



LIGHT UP TOTAL SOLUTION PUBLIC COMPANY LIMITED
1265 Rama 9 Road, Pattanakarn Subdistrict, Suan Luang District, Bangkok 10250
Tel: 02 3742732

LTS. 011/2567

November 14, 2024

Topic: Notification of the acquisition of assets of Light Up Total Solution Public Company Limited regarding its subsidiaries for investment and purchase GPU Machine

Dear: Director and Managing Director of the Stock Exchange of Thailand

Enclosure: Information on the acquisition of assets of Light Up Total Solution Public Company Limited regarding its subsidiaries to invest in the purchase of GPUs.

With the Board of Directors Meeting of Light Up Total Solution Public Company Limited (the "Company") No. 8/2024 on November 14, 2024, it was resolved to approve the acquisition of assets of Light Up Total Solution Public Company Limited regarding a subsidiary company to invest in the purchase of GPU machines with a value of 90 million to support the provision of computer resources for artificial intelligence (AI) innovation services and data storage with CMKL University.

The transaction in the project is classified as an asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. TJ 20/2551. Regarding the criteria for making significant transactions that fall under the category of acquisition or disposal of assets (and as amended) and Notification of the Stock Exchange Board of Thailand Disclosure of Information and Operations of Companies Registered in Acquisition or Disposal of Assets, B.E. 2547 (2004) (collectively referred to as "Announcement of Acquisition or Disposal") The transaction size is calculated using the net asset value basis based on the Company's consolidated financial statements for the third quarter of 2024 ended September 30, 2024, which is the highest transaction size of 29.05%. When the Company considers this transaction together with the size of the asset acquisition in the past 6 months, the highest acquisition criterion is the net asset value threshold with a total transaction size of 29.05%. Therefore, the transaction is classified as a Category 2 transaction according to the Announcement on Acquisition or Disposal. In other words, it is a program with a program size of more than 15 percent but not more than 50 percent. Therefore, the company must prepare a report and disclose information regarding the said transactions of the company. To the Stock Exchange of Thailand ("Stock Exchange") and the circular must be sent to the Company's shareholders within 21 days from the date the information is notified to the Stock Exchange of Thailand ("Stock Exchange"), without having to request approval to enter into such transactions from the shareholders' meeting. of the company.



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However, the above transaction does not qualify as a connected transaction according to the announcement of the Capital Market Supervisory Board No. TJ. 20/2551 Regarding the Rules for Connected Transactions (and as amended) and the Notification of the Stock Exchange Commission Disclosure of Information and Operations of Listed Companies in Connected Transactions, B.E. 2546 (2003) (and as amended)

Sincerely

(Mr.Kittipong Vimolnoch)

Deputy Chief Executive Officer



**Information on the acquisition of assets of Light Up Total Solution Public Company Limited
Regarding the subsidiary investing in purchasing GPU machines**

The Board of Directors Meeting of Light Up Total Solution Public Company Limited (the "Company") No. 8/2024 on November 14, 2024 approved the transaction of the acquisition of assets of Light Up Total Solution Public Company Limited regarding its subsidiary's investment in purchasing GPU machines valued at 90 million baht. This investment aims to support the provision of computer resource services for artificial intelligence (AI) innovation and data storage services with CMKL University.

The transaction in the aforementioned project qualifies as an acquisition of assets according to the announcement of the Securities and Exchange Commission under Notification TJ. 20/2551 regarding the criteria for significant transactions that qualify as acquisitions or disposals of assets (and as amended) and the announcement of the Securities and Exchange Commission of Thailand regarding the disclosure of information and the operations of listed companies in the acquisition or disposal of assets. B.E. 2547 (collectively referred to as the "Announcement on Acquisition or Disposal") which, when calculating the size of the transaction, using the net asset value criterion based on the company's consolidated financial statements for the third quarter of B.E. 2567 ending on September 30, 2024, has a maximum transaction size of 29.05% and when the company considers this transaction together with the size of the asset acquisition over the past 6 months, the highest acquisition criterion is the net asset value criterion, which has a total size of 29.05%. This makes the transaction fall under Type 2 transactions according to the announcement on acquisitions or disposals, meaning it is a transaction with a size greater than 15% but not exceeding 50%. Therefore, the company must prepare a report and disclose the information regarding the transaction to the Stock Exchange of Thailand ("SET") and must send a circular to the company's shareholders within 21 days from the date of notifying the information to the Stock Exchange of Thailand ("SET") with the following details.

1. Date of transaction

The company's board of directors approved the transaction on November 14, 2024.

2. Related Parties and Relationship with the Company

Buyer : Light Up AI Solutions Co., Ltd.

Contractual partner : CMKL University to operate under a contract for computer resource supply and storage services.



The relationship related to Light Up Total Solution Public Company Limited : All the aforementioned contracting parties have no affiliation and are not related persons with the company according to the announcement of the Securities and Exchange Commission. 21/2551 Subject: Guidelines for Related Party Transactions (and amendments) and the Announcement of the Securities and Exchange Commission on the Disclosure of Information and Operations of Listed Companies in Related Party Transactions (and amendments)

3. General characteristics of the items and details of the acquired assets

According to the contract for computer resource procurement and data storage services, there will be an investment in purchasing GPU machines valued at approximately 90 million baht. The company anticipates delivering these machines to customers between November 2024 and December 2024, and will begin providing services and recognizing revenue within the fourth quarter of 2024.

4. Type and size of the item

The transaction in question qualifies as an acquisition of assets according to the announcement on acquisitions or disposals, with the transaction size being 29.05%. This size is calculated based on the net asset value criteria, referencing the company's consolidated financial statements for the third quarter of 2024, ending September 30, 2024. The details of the transaction size calculation are as follows:

Criteria for calculating item size	Method of calculation	Size of the item (%)
1. Net asset value criteria	$(90\% * 1,000,000) * 100 / 309,836,178$ Million baht	29.05
2. Net profit margin from operations		Cannot be calculated as there is no net profit from operations yet
3. Total compensation value criteria	$96,525,000$ Million baht *100 / $460,836,821$ Million baht	20.95
4. Criteria for the value of equity shares issued to pay for assets		Cannot be calculated because no shares were issued to pay for the assets.

In this regard, when combined with the size of the transaction this time and the size of the asset acquisition in the past 6 months, it totals 29.05%, which is greater than 15% but not exceeding 50%. Therefore, the company must prepare a report and disclose the information regarding this transaction to the Stock Exchange of Thailand as per the announcement on asset acquisition or disposal, and must send a circular to the company's shareholders within 21 days from the date of disclosing the transaction information to the Stock Exchange of Thailand.



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5. Total value of the items/assets acquired

The contract for computer resource procurement and data storage services will involve an investment in purchasing GPU machines, with an investment value of approximately 90 million baht.

6. Criteria used to determine investment value

The investment value was approved through the Board of Directors Meeting of Light Up Total Solution Public Company Limited (the "Company") No. 8/2024 on November 14, 2024 and resolution was passed to approve a loan of 90 million baht to Light Up AI Solutions Co., Ltd. as it is a subsidiary of the company.

7. Expected benefits

Since Light Up AI Solutions Co., Ltd., which is a subsidiary of the company, has signed a contract for computer resource procurement and data storage services with CMKL University, it will support the future growth of the company's business in the field of information technology and artificial intelligence innovation. (Artificial Intelligence: AI)

8. Sources of funds used for investment

For this transaction, the company will use internal cash flow as the source of funding.

9. Conditions for transaction execution

This is to provide financial assistance to Light Up AI Solution Co., Ltd., which is a "subsidiary of the Company", by setting the lending interest rate based on the commercial bank interest rate (according to MRR) + 0.25 %, equivalent to 7% per annum.

10. The opinion of the board of directors

The 8th/2024 Board of Directors meeting on November 14, 2023, approved a loan of 90 million baht to Light Up AI Solutions Co., Ltd. as a "subsidiary of the company." The board believes that this investment is reasonable and highly beneficial to the company, as it enhances the company's business potential to meet technological demands, which will support continuous business growth in the future.

11. The opinions of the audit committee and/or the company's directors that differ from the opinions of the company's directors.

No director has an opinion that differs from the opinion of the board of directors' meeting as stated in item 10.



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12. The responsibility of the company's board of directors regarding the information in the documents sent to shareholders.

The company's board of directors has reviewed the information in this document with caution and certifies that the information in this document is accurate, complete, free of false statements, and does not omit any material facts that are necessary to include or specify, nor does it contain any statements that could mislead shareholders in any material respect.