



Invitation to the Annual General Meeting of Shareholders for the year 2020 Premier Technology Public Company Limited

Wednesday 22 July 2020 at 10.00 a.m.
at Bhiraj Hall 1 BITEC,
88 Debaratna Road (Km.1), Bangna Tai Sub-District,
Bangna 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.

14 July 2020

- Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2020
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2019
 2. Annual Report 2019 and Sustainability Development Report 2019 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 2020 on Wednesday 22 July 2020 at 10.00 a.m., at Bhiraj Hall 1 BITEC, 88 Debaratna Road (Km.1), Bangna Tai Sub-District, Bangna 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 2019

Detail: The Annual General Meeting of Shareholders for the year 2019 was held on 24 April 2019 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 2019 was held on 24 April 2019.

Agenda 2 To acknowledge the report on the Company's operating results of the year 2019

Detail: The report on the operating results of the Company for the year 2019 is shown in the Company's Annual Report for the year 2019, 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 2019.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2019

Detail: The audited financial statements for the year ended 31 December 2019 are shown under the "Financial Statements" section of the Company's Annual Report for the year 2019, 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 2019.

Agenda 4 To acknowledge the interim dividend payment of 2 times and the omission of dividend payment for the year 2019.

Detail: The Board of Directors' Meeting of the Company has approved the interim dividend payment from the operation result of the year 2019 in the total of 2 times as follows:

1. The first time, The Board of Directors' Meeting No. 3/2019 resolved on 7 August 2019 to pay the interim dividend on Thursday 5 September 2019 at the rate of 0.12 baht per share, totaling 34,066,673.04 baht.

2. The second time, The Board of Directors' Meeting No. 3/2020 resolved on 1 April 2020 to pay an interim dividend on Monday 20 April 2020 at the rate of 0.40 baht per share, totaling 113,555,576.80 baht.

Overall, the total interim dividend payment from the operating results of the year 2019 at the rate of 0.52 baht per share, with the total amount of 147,622,249.84 baht.

And in accordance with Section 115 of the Public Listed Companies Act B.E. 2535, the Board of Directors has to notify the meeting at the next shareholders' meeting.

And the Board of Directors passed a resolution to pay the second interim dividend in order to alleviate the impact on shareholders from the Board of Directors' resolution to postpone the Annual General Meeting of Shareholders for the year 2020 which was scheduled on 22 April 2020, was issued indefinitely. In addition, the amount of both dividends paid, equal to 92.86 percent of net profit after income tax and legal reserve which is in line with the Company's dividend policy, which stipulates that dividends will be paid to shareholders of not less than 50 percent of net profit after income tax and legal reserve from the Company financial statements. The said dividend payment may change depending on the investment plan, necessity and other suitability in the future. Therefore, the Board of Directors does not propose to the Annual General Meeting of Shareholders to consider paying dividend for the year 2019 again.

The company has paid dividends from the operating results of the year 2018 at the rate of 0.65 Baht per share, representing 97.01 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 acknowledge the interim dividend payment of 2 times and the omission of dividend payment for the year 2019.

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 10 directors and at the Annual General Meeting of Shareholders for the year 2020 there are 3 directors must retire, namely,

1. Mr. Vichien Phongsathorn Chairman
2. Mr. Harin Upra Director
3. Mr. Surabhan Purnagupta Independent Director

In this regard, Mr. Surabhan Purnagupta intended not to return for re-election as a Company's director for health reasons.

The Nomination Committee consists of the entire Board of Directors, except the director who is the stakeholders, are acting 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 directors of the Company for another term, namely

1. Mr. Vichien Phongsathorn Chairman
2. Mr. Harin Upra 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 Report for the year 2019 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. Vichien Phongsathorn Chairman
2. Mr. Harin Upra Director

Agenda 6 To consider and approve the director's remuneration for the year 2020

Detail: The Remuneration Committee consists of the entire Board of Directors, except the director who is the stakeholders, are acting 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 2020 as follow:

Composition of the remuneration	2019	2020 (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
- Audit Committee (Baht/person/time)	16,000	16,000
<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 Report for the year 2019 under the section "Structure Management".

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

Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2020

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 2020, 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 was appointed as the Company's auditor of the year 2020 for the first year or
3. Miss Watoo Kayankannavee, C.P.A. Registration No. 5423, which was appointed as the Company's auditor of the year 2020 for the first year

and fix the Audit fee for the year 2020 in the amount of 590,000 Baht with no other service charges, reduced from the audit fees for the year 2019 in the amount of 30,000 baht.

The impact of the epidemic situation of the Coronavirus Disease 2019 caused the Company to postpone the Annual General Meeting of Shareholders. Therefore, there is no resolution of the shareholders' meeting regarding the appointment of the Company's auditor for the fiscal year 2020. However, the Office of the Securities and Exchange Commission (SEC) has allowed the Company to appoint the auditor which has been approved by the SEC to review the first quarter's financial statement of the year 2020 in order to be able to disclose information and submit financial statements to the SEC. In this regard, the Company must propose the appointment of the auditor to the shareholders' meeting to consider the appointment at the next meeting which is in accordance with the announcement of the Capital Market Supervisory Board No. Thor Jor. 28/2563 dated 27 March 2020.

The Board of Directors Meeting No. 3/2020 held on 1 April 2020 has resolved to appoint an auditor from EY Office Company Limited, which is the same auditor and the same audit firm that will propose to the shareholders' meeting for the year 2020, to review the 1st quarter of 2020 financial statements of the Company and its subsidiary with the audit fee of the Company in the 1st quarter of year 2020 in the amount of 100,000 baht, which will be counted as part of the audit fee for the year 2020 in the amount of 590,000 baht.

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 2020 as proposed.

Agenda 8 To acknowledge of Mr. Surapol Srangsomwong, Independent Director and Member of Audit Committee of the Company, will be an Independent Director and Member of Audit Committee of Loxley Public Company Limited in accordance with the provisions of Section 86 of the Public Listed Companies Act B.E. 2535.

Detail: Mr. Surapol Srangsomwong, Independent Director and Member of Audit Committee of the Company, will be an Independent Director and Member of Audit Committee of Loxley Public Company Limited under Section 86 of the Public Listed Companies Act B.E. 2535 states that "Directors are prohibited from operating the business of the same nature and in competition with the business of the company, or become a partner in an ordinary partnership, or a partner with no limited liability in a limited partnership, or being a director of a private company or another company operating a business of the same nature and is a competition with the business of the company, whether for personal benefit or for others' benefit, unless notified to the shareholders' meeting before the appointment resolution ... "

The Board has considered that Mr. Surapol Srangsomwong, who will be an Independent Director and Member of Audit Committee of both companies, can comment freely and in accordance with the relevant criteria, both in the comments, advising and lack of participation in the management of both companies in any way, and will not participate in the consideration of the agenda of companies in the above manner.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to acknowledge.

Agenda 9 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 20 July 2020.

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 20 July 2020.

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 20 July 2020.

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 2020 on Thursday 2 July 2020.

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 14 July 2020, which the shareholders can download as appropriate.
 - 2) The Company has sent the Annual Report for the year 2019 and Sustainability Development Report for the year 2019 in QR Code format to the shareholders and publicized on the Company's website www.premier-technology.co.th since 14 July 2020. 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 Corporate 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 2020, 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 2020 in Thai, without translation into other languages.