



Invitation to 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)**

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)

The Company is aware of the severity of the situation. Therefore, there are various guidelines and measures to prevent the spread of this epidemic.

25 March 2022

- Subject:** Invitation to the 2022 Annual General Meeting of Shareholders
To: Shareholders of Premier Technology Public Company Limited
Attachments:
1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
 2. 2021 Annual Registration Statement (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 2022 Annual General Meeting of Shareholders via Electronic Method (E-AGM)
 9. Advance question submission form according to the agenda of the 2022 Annual General Meeting of Shareholders
 10. Map of the live broadcast venue of the electronic meeting (E-AGM)

The Board of Directors of Premier Technology Public Company Limited has resolved to call the 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 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, to consider various matters according to the following agenda:

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

Detail: The Annual General Meeting of Shareholders for the year 2021 was held on 28 April 2021 and a copy of the minutes of this meeting is attached herewith, as in 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 2021 which was held on 28 April 2021.

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

Detail: The report on the operating results of the Company for the year 2021 is shown in the Company's Annual Registration Statement 2021 (Form 56-1 One Report), which has been sent to the shareholders together with this notice, as in Attachment 2.

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

Detail: The audited financial statements for the year ended 31 December 2021 are shown under the "Financial Statements" section of the Company's 2021 Annual Registration Statement (Form 56-1 One Report), which has been sent to the shareholders together with this notice, as in 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 2021.

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

Detail: The Company has a policy to pay dividends to the shareholders at a rate of not less than 50% of net profit after income tax and a deduction of legal reserves. However, such dividend policy may be changed depending on the Company's investment plans, necessities and appropriateness in the future. At the end of 2021, the Company had net profit of THB 374,726,554, and had retained earnings after statutory reserve of THB 388,320,948. The Board of Directors considered that it was appropriate to propose the shareholders' meeting to approve the dividend payment to the Shareholders at the rate of THB 0.41 per share, with the total amount of THB 116,394,466.22. When combining this dividend rate with the interim dividend at the rate of THB 0.25 per share (the total amount of THB 70,972,235.50) which has been paid to the Shareholders since 3 September 2021, the total amount of dividend payment from the operating results of the year 2021 will be at the rate of THB 0.66 per

share, with the total amount of THB 187,366,701.72, representing a net profit of 50.00 percent, in accordance with the specified dividend policy of the Company. The names of the shareholders entitling to receive the proposed dividend shall be recorded on Friday, March 4, 2022 and the date of dividend payment will be on Tuesday, May 17, 2022.

In this regard, the Company paid dividends from the operating results of the year 2020 at the rate of THB 0.50 per share, representing 90.22 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 dividend payment for the year 2021 as proposed.

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

Detail: According to 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 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 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 Annual General Meeting of Shareholders for the year 2022, there are 3 directors who shall retire by rotation, namely

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

The entire committee, except those who have 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 are qualified as director of the Company, for another term, namely

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

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

However, the Board of Directors has not set a policy to limit the number of years for the position of directors as foresees that the continuous tenure of the directorship 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 carried out easily.

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 criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's 2021 Annual Registration Statement (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 3 retiring directors for another term as follows:

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

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

Detail: The Board of Directors, except those who have 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 from listed companies which were in the same business category, income level and market capitalization level in the same period, including considering the Company's

operating results and responsibilities of the directors, the Remuneration Committee considered appropriate to propose the remuneration for the year 2022 as follow:

Composition of the remuneration	2021	2022 (Proposed)
<u>Meeting Allowance of the Board of Directors</u>		
- Chairman (THB/time)	21,000	21,000
- Director (THB/person/time)	16,000	16,000
<u>Meeting Allowance of the Audit Committee</u>		
- Chairman of the Audit Committee (THB/time)	21,000	21,000
- Member of the Audit Committee (THB/person/time)	16,000	16,000
<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	12,500
- Member of the Corporate Governance and Risk Oversight Committee (THB/person/time)	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

Remark: Meeting allowances are paid 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 appear in the 2021 Annual Registration Statement (Form 56-1 One Report) under the section "Governance Structure".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2022 as proposed.

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

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 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 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 Kasemsrihanawat, 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 propose the Audit fee for the year 2022 in the amount of THB 590,000 with no other service charges, equal to the audit fee for the year 2021.

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, these auditors have independence in auditing and expressing their opinions on the Company's financial statements.

In this regard, the Company's auditors and those of its subsidiary are under the same audit firm.

Incidentally, the Audit Committee considered and opined that the proposed appointment of the auditors and the remuneration of such auditors were 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 2022 as proposed.

Agenda 8 Other businesses (if any)

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. The Company is fully committed to provide the best possible meeting arrangements and safety, as well as implementing the guidelines and recommendations that the government agencies and related agencies have set about organizing the meeting.

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) instead of attending the meeting in person. 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 20 April 2022.

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 to the Company by 20 April 2022. 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 to that specified email address within 7 days prior to the meeting. In addition, the Company requests shareholders to submit questions prior to the shareholders' meeting to the Company through the specified channels. (Reference to the advance question form or Attachment 9) and submit to the Company by 20 April 2022.

In this regard, the Company has determined the record date for shareholders who are eligible to attend the 2022 Annual General Meeting of Shareholders on Friday, March 4, 2022.

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 25 March 2022, in which the shareholders can download it as appropriate.
- 2) The Company has sent the 2021 Annual Registration Statement (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 25 March 2022. 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 or the Company Secretary Department at tel. 0-2301-1565.
- 3) The Company would like to inform the refrain from giving souvenirs / complimentary gifts to the shareholders attending all the shareholders' meetings, including the 2022 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 2022 Annual General Meeting of Shareholders in Thai, without providing translators in other languages.