



No. PEER 028/2025

April 2, 2025

Subject: Invitation of the 2025 Annual General Meeting of Shareholders

To: Shareholders of Peer For You Public Company Limited

- Attachment:
1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders
 2. QR Code of the 2024 Annual Report (Form 56-1 One Report)
 3. Information of the proposed directors in replacement of those retired by rotation
 4. Qualification of the Independent Director
 5. The remuneration of the Board of Directors and Committees for 2025
 6. Information of the proposed auditors for 2025
 7. Company's Articles of Association relating to the Shareholders Meeting
 8. Proxy Forms
 9. Information of independent directors who may be appointed as proxy in the 2025 Annual General Meeting of Shareholders
 10. Acceptance for the invitation of online meeting
 11. Rules for attending the shareholders' meeting via electronic media (E-AGM)
 12. Electronic Meeting Flowchart
 13. Requisition Form for the 2024 Annual Report (Form 56-1 One Report)
 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 2025 Annual General Meeting of Shareholders on April 29, 2025 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 944 Mitrtown Office Tower, 28th Floor, Units 2807-2810, Rama 4 Road, Wangmai, Pathumwan Bangkok 10330 with the following agenda items:

Agenda 1 To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2024.

Facts and Rationale: The minutes of the 2024 Annual General Meeting of Shareholders which was held on April 23, 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.onetooncontacts.com (formerly) and www.peerforyou.co.th from May 7, 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 Annual General Meeting of Shareholders for the year 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 2024

Facts and Rationale: 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 2024 in the 2024 Annual Report (56-1 Form One Report), which was publicly disclosed on the Company's website www.peerforyou.co.th and the 2024 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 2024 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 2024.

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, 2024

Facts and Rationale: 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, 2024 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 2024 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, 2024, 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, 2024.

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 2024

Facts and Rationale: 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 deducting every type 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

Details	2024	2023	2022	2021
1. Net Profit (Loss)	(104,405,031)	(462,914,519)	(134,746,147)	31,371,868*
2. Legal Reserve Allocation	No Reserve Allocation	No Reserve Allocation	No Reserve Allocation	1,600,000
3. Percentage of Net Profit (Loss) (%)	-	-	-	5.10
4. Registered (Paid-up) Capital	1,054,927,479	793,236,509	559,999,995	559,999,995
5. Accumulated Legal Reserve	28,700,000	28,700,000	28,700,000	28,700,000
6. Percentage of Registered Capital (%)	-	-	-	5.12

* Net Profit After Deducting Accumulated Loss in the Company's Separate Financial Statements

Dividend payment

Details	2024	2023	2022	2021
1. Net Profit (Loss) (Baht)	(104,405,031)	(462,914,519)	(134,746,147)	31,371,868*
2. Number of Shares (Shares)	1,054,927,479	793,236,509	559,999,995	559,999,995
3. Total Annual Dividend (Baht/Share)	-	-	-	-
- Interim Dividend	-	-	-	-
- Final Dividend	-	-	-	-
4. Total Dividend Payment (Approx.)	No Dividend Payment	No Dividend Payment	No Dividend Payment	-
5. Dividend payout ratio (%)	-	-	-	-

* Net Profit After Deducting Accumulated Loss in the Company's Separate Financial Statements

The company's performance for the year ending December 31, 2024, the company reported a net loss of 165.72 million baht according to the consolidated financial statements, and a net loss of 104.40 million baht according to the separate financial statements. Therefore, the company is unable to distribute dividends from the operations of the year 2024 and has decided to suspend the allocation of net profit to the legal reserve.

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 Rationale: In accordance with Section 71 of the Public Limited Companies Act and Article 16 of the company's regulations, stipulate that in every annual general meeting, one-third (1/3) of the directors must retire by rotation. If the number of directors to be divided into three equal parts is not possible, the number closest to one-third will retire. The directors who must retire in the first and second years after the company's registration will be decided by a draw to determine who will leave. For the subsequent years, the director who has served the longest will retire. The director who leaves the position may be re-elected to serve another term. In the 2025 Annual General Meeting of Shareholders, there are 3 directors who are required to retire by rotation, as follows:

1. Mr. Priyong Teerasathain (Independent director)
2. Mr. Chirayu Chueyam
3. Mr. Prapat Yorkhant

The Nomination and Remuneration Committee, after careful consideration and without any directors with a vested interest, reviewed the qualifications of the aforementioned 3 individuals. The committee concluded that these individuals possess the necessary knowledge, skills, experience, and expertise beneficial to the company's operations. Additionally, they meet the qualifications required and are not disqualified under the Public Limited Companies Act, the Securities and Exchange Act of 1992, and related regulations. Therefore, the committee deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders for approval of the reappointment of these 3 directors who are required to retire by rotation to continue serving for another term.

The Board's Opinion The Board has carefully reviewed and considered the recommendation of the Nomination and Remuneration Committee, ensuring that the individuals nominated for reappointment meet the necessary qualifications and are well-suited to the company's business operations. The Board has also ensured that these individuals meet all the qualifications required under the Public Limited Companies Act, the regulations of the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Board deems it appropriate to propose to the shareholders' meeting for approval of the reappointment of the 3 directors, who are required to retire by rotation, to continue serving for another term. The names of the directors are as follows:

1. Mr. Priyong Teerasathain
2. Mr. Chirayu Chueyam
3. Mr. Prapat Yorkhant

Mr. Priyong Teerasathain meets the qualifications of an independent director. The Board has reviewed and determined that this individual can provide independent opinions in accordance with the relevant criteria. Additionally, the directors with a vested interest did not participate in the consideration of this matter, and no shareholders have proposed any candidates for consideration as directors in this meeting.

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 2025

Facts and Rationale: The company has established a clear and transparent policy for the remuneration of the Board of Directors and sub-committees. The remuneration is set at a level that is appropriate, comparable to the same industry, and in line with the duties and responsibilities of each director. Directors who are assigned additional duties and responsibilities within sub-committees will receive increased remuneration based on the additional responsibilities. The Nomination and Remuneration Committee will initially review and determine the remuneration and then present the information to the Board of Directors for consideration before it is proposed to the shareholders' meeting for approval.

The details for scope of work of the Board of Directors, and the Sub-Committee could be seen in the 2024 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 reviewed and recommends proposing the remuneration for the Board of Directors and sub-committees for the year 2025, within a total budget not exceeding 4,000,000 Baht, the same as the previous year. The budget will be divided into meeting allowances for the Board of Directors and sub-committees, and bonuses, with no other benefits provided. The meeting allowance per session for directors and sub-committee members attending the meetings will be set 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 and the Sustainable Development Committee.

Board's Opinion The Board has considered the recommendation of the Nomination and Remuneration Committee and deems it appropriate to propose to the shareholders' meeting for approval of the remuneration for the Board of Directors and sub-committees for the year 2025, within a total budget not exceeding 4,000,000 Baht, the same as the previous year, as detailed above.

Voting This resolution must be passed by votes of not less than two-thirds (2/3) 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 2025

Facts and Rationale: 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. TorJor. 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 carried out the selection of the auditor and determined the annual audit fees for the year 2025 in collaboration with the management, considering the auditor's qualifications, credibility, independence, and experience. The committee also took into account the appropriate audit fee rate. Therefore, it is proposed that the Board of Directors consider and present to the shareholders' meeting for approval the appointment of an auditor from Thammaniti Audit Co., Ltd. to serve as the company's auditor for the year 2025. One of the following auditors will be assigned to audit and express an opinion on the company's financial statements, according to the following list.

Name of Auditor	Auditor's Number	Number of years auditing for the Company
1. Mr. Thanawut Piboonsawat	The licensed auditor with registration 6699 and/or	Being the company's auditor in 2024, total period 1 year
2. Mr. Peradate Pongsathiansak	The licensed auditor with registration 4752 and/or	Never been the company's auditor.
3. Ms. Techinee Pornpenpob	The licensed auditor with registration 10769	Never been the company's auditor.



The auditors listed above have no relationships and/or vested interests with the company, its subsidiaries, executives, major shareholders, or any related parties. They are independent in conducting the audit and expressing opinions on the company's financial statements. Furthermore, Dharmniti Auditing Company Limited Co., Ltd. is one of the most reputable auditing firms in the country.

In addition, the Audit Committee has approved the proposal for the annual audit fee for 2025 to be 2,860,000 Baht. The company will ensure that its subsidiaries appoint auditors from the same firm to audit their financial statements. Below is a comparison of the audit fees for the company and its subsidiaries:

Unit: THB

Details	2025	2024	Up (Down)	%
Peer For You Public Company Limited	2,860,000	2,860,000	-	-
Subsidiaries				
1. Inno Hub Co., Ltd.	90,000	90,000	-	-
2. EV Click Co., Ltd.	115,000	130,000	(15,000)	(12%)
3. ProsperPlus Co., Ltd.	90,000	155,000	(65,000)	(42%)
4. Peer For All Co., Ltd.	115,000	130,000	(15,000)	(12%)
5. Nestifly Co., Ltd.	280,000	400,000	(120,000)	(30%)
6. Happy Products and Service Co., Ltd.	430,000	380,000	50,000	13%
Total sub-audit fee	1,120,000	1,285,000	(165,000)	(13%)
Total audit fees included	3,980,000	4,145,000	(165,000)	(4%)

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 any one of the following auditors from Dharmniti Auditing Co., Ltd. to be the Company's auditor for the year ended December 31, 2025: Mr. Thanawut Piboonsawat, licensed auditor No. 6699, and/or Mr. Peradate Pongsathiansak, licensed auditor No. 4752, and/or Ms. Techinee Pornpenpob, licensed auditor No. 10769, In the event that the aforementioned auditors are unable to perform their duty, Dharmniti Auditing Co., Ltd. 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 2025 in the amount of THB 2,860,000 (the same as the previous year: 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 propose to the shareholder meeting to consider and approve the reduction of the Company’s registered capital in the amount of THB 1,412,022,516. Consequently, the registered capital will be reduced from THB 2,946,016,590 to THB 1,533,994,074 by canceling 1,412,022,516 unissued ordinary shares, with a par value of THB 1 per share and the amendment of Memorandum of Association in Clause 4 to be in line with the capital reduction of the Company.

Facts and Rationale: In accordance with the Public Limited Companies Act B.E. 2535 (as amended) ("Public Company Act"), Section 136 stipulates that a public limited company may increase its capital from the previously registered amount by issuing new shares. This may only be done when all shares have been issued and fully paid, except for shares issued to accommodate convertible bonds or warrants. For the above reasons, it is proposed that the shareholders' meeting consider and approve the reduction of the company’s registered capital by 1,412,022,516 Baht, reducing the registered capital from 2,946,016,590 Baht to 1,533,994,074 Baht, by canceling 1,412,022,516 unissued ordinary shares with a par value of 1 Baht each. These are shares issued and offered to a limited group of individuals and are to accommodate the exercise of rights under the PEER-W1 and PEER-W2 warrants, as approved in the Extraordinary General Meeting of Shareholders No. 1/2024. It is also proposed to amend Article 4 of the Memorandum of Association (related to the registered capital) to align with the reduction in the company’s registered capital, as follows:

- 4. **Registered Capital:** : 1,533,994,074 Baht (One Billion Five Hundred Thirty-Three Million Nine Hundred Ninety-Four Thousand Seventy-Four Baht)
- Divided into** : 1,533,994,074 shares (One Billion Five Hundred Thirty-Three Million Nine Hundred Ninety-Four Thousand Seventy-Four shares)
- Par Value** : 1.00 บาท (One Baht)
- Breakdown:** :
- Ordinary Shares:** : 1,533,994,074 shares (One Billion Five Hundred Thirty-Three Million Nine Hundred Ninety-Four Thousand Seventy-Four shares)
- Preferred Shares:** : - None -

It is proposed that the Board of Directors recommend to the shareholders' meeting to approve the authorization for the authorized directors or individuals appointed by the authorized directors to act on behalf of the company. They will have the authority to register the capital reduction and amend the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the authority to carry out all necessary actions to comply with the Registrar’s order, in order to complete the registration process.

Board's Opinion

The Board of Directors has considered It is deemed appropriate to propose to the shareholder meeting to consider and approve propose to the shareholder meeting to consider and approve the reduction of the Company's registered capital in the amount of THB 1,412,022,516. Consequently, the registered capital will be reduced from THB 2,946,016,590 to THB 1,533,994,074 by canceling 1,412,022,516 unissued ordinary shares, with a par value of THB 1 per share and the amendment of Memorandum of Association in Clause 4 to be in line with the capital reduction of the Company.

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 Memorandum of Association in clause 4 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 agenda item must be approved by a vote of at least three-fourths (3/4) of the total votes of the shareholders who are present at the meeting and have the right to vote.

Agenda 9 Approved to propose to the shareholder meeting to consider and approve the Company's head office address change and the amendment of Memorandum of Association in Clause 5 to be in line with the Company's head office address change

Facts and Rationale: In accordance with the law, when a company changes the location of its head office, and the new office is located in a different province (across provinces), the company is required to propose to the shareholders' meeting for approval to amend the location of the head office. A special resolution is needed to approve the amendment of Article 5 (Head Office Location) of the Memorandum of Association.

Board's Opinion

The Board has considered and deems it appropriate to propose to the shareholders' meeting to approve the change of the company's head office location and to approve the amendment of Article 5 of the company's Memorandum of Association to align with the change of the head office location, as follows:

Existing Address	New Address
No. 99/26 Moo 4, Software Park, 9th Floor, Chaengwattana Road, Klong Gluar, Pak-kred, Nonthaburi 11120	No. 944 Mitrtown Office Tower, 28th Floor, Units 2807-2810, Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330

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 Memorandum of Association in clause 5 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 agenda item must be approved by a vote of at least three-fourths (3/4) of the total votes of the shareholders who are present at the meeting and have the right to vote.

Agenda 10 Other business (if any)

The company has determined the list of shareholders eligible to attend the 2025 Annual General Meeting of Shareholders (AGM) on March 26, 2025 (Record Date), and has provided an opportunity for shareholders to propose agenda items for the AGM from September 30, 2024, to December 31, 2024, via the Stock Exchange's news system and posted on the company's website. It is noted that no shareholder proposed any agenda items for the 2025 AGM.

Shareholders who wish to submit questions in advance of the meeting may send their questions through the company's website (www.peerforyou.co.th) under the "Investor Relations" section, the "Shareholder Information" topic, and the "Submitting Questions and Proposing Agenda Items Before the 2025 Annual General Meeting of Shareholders" section. Alternatively, questions can be submitted via email to: CorporateSecretary@peerforyou.co.th.

The company hereby invites shareholders to attend the 2025 Annual General Meeting of Shareholders (AGM) via electronic media (E-AGM) on the date and time specified on the front page of this meeting invitation letter. Registration for the meeting will be open from 1:00 PM onwards.

In the event that you are unable to attend the meeting in person and wish to appoint another person to attend and vote on your behalf at this meeting, please fill out the details and sign the proxy form as Enclosure 8. Shareholders may choose to appoint one of the company's independent directors as a proxy, whose names and details are provided Enclosure 9. If you wish to attend the meeting via electronic media (E-AGM), the company requests that shareholders or their proxies submit their intention to participate through E-AGM as Enclosure 10, along with the required identity verification documents, to the email: CorporateSecretary@peerforyou.co.th by April 25, 2025.

You can find detailed instructions for participating in the meeting via electronic media (E-AGM) in the guide on attending the meeting and voting electronically (E-AGM) as provided Enclosure 14. The regulations and procedures for attending the Annual General Meeting of Shareholders 2025 via electronic media (E-AGM) are also available on the company's website at www.peerforyou.co.th under the "Investor Relations" section.

Yours sincerely,



(Mr. Chirayu Chueyam)

Chairman of the Executive Committee and Chief Executive Officer

Company Secretary Division

Telephone no. 0 2219 3253