkul and Ms. Natenapa Pusittanont have the qualification to be the independent director and the Board of Directors has considered and opined that such person is capable of performing his functions and offering his opinions independently without the control of the Executive and a majority shareholders of the Company, and has the qualification in according to relevant regulations. In this regard, the directors involved were not involved in considering this agenda and there were no shareholders to propose persons to be considered as directors this time.

The Board's Opinion

The Board of Directors considered with consultation from the Nominating and Compensation Committee with careful consideration to ensure the nominated persons are qualified for the Company's business. Thus, it is deemed appropriate

to propose to the Shareholders' Meeting to approve the appointment of 3 directors whose terms have expired to return to serve as directors for another term according to the following list

1. Mr. Supreedee Nimitkul
2. Ms. Natenapa Pusittanont
3. Mr. Issara Rounsuk-udom

Mr. Supreedee Nimitkul and Ms. Netnapa Phusittanon are qualified as independent directors. The committee has considered that the said person is able to express opinions independently and in accordance with relevant criteria. In this regard, the directors involved were not involved in considering this agenda. And there were no shareholders to propose persons to be considered as directors this time.

Voting This resolution must be passed by a majority of votes of the shareholders who attend the meeting and casting their votes

Agenda 6 To consider and approve the remuneration of the Board of Directors and Subcommittees for 2024

Facts and reasons

The Company set the remuneration for the Board of Directors and Sub-committees policy with transparency and clear, which the remuneration is set in the same level of the same type of business industry and is deemed appropriately with the duties and responsibility of each directors. The directors who are responsible for an additional duties and responsibilities in the Sub-committee, will received an additional remuneration due to the amount of the more responsibility of works. The Nomination and Remuneration Committee will determine the initial remuneration and propose the information to Board of Directors Meeting for consideration before propose to the shareholders meeting for an approval.

The details for scope of work of the Board of Directors, and the Sub-Committee could be seen in the 2023 Annual Report (56-1 Form One Report) in the "Corporate governance structure" under the topic of "Information on the Board of Directors" and "Sub-committees".

The Nomination and Remuneration Committee has deliberately considered the remuneration of directors and the sub-committee for an appropriateness and comparing with the same type of business industry including the business expansion and the Company's business growth, and thus deemed it appropriate to propose for an approval of the remuneration of the Board of Directors and Sub-committees for 2024 in the amount not exceeding THB 4,000,000, which is equal to the last year, consisting of the meeting allowance for each meeting participated of the Board of directors and Sub-committees, and bonus without other benefits. The meeting allowance for each meeting participated of directors was proposed at the same amount as previous year as follows:

Unit: THB

Meeting allowance (per Meeting)	Chairman	Director
Board of Directors	20,000	10,000
Audit Committee	20,000	10,000
Corporate Governance Committee	15,000	10,000
Nomination and Remuneration Committee	15,000	10,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee, the Sustainable Development Committee and the Investment Committee.

*Criteria for considering director's bonus

1. *The director's bonus shall not exceeding 2% of the net profit according to the consolidated financial statements. In this regard, the consideration shall mainly consider on the profit from normal business operations of the Company or the directors' bonus shall not exceeding 2% o of annual dividend payment whichever is greater;*
2. *The calculation of the director's bonus and the meeting allowances and other remunerations given to directors for the whole year shall not exceed the amount approved by the general meeting of shareholders;*
3. *Directors' bonus will be allocated to directors by the chairman will receive at the rate of 1.25 parts to 2 parts (by the Nomination and Remuneration Committee to consider as appropriate), while other directors will receive at the rate of 1 part per person.*
4. *Directors who are entitled to receive the directors' bonus must hold office until the date that the Board of Directors has approved the annual remuneration payment by considering the proportion of attendance throughout the year.*

The Board's Opinion

The Board has considered the recommendations of the Nomination and Remuneration Committee and has deemed it appropriate to propose to the shareholder meeting to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024 within the amount not exceeding 4,000,000 baht, the same as last year. According to the details presented above

Voting

This resolution must be passed by votes of not less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

Agenda 7 To consider and approve the appointment of the Company's audit and audit fee for 2024

Facts and reasons

In order to comply with Section 120 of the Public Limited Companies Act and Article 36 of the Company's Articles of Association which requires that the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinion on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

The Audit Committee has selected auditors and determined the audit fee for the year 2024, working with the management in considering the qualifications of the auditors. Taking into account reliability independence and experience in the performance of the auditor's work. Including appropriate audit fees. Therefore, it is considered appropriate to propose to the Board of Directors to consider and present to the shareholder meeting to consider appointing an auditor from Dharmniti Auditing Company Limited to be the Company's auditor for the year 2024. By designating one of the following auditors to audit and express opinions on the company's financial statements. According to the following list

<i>List of auditors</i>	<i>Certified Public Accountant No.</i>	<i>Number of years of auditing for the company</i>
<i>1. Mr. Thanawut Phibunsawat</i>	<i>6699 and/or</i>	<i>Never been the company's auditor</i>
<i>2. Miss Wannisa Ngambuathong</i>	<i>6838 and/or</i>	<i>Never been the company's auditor</i>
<i>3. Miss Pojanarat Siripipat</i>	<i>9012 and/or</i>	<i>Never been the company's auditor</i>
<i>4. Miss Rungnapa Saengchan</i>	<i>10142 and/or</i>	<i>Never been the company's auditor</i>
<i>5. Miss Techinee Phonpenpob</i>	<i>10769</i>	<i>Never been the company's auditor</i>

Auditors listed above no relationship and/or have a vested interest in the company/subsidiary, executives, major shareholders or those related to such persons in any way. There is independence in the audit and express opinions on the company's financial statements. In addition, Dharmniti Auditing Company Limited is a company that is recognized both domestically and internationally. In addition, the Audit Committee has considered and approved the annual audit fee proposal. 2024, amount of 2,860,000 baht. The company will arrange for the subsidiary to appoint an auditor from the same office to be the auditor of the subsidiary. There is information comparing the company's audit fees and subsidiaries as follows:

Company	Amount
Peer For You Public Company Limited	2,860,000
<u>Subsidiary</u>	
Peer For All Co., Ltd.	130,000
Nestify Co., Ltd.	400,000
One To One Professional Co., Ltd.	270,000
Inno Hub Co., Ltd.	90,000
EV Click Co., Ltd.	130,000
Happy Products and Service Co., Ltd.	380,000
Total audit fees included	4,260,000

The Board's Opinion

The Board of Directors with the advice of Audit Committee considered it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of Mr. Thanawut Phibunsawat Certified Public Accountant No. 6699 and/or Miss Wannisa Ngambuathong Certified Public Accountant No. 6838 and/or Miss Pojanarat Siripipat Certified Public Accountant No. 9012 and/or Miss Rungnapa Saengchan Certified Public Accountant No. 10142 and/or Miss Techinee Phonpenpob Certified Public Accountant No. 10769, any one of the following auditors from Dharmniti Auditing Company Limited to be the Company's auditor for the year ended December 31, 2024. In the event that the aforementioned auditors are unable to perform their duty, Dharmniti Auditing Company Limited shall assign other certified auditors to audit and inspect the Company's financial statements on behalf of the such auditors, and agreed to propose to the Shareholders' Meeting to determine the audit fee for the year 2024 in the amount of THB 2,860,000

Voting This resolution must be passed by a majority of votes of the Shareholders who attend the meeting and casting their votes.

Agenda 8 To consider and approve the amendment to the Company's Articles of Association, Article 14

Facts and reasons

To be consistent with the Public Limited Companies Act, B.E. 2535, Section 67, which stipulates that the company must have a board of directors to conduct the business of the company, consisting of at least 5 (five) directors, and not less than half of the total number of directors must be residents who are in the Kingdom. Therefore, the management has proposed amending the Company's Articles of Association, Section 14, which stipulates that the Company shall have a Board of Directors of not less than 7 (seven) people, amending it to 5 (five) people as follows.

The Board's Opinion

The committee has considered it is deemed appropriate to propose to the shareholder meeting to consider and approve the amendment to the Company's Articles of Association, Article 14.

Company regulations that are requested to be amended

Existing Articles of Association	Amended Articles of Association
<p>Article 14. The company shall have a board of directors of not less than <u>7 people</u> and directors of not less than half of the total number of directors. Must have residence in the Kingdom And the company's directors must have the qualifications required by law.</p>	<p>Article 14. The company shall have a board of directors of not less than <u>5 people</u> and directors of not less than half of the total number of directors. Must have residence in the Kingdom And the company's directors must have the qualifications required by law.</p>

Additionally, The Board of Directors deemed it is appropriated to propose to the shareholders' meeting for consideration and approval of authorization to the Chief Executive Officer. and/or any other person appointed by the Chief Executive Officer has the authority to register amendments to the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action to comply with the registrar's orders in order to complete the registration process.

Voting This resolution must be approved by votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 9 Other business (if any)

The Company has scheduled the record date for determining the shareholders who have the right to attend the 2024 Annual General Meeting of the Shareholders at March 29, 2024 (Record Date), and the Company provide an opportunity to the minority shareholders to propose matters for inclusion as the meeting agenda from September 30, 2023 to December 31, 2023. It appeared that there is none of the minority shareholders proposed matters to be included in the meeting agenda to the Company.

If the shareholders intend to send any questions before the meeting date, the shareholders can send the questions at website of the Company (www.onetonecontacts.com) under the topic of “ Investors Relation” of “ Information of Shareholders” and in the subject of “ sending of question and proposing agenda before the 2024 Annual General Meeting” or via E-Mail: CorporateSecretary@peerforyou.co.th

The Company hereby invite the shareholders to attend the 2024 Annual General Meeting through Electronic medias (E-AGM) on the day and time as specified on the first page of this invitation, the Company will open the registration at 12.30 p.m.



In the case of the shareholders cannot attend the meeting by themselves and wish to appoint any person to attend and vote at this meeting, please fill out the details and signs in the proxy form as in the **Attachment 8** which the shareholders can choose the proxy such as the independent director of the Company as the name listed with the details in the **Attachment 9** and if other shareholders attend the meeting through electronic media (E-AGM), the Company required the shareholder or proxy to send registration form of the 2024 Annual General Meeting through electronic media (E-AGM) and the identify documents to E-mail: CorporateSecretary@peerforyou.co.th Within April 19, 2024

In this regard, the details and instruction to the 2024 Annual General Meeting through Electronic Medias (E-AGM) is in the **Attachment 14** and website of the Company www.onetoonecontacts.com in the information of investor relation.

Sincerely yours,

A handwritten signature in blue ink, appearing to read 'Chirayu Chueyam', is written in a cursive style.

(Mr. Chirayu Chueyam)

Chairman of the Executive Committee and Chief Executive Officer

Company Secretary

Telephone no. 02-6851591