



Invitation to the Annual General Meeting of Shareholders for the year 2021 Premier Technology Public Company Limited

Wednesday 21 April 2021 at 10.00 a.m.
at the Meeting Room No. 501, 5th Floor
Premier Corporate Park, No.1, Soi Premier 2,
Srinakarin Road, Nongbon Sub-district, Prawet District,
Bangkok

Measures to prevent the spread of the COVID-19 virus

Due to the situation of coronary epidemic 2019 ("COVID-19"), the Office of the Securities and Exchange Commission (SEC) and related agencies are encouraging shareholders to appoint an Independent Director as their proxy instead of attend the meeting in person.

(Details of the Independent Directors nominated by the Company to be proxies appear in the notice of this Annual General Meeting of Shareholders)

The Company is aware of the said situation, so will provide guidelines and measures to prevent the spread which asked the attendees to act strictly.

19 March 2021

- Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2021
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2020
 2. Annual Registration Statement (Form 56-1 One Report) in form of QR Code
 3. Information of the persons nominated as directors to replace those retiring by rotation
 4. The Articles of Association of the Company relating to the General Meeting of Shareholders
 5. Procedures for the registration process and appointment of proxy for the Shareholders' Meeting
 6. Information of the Independent Directors for consideration as proxy holder
 7. Proxy Form A and Form B
 8. Safety protocols for the Annual General Meeting of Shareholders of Premier Technology Public Company Limited during the outbreak of the novel coronavirus 2019 ("COVID-19")
 9. Attendance form for the Annual General Meeting of Shareholders
 10. Advance question submission form for each agenda item
 11. Map of the meeting venue

As the Board of Directors of Premier Technology Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2021 on Wednesday 21 April 2021 at 10.00 a.m., at the Meeting Room No. 501, 5th Floor Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok, to consider the following agenda:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2020

Detail: The Annual General Meeting of Shareholders for the year 2020 was held on 22 July 2020 and a copy of the minutes to this meeting is attached herewith as Attachment 1.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2020 was held on 22 July 2020.

Agenda 2 To acknowledge the report on the Company's operating results of the year 2020

Detail: The report on the operating results of the Company for the year 2020 is shown in the Company's Annual Registration Statement 2020 (Form 56-1 One Report), which has been sent to the shareholders together with this notice as Attachment 2.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2020.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2020

Detail: The audited financial statements for the year ended 31 December 2020 are shown under the "Financial Statements" section of the Company's Annual Registration Statement 2020 (Form 56-1 One Report), which has been sent to the shareholders together with this notice as Attachment 2.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended 31 December 2020.

Agenda 4 To consider and approve the appropriation of the profit and the dividend payment for the year 2020

Detail: The Company has policies to pay dividends to the shareholders at a rate of not less than 50% of net profit after income tax and deduction of legal reserves. However, such dividend policies may be changed depending on the companies' investment plans, necessities and appropriateness in the future. At the end of 2020, the Company had net

profit 157,328,267 baht, and had retained earnings after statutory reserve 198,122,206 baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the dividend payment to the Shareholders at the rate of 0.40 baht per share, with the total amount of 113,555,576.80 baht. When combine such rate of additional dividend with the interim dividend at the rate of 0.10 baht per share (the total amount of 28,388,894.20 baht) which has been paid to the Shareholders since 3 September 2020, will be the total amount of dividend payment from the operating results of the year 2020 at the rate of 0.50 baht per share, with the total amount of 141,944,471.00 baht, representing a net profit of 90.91 percent. And consistent with the dividend policy, the name of the shareholders entitling to receive the proposed dividend shall be recorded on Tuesday 2 March 2021. And the date of dividend payment will be Tuesday 11 May 2021.

The company has paid dividends from the operating results of the year 2019 at the rate of 0.52 Baht per share, representing 92.86 percent of net profit after income tax and deduction of legal reserves.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2020 as proposed.

Agenda 5 To consider the appointment of directors to replace those retiring by rotation

Detail: According the Public Limited Companies Act B.E. 2535 with Article 13 and Article 15 of the Articles of Association of the Company stipulates that the Board of Directors must comprise not less than 5 members whose appointment shall be approved by the shareholders' meeting and that at every annual general meeting of shareholders, one-third of the directors or the number of directors closest to one-third shall retire. The directors to vacate office within the first and second year following company registration shall draw lots. In subsequent years, the directors serving the longest shall resign. The directors who vacate office are eligible for re-appointment by the shareholders.

The Company presently has 8 directors and at the Annual General Meeting of Shareholders for the year 2021 there are 2 directors must retire, namely,

1. Mr. Pirom Chamsai Independent Director
2. Mr. Suradej Boonyawatana Director

The Board of Directors, except the director who is the stakeholders, are acting as the Nomination Committee to consider the criteria and process for nomination of persons with appropriate qualifications directors and in accordance with the strategy of the business to serve as directors, as well as the performance in the past year, that it is appropriate to propose the shareholder's meeting to re-appoint the 2 retired directors who are qualified as director of the Company for another term, namely

1. Mr. Pirom Chamsai Independent Director
2. Mr. Suradej Boonyawatana Director

The curricula vitae and information on these 2 persons are as per Attachment 3 enclosed with this notice.

The board has not set a policy to limit the number of years in the position of directors due to the continuous holding of the directorship, it may be beneficial to the Company's management and business operations. In addition, the recruitment of knowledgeable and capable persons to be appointed as the directors cannot be performed easily.

In addition, the nominated persons have been careful screened or consideration by The Board of Directors that they are suitable for the Company's business operations. And the Company provides the opportunity for shareholders to nominate qualified persons to be considered as directors according to the criteria published on the Company's website but no shareholder proposed any names.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's Annual Registration Statement 2020 (Form 56-1 One Report) under the section "Corporate Governance".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the re-appointment of 2 retiring directors for another term as follows:

1. Mr. Pirom Chamsai Independent Director
2. Mr. Suradej Boonyawatana Director

Agenda 6 To consider and approve the director's remuneration for the year 2021

Detail: The Board of Directors, except the director who is the stakeholders, are acting as the Remuneration Committee to consider the criteria for payment and the type of remuneration of the directors in order to propose the opinions to the Board of Directors. By comparing both references from registered companies in the same business group, income levels and market value levels in the same period, including considering the Company's operating results and responsibilities of the directors. The Board of Directors deems it appropriate to fix the remuneration for the year 2021 as follow:

Composition of the remuneration	2020	2021 (Proposed)
<u>Meeting Allowance of Board of Directors</u>		
- Chairman (Baht/time)	21,000	21,000
- Director (Baht/person/time)	16,000	16,000
<u>Meeting Allowance of Audit Committee</u>		
- Chairman of Audit Committee (Baht/time)	21,000	21,000
- Member of Audit Committee (Baht/person/time)	16,000	16,000
<u>Meeting Allowance of Corporate Governance and Risk Oversight Committee</u>		
- Chairman of Corporate Governance and Risk Oversight Committee (Baht/time)	-	12,500
- Member of Corporate Governance and Risk Oversight Committee (Baht/person/time)	-	10,000
<u>Annual Remuneration</u>		
- Chairman (Baht/year)	300,000	300,000
- Chairman of Audit Committee (Baht/year)	325,000	325,000
- Member of Audit Committee (Baht/person/year)	290,000	290,000
- Other Director (Baht/person/year)	230,000	230,000
Other special benefits and any other benefits	None	None

Note: Meeting allowance is paid only to the directors who attend the meeting. In this regard, the composition of the remuneration proposed for approval, both monetary and other special benefits including any other benefits

Details of the remuneration paid to the directors in the previous year can be found in the Annual Registration Statement 2020 (Form 56-1 One Report) under the section "Structure Governance Structure".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2021 as proposed.

Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2021

Detail: In order to comply with the Public Listed Companies Act B.E. 2535, which stipulates that the General Meeting of Shareholders shall appoint the auditor and approve the audit fee, The Board of Directors has selected the auditor by considering independence, knowledge, capability, reliability and the quality of service. As for auditor's remuneration, the Company considered the scope of the responsibility of the auditor and the auditor's remuneration for other offices. Therefore, it is appropriate to propose to the shareholders' meeting to appoint the auditor of EY Office Company Limited to be the Company's auditor for the year 2021, with the same standards as other auditing offices. And have an audit fee that is appropriate with the list of auditors as follows:

1. Mr. Chatchai Kasemsrithanawat, C.P.A. Registration No. 5813, which is the current auditor and has been appointed as the Company's auditor since 2018 or
2. Miss Sirirat Sricharoensup, C.P.A. Registration No. 5419, which has been appointed as the Company's auditor since 2020 or
3. Miss Watoo Kayankannavee, C.P.A. Registration No. 5423, which has been appointed as the Company's auditor since 2020

and fix the Audit fee for the year 2021 in the amount of 590,000 baht with no other service charges, equal to the audit fee for the year 2020.

The proposed auditors are auditors approved by the Securities and Exchange Commission. These auditors have no relation or interest with the Company / subsidiary / management / major shareholders or connected persons and, therefore, can independently perform the audit and provide their opinions on the Company's financial statements.

The Company's auditor and those of its subsidiary belong to the same audit firm.

Incidentally, the Audit Committee considered and commented to propose the appointment of auditors and their audit fees are appropriate.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to consider and approve the auditor and the audit fee for the year 2021 as proposed.

Agenda 8 Other businesses (if any)

All shareholders are invited to attend the meeting at the date, time and place stated above. The Company will open for registration to attend the Annual General Meeting from 9.00 am. The Company will try to manage the meeting concise, short and take less time to reduce the time that many people gather in one place according to government regulations.

However, this Annual General Meeting of Shareholders was a meeting under the situation of coronary epidemic 2019 ("COVID-19"), in which the Company has always followed this situation and is concerned about health safety of the attendees and its staffs. The Company is fully committed to preparing the meeting appropriately and with maximum security as well as implementing the guidelines and recommendations set by the government agencies and related organizations in relation to holding meetings including other activities that are characterized as a combination of a large group of people.

In this regard, the Company has therefore established screening and prevention measures against COVID-19 as details in Attachment 8, which the Company requests cooperation for shareholders or proxies attending the meeting, please strictly follow by measuring the rules that will increase the process and procedures according to various steps which may cause the meeting attendance of shareholders or proxies may be delayed and inconvenient.

Therefore, the Company requested the shareholders to consider appointing a proxy to the Independent Directors of the Company. (The list of Independent Directors appears as Attachment 6) instead of attending the meeting in person. Please fill out the details and sign the Proxy Form B attached with this letter together with supporting documents to the Company within 19 April 2021.

For shareholders who wish to attend the meeting themselves, the Company requests cooperation for shareholders to inform the Company in advance of the meeting as Attachment 9 and submit to the Company within 19 April 2021.

The Company requested the shareholders to submit questions in advance before the shareholders' meeting to the Company according to the specified channel (according to the question in advance form Attachment 10) and submitted to the Company within 19 April 2021.

The Company would like to request for cooperation from the shareholders, please comply with the rules of the Annual General Meeting of Shareholders that the Company has informed as Attachment 8 strictly. This is for the safety and good hygiene of the shareholders attending the meeting as well as the society as a whole.

The Company has fixed the record date for shareholders who are eligible to attend the Annual General Meeting of Shareholders for the year 2021 on Tuesday 2 March 2021.

Yours faithfully

-Signature-

(Mr. Vichien Phongsathorn)
Chairman

- Remarks:**
- 1) Proxy Form C (for Foreign Shareholders appointing Custodian in Thailand) is publicized on the Company's website www.premier-technology.co.th since 19 March 2021, which the shareholders can download as appropriate.
 - 2) The Company has sent the Annual Registration Statement 2020 (Form 56-1 One Report) in QR Code format to the shareholders and publicized on the Company's website www.premier-technology.co.th since 19 March 2021. However, if any shareholder wishes to receive a hard copy of these Reports, please contact the Public Relation at the telephone number 0-2684-8405 or the Company Secretary Department at telephone number 0-2301-1565.
 - 3) The Company would like to inform of the cancellation of the offering of souvenirs/complimentary gifts to the shareholders attending all the shareholders' meetings, including the Annual General Meeting of Shareholders for the year 2021, as the Company would like the shareholders to attend the meetings and participate in decision-making on various matters according to the agenda items without making the offer of souvenirs/complimentary gifts a reason for attending.
 - 4) The Company will conduct the Annual General Meeting of Shareholders for the year 2021 in Thai, without translation into other languages.