



## **Invitation to the 2023 Annual General Meeting of Shareholders Premier Technology Public Company Limited**

**Wednesday, April 26, 2023 at 10.00 a.m.  
via Electronic Method (E-AGM)**

Live broadcasting from 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 Coronavirus 2019**

Due to the situation of the Coronavirus 2019 epidemic ("COVID-19"), the Securities and Exchange Commission (SEC) and related agencies encourage shareholders to appoint an Independent Director as their proxy instead of attend the meeting in person.  
(Details of the Independent Directors proposed by the Company as a proxy appearing in the invitation letter for this Annual General Meeting of Shareholders)

24 March 2023

- Subject:** Invitation to the 2023 Annual General Meeting of Shareholders
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
  2. 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR Code format
  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 Shareholders' Meeting
  5. Procedures for the registration process for the Annual General Meeting of Shareholders via Electronic Method (E-AGM) and appointment of a proxy
  6. Information of the Independent Directors for consideration as a proxy
  7. Proxy Form A and Form B
  8. Attendance form for the 2023 Annual General Meeting of Shareholders via Electronic Method (E-AGM)
  9. Advance question submission form according to the agenda of the 2023 Annual General Meeting of Shareholders
  10. Map of the live broadcast venue of the electronic meeting (E-AGM)

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 2023 on Wednesday, April 26, 2023 at 10.00 a.m. **via Electronic Method (E-AGM)**, live broadcasting from the Meeting Room No.501, 5<sup>th</sup> 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 2022 Annual General Meeting of Shareholders**

**Detail:** The 2022 Annual General Meeting of Shareholders was held on 27 April 2022 and a copy of the minutes of 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 2022 Annual General Meeting of Shareholders held on 27 April 2022.

**Agenda 2** **To acknowledge the report on the Company's operating results of the year 2022**

**Detail:** The report on the operating results of the Company for the year 2022 is shown in the Company's 2022 Annual Registration Statement/Annual Report (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 2022.

**Agenda 3**    **To consider and approve the Company’s financial statements for the year ended 31 December 2022**

**Detail:** The audited financial statements for the year ended 31 December 2022 are shown under the “Financial Statements” section of the Company’s 2022 Annual Registration Statement / Annual Report (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 2022.

**Agenda 4**    **To consider and approve the appropriation of the profit and the dividend payment for the year 2022**

**Detail:** The Company has the policy to pay the dividends of not less than 50 percent of the Company’s net profit after applicable income tax and legal reserves. Nevertheless, such ratio of dividend payment is subject to change due to the investment plan, necessities and other appropriateness in the future. For the year 2022, the Company had net profit of THB 41,478,483 and retained earnings after statutory reserve of THB 256,627,176. The Board has a resolution to propose the shareholders’ meeting to pay additional dividend to the shareholders of THB 0.35 per share, totaling THB 99,361,129.70. The additional dividend when combined with the interim dividend paid to the shareholders at the rate of THB 0.20 per share on 7 September 2022 will be THB 0.55 per share in total from the operating results for the year 2022 and retained earnings, which amount to THB 156,138,918.10 or 376.43 percent of net profit after deduction of income tax and statutory reserve and is in accordance with the dividend policy. The names of the shareholders entitling to receive the proposed dividend shall be recorded on Friday, March 3, 2023 and the date of dividend payment will be on Tuesday, May 16, 2023.

Incidentally, the Company paid dividends from 2021 Company’s performance at THB 0.66 per share or equivalent to 50.00 percent of net profit after income tax and statutory reserve.

**Opinion of the Board:** It is appropriate to propose the shareholders’ meeting to approve the dividend payment for the year 2022 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 and Article 13 and Article 15 of the Articles of Association of the Company stipulates that the Company shall have a Board of Directors consisting of at least 5 Directors which shall be appointed at the shareholders’ meeting and at every Annual General Meeting of Shareholders, one-third of the directors or the number of directors closest to one-third shall retire by rotation. The directors to vacate office within the first and the second year following company registration shall be drawn by lot. In subsequent years, the directors serving the longest period shall retire by rotation. Those directors to vacate office may be re-appointment.

The Company presently has 8 directors and at the 2023 Annual General Meeting of Shareholders, there are 3 directors who shall retire by rotation, namely

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|-----------------------------|----------------------|
| 1. Mr. Vichien Phongsathorn | Chairman             |
| 2. Mrs. Walairat Pongjitt   | Director             |
| 3. Mrs. Suphasri Sutanadhan | Independent Director |

The entire Board of Directors except for directors with conflicts of interests, performed duties of the Nomination Committee. Duties performed were within the scope of considering the criteria and process for the nomination of persons with appropriate qualifications and in accordance with the Company's business strategy to serve as directors, as well as selecting persons based on the determined nomination process and their past performance as directors of the Company. The Board of Directors deemed appropriate to propose the shareholder's meeting to re-appoint these 3 retiring-by-rotation directors, who are qualified as director of the Company, for another term, namely

1. Mr. Vichien Phongsathorn Chairman
2. Mrs. Walairat Pongjitt Director
3. Mrs. Suphasri Sutanadhan Independent Director

The curricula vitae and information on these 3 persons are as per Attachment 3 enclosed.

In this regard, the Board of Directors did not determine the policy on limitation of the mandate of a yearly basis of independent director, as foresaw that the continuous tenure of the directorship might be beneficial to the Company's management and business operations.

Incidentally, the nominated persons were gone through a consideration in accordance with the process specified by the Company and had qualifications in accordance with relevant regulations and suitable for the Company's business operations. In addition, the Company provided an opportunity for shareholders to nominate any qualified candidates for consideration for appointment as director according to the criteria disclosed on the Company's website, but no nomination was made.

For the criteria and procedures for nomination of directors, the Board of Directors considered that the person who would be nominated as an independent director had qualifications in accordance with the relevant laws and regulations relating to independent directors. The definition of Independent Director appears in the 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) under the "Corporate Governance" section.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to approve the re-appointment of 3 retiring directors for another term as follows:

1. Mr. Vichien Phongsathorn Chairman
2. Mrs. Walairat Pongjitt Director
3. Mrs. Suphasri Sutanadhan Independent Director

**Agenda 6 To consider and approve the director's remuneration for the year 2023**

**Detail:** The entire Board of Directors except those with conflicts of interests performed duties of the Remuneration Committee. Duties performed were within the scope of considering the remuneration to the directors by comparison with the listed companies in the same industry, similar revenue level and similar market capitalization level, as well as based on the Company's performance and the responsibilities of the directors. The Board deemed it appropriate to propose the remuneration of the directors for 2023 as detailed below:

Composition of the remuneration	2022	2023 (Proposed)
<u>Meeting Allowance of the Board of Directors</u>		
- Chairman (THB/time)	21,000	22,500
- Director (THB/person/time)	16,000	17,500
<u>Meeting Allowance of the Audit Committee</u>		
- Chairman of the Audit Committee (THB/time)	21,000	22,500
- Member of the Audit Committee (THB/person/time)	16,000	17,500
<u>Meeting Allowance of the Corporate Governance and Risk Oversight Committee</u>		
- Chairman of the Corporate Governance and Risk Oversight Committee (THB/time)	12,500	13,500
- Member of the Corporate Governance and Risk Oversight Committee (THB/person/time)	10,000	11,000
<u>Annual Remuneration</u>		
- Chairman (THB/year)	300,000	320,000
- Chairman of the Audit Committee (THB/year)	325,000	355,000
- Member of the Audit Committee (THB/person/year)	290,000	320,000
- Other Director (THB/person/year)	230,000	250,000
Other special benefits and any other benefits	None	None

Remark: The Company pays meeting allowances only to the directors who attend the meeting. In this regard, the composition of the remuneration proposed for approval, both in form of money 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 2022 Annual Registration Statement / Annual Report (Form 56-1 One Report) under the section "Corporate Governance Structure".

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2023 as proposed.

**Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2023**

**Detail:** In order to comply with the Public Listed Companies Act B.E. 2535, which requires the General Meeting of Shareholders to appoint an auditor and determine the audit fees of the Company every year, the Board of Directors considered the selection of 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, 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 2023, with the same standards as other auditing offices and appropriate audit fee, with the list of auditors as follows:

1. Mr. Chatchai Kasemsrithanawat, C.P.A. Registration No. 5813, was nominated for appointment as the Company's auditor since the year 2018 or
2. Miss Sirirat Sricharoensup, C.P.A. Registration No. 5419, was nominated for appointment as the Company's auditor since the year 2020 or

3. Miss Watoo Kayankannavee, C.P.A. Registration No. 5423, was nominated for appointment as the Company's auditor since the year 2020.

The remuneration of the auditor is set THB 620,000 with no other service fee, increasing from the year 2022 amounted to THB 30,000.

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

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

Incidentally, the Audit Committee considered and opined that the proposal for the appointment of auditors and the audit fee are appropriate and the Board of Directors supervised and monitored to be able to prepare the financial statements in time.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to consider and approve the auditors and the audit fee for the year 2023 as proposed.

**Agenda 8** **To consider and approve the amendment of the Company's objectives and the amendment of the Company's Memorandum of Association Clause 3.**

**Detail:** The Company would like to amend the Company's objectives in order to support the Company's business expansion by adding two more objectives of the Company, namely Clause 15 and Clause 16, which details are as follows:

Clause (15) Operating a rental business, service for building area, real estate and provide utility services facilities and other services related to the use of building space and real estate.

Clause (16) To operate the business of generating electricity for use or for distribution.

In addition, in accordance with the amendment of the above Company's objectives, the Company has to amend Clause 3 of the Company's Memorandum of Association as follows:

**Before Amendment**

"There are 14 objectives of the Company, as per details in the attached BorMorJor. 002 form."

**After Amendment**

"There are 16 objectives of the Company, as per details in the attached BorMorJor. 002 form."

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the Amendment of the Company's Objectives and the Amendment of the Company's Memorandum of Association Clause 3 in support of the Company's business expansion.

**Voting Requirements:** The resolution on this agenda item shall be passed by not less than three-fourths of the total votes of the shareholders attending the Meeting and eligible to vote.

**Agenda 9** **Other businesses (if any)**

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Therefore, the Company would like to invite the shareholders to attend the meeting on the date and time as proposed. In this regard, the Company will open the registration system for shareholders 2 hours before the meeting starts and will start live broadcasting at 10:00 a.m.

However, this Annual General Meeting of Shareholders will be held during the situation of the Coronavirus 2019 epidemic ("COVID-19"), which the Company has closely followed up on this situation and has been concerned about safety and health.

Therefore, the Company requests the **shareholders to consider appointing the independent directors of the Company as a proxy (A list of independent directors appears in Attachment 6)**. The shareholder can fill in the details and sign in the Proxy Form B as attached to this letter, with supporting documents, and submit to the Company within **19 April 2023**.

**For shareholders who would like to attend the Annual General Meeting of Shareholders via Electronic Method (E-AGM) in person, the Company requests cooperation from shareholders to notify the intention to attend the Annual General Meeting of Shareholders via Electronic Method (E-AGM) to the Company in advance, regarding to Attachment 8, and submit this form by 19 April 2023**. The Company will thereafter examine the documents to confirm the right to attend the meeting and will send the Username, Password, and Web Link for attending the meeting to the email address specified in **Attachment 8**. The Company will send such details **within 7 days prior to the meeting**. In addition, the Company requests shareholders to **submit questions prior to the shareholders' meeting** through the specified channels. (Reference to the advance question form or **Attachment 9**) by **19 April 2023**.

The Company has fixed the record date for shareholders who are eligible to attend the 2023 Annual General Meeting of Shareholders on Friday, March 3, 2023.

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](http://www.premier-technology.co.th) since 24 March 2023, which the shareholders can download as appropriate.
  - 2) The Company has sent the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR Code format to the shareholders and also downloadable on the website [www.premier-technology.co.th](http://www.premier-technology.co.th) since 24 March 2023. However, if any shareholder would like to request such report in hard copy form, please contact the Investor Relation Department at tel. 0-2684-8405.
  - 3) The Company would like to inform the refrain from giving souvenirs/complimentary gifts to the shareholders attending all the shareholders' meetings, including the 2023 Annual General Meeting of Shareholders, as the Company would like the shareholders to attend the meeting and participate in decision-making on various matters according to the agendas, without bringing the issue of souvenirs/complimentary gifts as a factor for the meeting.
  - 4) The Company will conduct the 2023 Annual General Meeting of Shareholders in Thai, without translation into other languages.