

(Translation)

**Minutes of the 2022 Annual General Meeting of Shareholders**

**Premier Technology Public Company Limited**

**Wednesday, April 27, 2022 at 10.00 a.m.**

**Via Electronic Method (E-AGM)**

---

The meeting was held on 27 April 2022 at 10.00 a.m., via Electronic Method (E-AGM), live broadcasting from the Meeting Room 501, 5th Floor, Premier Corporate Park, No. 1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok.

Mr. Vichien Phongsathorn, the Chairman of the Board, acting as the Chairman of the Meeting, informed the meeting that there were 7 shareholders attending the meeting in person, representing 3,359,300 shares, and 28 proxies who represented 138,942,894 shares. Therefore, a total of 35 shareholders who represented 142,302,194 shares, calculated as 50.1260 percent of the shares sold, constituted a quorum according to the Company's Articles of Association. The Chairman then announced the opening of the 2022 Annual General Meeting of Shareholders of Premier Technology Public Company Limited ("the Company").

During the proceedings, there was no additional shareholder registering to attend the meeting.

Initially, the Chairman informed the shareholders that due to a new wave of the epidemic situation of the corona virus 2019 ("COVID-19") that had not returned to normal conditions, the meeting was determined to be via Electronic Method or E-AGM. The program for organizing the shareholders' meeting via Electronic Method this time was supervised by **Conovance Company Limited**, a service provider of a meeting control system which was certified by Electronic Transactions Development Agency, Ministry of Digital Economy and Society.

After that, the Chairman then introduced the Board of Directors of the Company which consisted of 8 persons, and those who attended the meeting were accounted for 100 percent attendance as follows:

- |                              |  |
|------------------------------|--|
| 1. Mr. Vichien Phongsathorn  | Chairman   |
| 2. Dr. Pirom Chamsai         | Independent Director and Chairman of the Audit Committee                       |
| 3. Mrs. Suphasri Sutanadhan  | Independent Director and Member of the Audit Committee                         |
| 4. Mr. Surapol Srangsomwong  | Independent Director and Member of the Audit Committee                         |
| 5. Mr. Suradej Boonyawatana  | Director and Chairman of the Corporate Governance and Risk Oversight Committee |
| 6. Mrs. Duangthip Eamrungraj | Director   |
| 7. Miss Wanna Kolsrichai     | Director and Chairman of the Executive Committee                               |
| 8. Mrs. Walairat Pongjitt    | Director   |

The Company had sub-committees which were the Audit Committee and the Corporate Governance and Risk Oversight Committee, totaling 2 sub-committees. For other sub-committees, the whole Board of Directors (except directors who had conflict of interest) performed such duties.

In addition, the Company's senior management who attended the meeting consisted of

- |                          |   |
|--------------------------|---|
| 1. Mr. Sidthakorn Usanno | Managing Director, Enterprise Systems and Infrastructure Business, Datapro Computer Systems Company Limited |
|--------------------------|---|

2. Miss Piyada Sooksamai Deputy Managing Director, Finance & Administration Division  
Datapro Computer Systems Company Limited,  
who was the chief executive responsible for Accounting and  
Finance (Attending the meeting via Electronic Method)
3. Miss Khanitta Sivaboonyawongs Corporate Director, Legal Affairs and Registration,  
Who was the chief executive responsible for Legal Affairs.
4. Miss Kulthida Verathaworn Company Secretary

In addition, there was an auditor from EY Office Company Limited, Mr. Chatchai Kasemsrithanawat, attending the meeting via Electronic Method.

Before entering the meeting agenda, the Chairman assigned Miss Kulthida Verathaworn, Company Secretary, to explain the meeting practices for voting and questioning procedures as follows:

**Criteria for counting votes and announcement of results**

The criteria for vote counting, **1 share was counted as 1 vote.**

Voting for each agenda would be made publicly through a voting program. A shareholder or a proxy was required to complete only one voting option, which was **Approval** / **Disapproval** or **Abstention**, except for custodian votes which would be able to be divided into parts.

When the Company opened for voting, pressed to vote when the agenda light showed yellow color, then a voting window would appear. The Company would open for voting, for approximate 1 minute.

**In case of Approval** for any agenda, a shareholder **did not** have to vote on that agenda. The system would count the vote of a shareholder as approval.

**In case of Disapproval or Abstention** from voting on any agenda, a shareholder would vote according to the options for that agenda and then pressed the vote button. The system would request a shareholder to press the agree button again to confirm the vote and the meeting status bar would display that the vote was casted.

**If a shareholder would like to amend the vote, Disapproval or Abstention vote, it would need to be amended before the agenda would close. (If the agenda closed, it would not be possible to amend the vote.)** A shareholder needed to press the voting complete button shown on the meeting status bar, a pop-up window that showed voting complete message would appear and then press the edit button. There would be a warning message regarding the amendment of the vote casted for that agenda. If the amendment was confirmed, pressed the Yes button, but if a shareholder was not willing to amend, pressed the No button.

**A shareholder who was not willing to vote or did not complete the voting process would be deemed to vote Approval.**

The result of each agenda would count the votes of shareholders who attended the meeting. The rest would be concluded as Approval vote. The total votes included votes which were casted in the proxy forms. Voting result of each agenda which was according to what were specified in the proxy forms would be counted as the resolution of the meeting in which those votes were recorded in advance when registering.

**The notification of the voting result would indicate the votes as Approval / Disapproval and Abstention.** Each agenda would use the latest number of shares of shareholders which were attending the meeting. When the system was processing voting calculation of that agenda, it did not allow to make any

changes. However, **if the shareholder was willing to leave the meeting, the shareholder could press the leave meeting button to leave the quorum.**

**Questioning practice. If a shareholder was willing to ask questions**

1. In case of questions related to the meeting agenda, a shareholder could raise those questions during that agenda period.

2. If there were other questions that were not related to the meeting agenda, a shareholder could raise those questions after the meeting would end.

**The Company requested a shareholder’s questioning by pressing the “hand” symbol, only during the period that the Company opened for raising hand to ask questions.** The system would show the number of shareholders on the screen. Thereafter, the Company would inform a shareholder to inquire accordingly.

The Company would open the microphone for a shareholder according to the queue system in each agenda. A green microphone symbol would appear on a shareholder’s screen. A shareholder or a proxy was requested to inform his name-surname and status such as attending the meeting in person or being a proxy before asking questions.

The Company reserved the right to take any appropriate actions so as to make the meeting concise and efficient.

The Chairman further informed that for the 2022 Annual General Meeting of Shareholders, the Company gave the shareholders an opportunity to propose matters for consideration and inclusion in the meeting agenda and nominate a person to be considered for election as the Company's director in advance. The Company published the rules and procedures through the Company's website and informed the dissemination of such information through the channels of the Stock Exchange of Thailand, which opened the matter from 1 January 2021 to 31 December 2021. It appeared that no shareholder proposed a matter or nominated a person for consideration.

The Chairman then proceeded the meeting according to the following agendas:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021**

The Chairman proposed for the meeting to consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021. A copy of the minutes was sent to all shareholders together with the invitation to the meeting.

The Chairman gave the shareholders an opportunity to ask questions or request to amend the minutes of the meeting. No one asked for details or made any amendments. The Chairman therefore asked the meeting to vote.

The meeting considered and resolved to certify the minutes of the 2021 Annual General Meeting of Shareholders held on 28 April 2021 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	142,302,194	100.0000
Disapproval	0	0.0000
Abstention	0	-

## **Agenda 2 To acknowledge the report on the Company's operating results of the year 2021**

The Chairman requested Miss Wanna Kolsrichai, Director and Chairman of the Executive Committee, to give summary of the operating results for the year 2021 of the Company and its subsidiary, Datapro Computer Systems Company Limited (DCS), which was the main business of the Company. This could be summarized as follows:

The operating results for the year 2021 of the Company and its subsidiary had total income of THB 2,170.02 million, decreasing by THB 682.93 million from the previous year, with a net profit of THB 93.33 million, decreasing from the previous year by THB 82.82 million. For Datapro Computer System Company Limited, the subsidiary had total income of THB 2,148.82 million, decreasing by THB 679.49 million from the previous year, with a net profit of THB 93.69 million, decreasing from the previous year by THB 83.40 million.

For implementation for sustainability, the Company and its subsidiary operated their business with the intention for "Harmonious Alignment of Success" regarding the adoption of 5 core values and 3 main components of "Progressive Business, Stable Employees, Sustainable Society" to generate sustainable success together.

**1. Progressive Business:** Upgraded the value chain, the Company had committed to "Providing quality services at international standards", focusing on providing quality and efficient services, including professionalism, because standardized service generated emotional value for a good quality of life for customers. The Company believed that true value came from quality service.

**2. Stable Employees:** Gave importance on employees who would be the key driver to deliver core value practices through work.

**3. Sustainable Society:** Encouraged participation through the "Partnership and Collaboration" mechanism and provided supports on funding and others as a first footstep to enhance a social power multiplier by supporting the Foundation's operations in various forms, including educational activities through the Yuvabadhana Foundation; educational activities through the Pankan shop, environmental activities through the Enlive Foundation, Thailand Collaboration for Change activities and social activities and quality of life improvement through the KhonThai Foundation. For anti-corruption initiatives, the Company had been a member of the Thai Private Sector Collective Action Against Corruption since 2017.

The Chairman then gave an opportunity to the shareholders to ask questions but no shareholder raised any question, the Chairman then stated that the meeting acknowledged the report of the Company's operating results for the year 2021.

## **Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2021**

The Chairman proposed the meeting to consider and approve the Company's financial statements for the year ended 31 December 2021. The said financial statements were audited by the auditor according to the details shown in the Company's annual registration statement (Form 56-1 One Report) which was sent to the shareholders together with the meeting invitation letter.

The Chairman then gave an opportunity to the shareholders to ask questions but no shareholder raised any question. The Chairman therefore asked the meeting to vote.

The meeting considered and resolved to approve the Company's financial statements for the year ended 31 December 2021 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Share)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	142,302,194	100.0000
Disapproval	0	0.0000
Abstention	0	-

**Agenda 4 To consider and approve the appropriation of the profit and the dividend payment for the year 2021**

The Chairman informed the meeting that the Company had a dividend payment policy of not less than 50 percent of the net profit after income tax and legal reserve from the Company's separate financial statements as required by law. The dividend payment was subject to change depending on the investment plans, necessity and other appropriateness in the future. In the year 2021, the Company had a net profit of THB 374.73 million, retained earnings after deducting legal reserves of THB 388.32 million. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider paying dividends to shareholders at the rate of THB 0.41 per share. When combining this dividend rate with the interim dividend paid on 3 September 2021 at the rate of THB 0.25 per share, the total amount of dividend payment from the operating results of 2021 would be at the rate of THB 0.66 per share, totaling THB 187,366,701.72 or representing 50.00 percent of net profit after income tax and legal reserve in accordance with the specified dividend policy of the Company. The names of the shareholders entitling to receive the proposed dividend would be recorded on Friday, March 4, 2022 and the date of dividend payment will be on Tuesday, May 17, 2022.

The Chairman then gave an opportunity to the shareholders to ask questions but no shareholder raised any question. The Chairman therefore asked the meeting to vote.

The meeting considered and resolved to approve the appropriation of the profit and the dividend payment for the year 2021 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	142,302,194	100.0000
Disapproval	0	0.0000
Abstention	0	-

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

The Chairman informed the meeting that according the Public Limited Companies Act B.E. 2535 with Article 13 and Article 15 of the Articles of Association of the Company stipulated that the Board of Directors had to comprise not less than 5 members whose appointment would have to 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 would have to retire by rotation. The directors to vacate office within the first and the second year following company registration would have to be drawn by lots. In subsequent years, the directors serving the longest period would retire by rotation. Those directors to vacate office might be re-appointment.

At present, the Company had a total of 8 directors. At the 2022 Annual General Meeting of Shareholders, there were 3 directors who would have to retire by rotation, namely:

1. Miss Wanna Kolsrichai Director
2. Mrs. Duangthip Eamrungrroj Director
3. Mr. Surapol Srangsomwong Independent Director

The entire committee, except those who had conflicts of interests, performed duties of the Nomination Committee to consider the criteria and process for nomination of persons with appropriate qualifications and in accordance with the strategies of the business to serve as directors, including selecting persons according to the specified recruitment process as well as the performance as directors in the past year; therefore, the Nomination Committee considered appropriate to propose the shareholder's meeting to re-appoint these 3 retiring-by-rotation directors, who were qualified as director of the Company.

In this regard, Mr. Surapol Srangsomwong, who was nominated as an independent director of the Company for another term, the Board of Directors determined that the qualifications met the criteria and he would be able to express his opinions independently and in accordance with the relevant rules.

However, the Board of Directors did not set a policy to limit the number of years in the position of independent directors because the director's continuous tenure was likely to benefit the Company's business management and business operations.

Incidentally, the nominated persons were gone through meticulous and careful screening process or consideration by the Board of Directors that their qualifications were suitable for the Company's business operations and the Company provided 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 name.

The Chairman then gave an opportunity to the shareholders to ask questions but no shareholder raised any question. The Chairman therefore asked the meeting to vote individually.

The meeting considered and resolved to re-appoint the 3 retiring-by-rotation directors as directors for another term with the following voting results:

**1. Miss Wanna Kolsrichai Director**

The shareholders' meeting resolved with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	141,302,194	100.0000
Disapproval	0	0.0000
Abstention	1,000,000	-

**2. Mrs. Duangthip Eamrungrroj Director**

The shareholders' meeting resolved with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	140,301,834	100.0000
Disapproval	0	0.0000
Abstention	2,000,360	-

### 3. **Mr. Surapol Srangsomwong** Independent Director

The shareholders' meeting resolved with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	142,302,194	100.0000
Disapproval	0	0.0000
Abstention	0	-

#### **Agenda 6 To consider and approve the director's remuneration for the year 2022**

The Chairman informed the meeting that the Board of Directors, except those who had interests, performed duties of 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 references based on IOD survey results of listed companies in the same business group, income levels and market capitalization levels in the same period, including considering the Company's operating results and responsibilities of the directors. The Board of Directors deemed it appropriate to determine the directors' remuneration for the year 2022 equal to the directors' remuneration for the year 2021, with details of remuneration as follows:

<b>Composition of the remuneration</b>	<b>2021</b>	<b>2022</b>
<u>Meeting Allowance of the Board of Directors</u>		
- Chairman (THB/time)		
- Director (THB/person/time)	21,000	21,000
<u>Meeting Allowance of the Audit Committee</u>		
- Chairman of the Audit Committee (THB/time)		
- Member of the Audit Committee (THB/person/time)	21,000	21,000
<u>Meeting Allowance of the Corporate Governance and Risk Oversight Committee</u>		
- Chairman of the Corporate Governance (THB/time) and Risk Oversight Committee	12,500	12,500
- Member of the Corporate Governance (THB/person/time) and Risk Oversight Committee	10,000	10,000
<u>Annual Remuneration</u>		
- Chairman (THB/year)	300,000	300,000
- Chairman of the Audit Committee (THB/year)	325,000	325,000
- Member of the Audit Committee (THB/person/year)	290,000	290,000
- Other Director (THB/person/year)	230,000	230,000
Other special benefits and any other benefits	None	None

The meeting allowance would be paid only for the directors who would attend the meeting and all executive directors would waive their right to receive directors' remuneration in terms of meeting allowances and annual remuneration.

The Chairman then gave an opportunity to the shareholders to ask questions but no shareholder raised any question. The Chairman therefore asked the meeting to vote.

The meeting considered and resolved to approve the director's remuneration for the year 2022 as proposed, with the following votes, excluding the vote of the shareholders with 5,600,440 shares who had a conflict of interest:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and entitling to vote</b>
Approval	136,699,754	99.9985
Disapproval	0	0.0000
Abstention	2,000	0.0015
No right to Vote	5,600,440	-

**Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2022**

The Chairman informed the meeting that in order to comply with the Public Company Limited Act B.E. 2535, which stipulated that the General Meeting of Shareholders appointed auditors and determined the auditing fees of the Company every year. The Board of Directors selected the auditor by considering independence, knowledge, capability, reliability and the quality of service. As for auditor's remuneration, the Board of Directors considered the scope of the responsibility of the auditor and compared with the auditor's remuneration of other offices. Therefore, the Board of Directors considered 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 2022, with the same standards as other auditing offices and proposed an appropriate audit fee, with the list of auditors as follows:

1. Mr. Chatchai Kasemsrithanawat, C.P.A. Registration No. 5813, who was the current auditor and had been appointed as the Company's auditor since 2018 or
2. Miss Sirirat Srirachoen-sup, C.P.A. Registration No. 5419, who had been appointed as the Company's auditor since 2020 or
3. Miss Watoo Kayankannavee, C.P.A. Registration No. 5423, who had been appointed as the Company's auditor since 2020

And proposed the audit fee for the year 2022 at THB 590,000, equal to the audit fee for the year 2021 with no other service charges.

The proposed auditors were auditors approved by the Office of the Securities and Exchange Commission. These auditors had no relationship or interest with the Company / subsidiary / executive / major shareholder or any person related to such person in any way, therefore, having independence in auditing and express opinions on the Company's financial statements.

In this regard, the Company's auditor and the subsidiary's auditor belonged to the same audit firm.

In addition, the Audit Committee considered and commented that the proposed appointment of the auditor and the audit fees of such auditor were appropriate.



The Chairman then gave an opportunity to the shareholders to ask questions but no shareholder raised any question. The Chairman therefore asked the meeting to vote.

The meeting considered and resolved to approve the appointment of the auditor and approve the audit fee for the year 2022 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Share)</b>	<b>Representing a percentage to the total number of shares held by the shareholders attending the meeting and voting</b>
Approval	142,302,194	100.0000
Disapproval	0	0.0000
Abstention	0	-

**Agenda 8 Other business (if any)**

The Chairman informed the meeting that the Company gave the opportunity for shareholders to submit questions for the Company or the Board of Directors to answers related to the agenda of this Annual General Meeting of Shareholders from the date the Company issuing the invitation letter on 25 March 2022 until 20 April 2022, it appeared that no shareholder submitted any question. The Chairman then gave an opportunity to the shareholders in the meeting to ask questions or make some comments. As there was no additional question from the shareholders, the Chairman thanked the shareholders who spent time to attend the meeting and gave good support to the Company's operations as well as gave trust to the Board of Directors all along and adjourned the meeting at 10.53 a.m.

Signed - Mr. Vichien Phongsathorn - Chairman of the Meeting  
(Mr. Vichien Phongsathorn)