

(Translation)

**Minutes of 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)**

The meeting was held on 26 April 2023 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, announced the opening of the 2023 Annual General Meeting of Shareholders of Premier Technology Public Company Limited (“the Company”).

Miss Kulthida Verathaworn, Company Secretary, informed the meeting that there were 11 shareholders attending the meeting in person, representing 31,560,948 shares, and 23 proxies who represented 132,066,654 shares. Therefore, a total of 34 shareholders who represented 163,627,602 shares, representing 57.6379 percent of the total paid-up shares, constituted a quorum according to the Company’s Articles of Association.

During the course of the meeting, there were additional shareholders registered to attend the meeting. As a result, by the end of the meeting, there were 12 shareholders attending the meeting in person, holding 31,567,948 shares and 23 proxies, holding 132,066,654 shares. Therefore, there were 35 shareholders in total, holding in aggregate 163,634,602 shares, equal to 57.6404 percent of the total paid-up shares.

Initially, the Chairman informed the shareholders that the arrangement of this Annual General Meeting of Shareholders was a meeting in the situation of the outbreak of Coronavirus 2019 (“COVID-19”), which the Company had monitored this situation and was concerned about health safety, the meeting was therefore 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 8 directors of the Company who were present at the meeting from the total of 8 directors (representing 100 percent of the total number of directors) 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 2 sub-committees, comprising of the Audit Committee and the Corporate Governance & Risk Oversight Committee. For other sub-committees, the Board of Directors as a whole, excepted for directors with conflicts of interests, 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,  
as the Chief Executive responsible for Accounting and Finance  
(Attending the meeting via Electronic Method)
3. Miss Khanitta Sivaboonyawongs          Corporate Director, Legal Affairs and Registration,  
As the Chief Executive responsible for Legal Affairs.
4. Miss Kulthida Verathaworn                  Company Secretary

In addition, there was an auditor from EY Office Company Limited, Miss Sirirat Sricharoensup, 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 vote counting and notification of voting results**

1 share was counted as 1 vote.

Voting for each agenda item would be done openly through a voting platform. The shareholders or proxies would have to vote one way or the other, which was “**approve**”/ “**disapprove**”, or “**abstain**” from voting, excepted for voting by a custodian where the votes might be partial.

When the Company opened the voting, pressed vote when the light of the agenda item turned yellow and a voting window would appear. The Company would open voting for a period of approximately 1 minute.

In the event that any shareholder was willing to vote “**approve**” for any agenda item, or a shareholder voted “**approve**” or **did not need to cast his vote for that agenda item**, the system will count a shareholder's vote as “approve” at the conclusion of the results.

In the event that any shareholder was willing to vote “**disapprove**” or “**abstain**” from voting for any agenda item, **the shareholder would select to vote according to his choice for that agenda item.**

Then press the voting button to reaffirm a vote. The meeting status bar would display that the vote had been cast.

**If a shareholder was willing to change his selected voting choice, this would have to be done before the closing of the voting period for that agenda item.** If the voting period was closed, the selected voting choice could not be changed. The change could be made by going to the message “voted” displayed on the meeting status bar, pressed the new voting choice button. Then pressed the vote button, confirming message that vote had been cast for such agenda item would appear.

**For the counting of votes for each agenda item, the votes of the shareholders attending the meeting would be counted and the remainder would be counted as “approve” votes.** For shareholders who had assigned their proxies to vote as stated in the proxy form, such votes had been counted and the votes for

each agenda item as stated in the proxy form would be the votes counted as the resolution of the meeting. The said votes were recorded in advance on registration to attend the meeting.

**The notification of the voting result would indicate the votes as “approve”/ “disapprove”, or “abstain”.** Each agenda would use the latest number of shares of shareholders which were attending the meeting for voting calculation. When the system closed for vote processing calculation of that agenda, it did not allow to go back to the previous agenda and make any changes, for transparency.

**Questioning practice.** If a shareholder was willing to ask questions, there were 2 cases as follows;

- 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 would raise those questions after the meeting would end.

#### **Inquiry through the Windows operating system**

**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 his position in the queue on the Company’s screen. After that, the Company would inform a shareholder to ask questions sequentially. The Company would switch on the microphone to enable a shareholder to ask questions according to the queue for each agenda item and a picture of a green microphone would appear on the screen to inform a shareholder of his turn. A shareholder or a proxy was requested to inform of his name and surname and his status in attending the meeting, such as in person or by proxy, prior to asking the questions.

#### **Inquiry through web browser of all platforms, including iOS and Android systems**

The Company opened for questions in each agenda. **A shareholder could send messages during the time allowed by the Company to use chat messages in the meeting room, by pressing the chat button on the menu,** a shareholder then found a chat window for typing messages.

The Company reserved the right to take any appropriate actions so as to make the meeting concise and efficient and would record the meeting in the form of video media.

The Chairman further informed that for the 2023 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 2022 to 31 December 2022. It appeared that no shareholder proposed any matter for consideration as an agenda item or nominated candidates for election as directors in advance.

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 2022**

The Chairman proposed for the meeting to consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders held on 27 April 2022. 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 2022 Annual General Meeting of Shareholders held on 27 April 2022 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,627,602	100.0000
Disapproval	0	0.0000
Abstention	0	-

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

The Chairman requested Miss Wanna Kolsrichai, Director and Chairman of the Executive Committee, to give summary of the operating results of the year 2022 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 of the year 2022, the Company and its subsidiary had total income of THB 2,589.91 million, increasing by THB 419.89 million from the previous year, with a net profit of THB 162.74 million, increasing from the previous year by THB 69.41 million. For Datapro Computer System Company Limited, the subsidiary had total income of THB 2,573.72 million, increasing by THB 424.90 million from the previous year, with a net profit of THB 181.27 million, increasing from the previous year by THB 87.58 million.

For implementation for sustainability, Datapro Computer Systems Company Limited, which was a subsidiary, continuously conducted business with sustainability regarding the adoption of 5 core values and 3 main components of “Progressive Business, Stable Employees, Sustainable Society” so as to achieve “Harmonious Alignment of Success”

**1. Progressive Business:** Encouraged the value chain enhancement, committed to “Providing quality services at international standards”, focused 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:** The Company provided space and encouraged employees to participate and take action.

**3. Sustainable Society:** As social problems are large, an important condition for resolving social problems requires collaboration from a large number of people. It also requires an ecosystem of engagement “Social Power to Solve Social Problems” by funding and other supports as a first footstep to enhance a social power multiplier.

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 of the year 2022.

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

The Chairman proposed for the meeting to consider and approve the Company’s financial statements for the year ended 31 December 2022, which were audited by the auditor. The information was as detailed in the Annual Registration Statement/Annual Report for the year 2022 (Form 56-1 One Report) of the Company, which had been sent to all shareholders together with the invitation to the meeting.

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 2022 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,634,602	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 2022**

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 2022, the Company had a net profit of THB 41.48 million, retained earnings after deducting legal reserves of THB 256.63 million. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider paying dividends for the year 2022 to shareholders from retained earnings after deducting legal reserves at the rate of THB 0.35 per share, equivalent to 38.72 percent of retained earnings after deducting legal reserves. When combining this dividend rate with the interim dividend paid on 7 September 2022 at the rate of THB 0.20 per share, the total amount of dividend payment would be at the rate of THB 0.55 per share, totaling THB 156,138,918.10, in accordance with the specified dividend payment policy of the Company. The names of the shareholders entitling to receive the proposed dividend were recorded on Friday, March 3, 2023 and the date of dividend payment would be on Tuesday, May 16, 2023.

The Chairman then gave an opportunity to the shareholders to ask questions.

Mrs. Somrudee Kerdbankram, a shareholder attending the meeting in person, asked why the Company did not set the closing date of XD after the shareholders' meeting day like other companies.

The Chairman clarified that the Company considered setting the date for determining the names of shareholders who were entitled to attend the Annual General Meeting of Shareholders and the right to receive dividends on the same date in order for shareholders who had interests to participate in both attending the meeting to consider and determine to approve the dividend payment and were entitled to receive dividends. Such direction was the principle that the Company had practiced for many years, that was, the persons receiving the dividend were those who took part in the decision-making process at the shareholders' meeting, instead of being different persons.

After no further questions were asked by the shareholders, the Chairman asked the meeting to vote.

The meeting considered and resolved to approve the appropriation of the profit and the dividend payment for the year 2022 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,634,602	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 to the Public Limited Companies Act B.E. 2535 and Article 13 and 15 of the Articles of Association of the Company, the Company would have a board of directors consisting of at least 5 directors which would 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 would have to retire by rotation. The directors to vacate office within the first and the second year following company registration would be drawn by lots. In subsequent years, the directors serving the longest period would have to retire by rotation. Those directors to vacate office might be re-appointment.

At present, the Company had a total of 8 directors. At the 2023 Annual General Meeting of Shareholders, there were 3 directors who would have to retire by rotation, namely:

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

The entire Board of Directors, excepted those directors who had conflicts of interests, performed duties as 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 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, all 3 directors had been considered having appropriate qualifications. It is deemed appropriate to propose the shareholder's meeting to re-appoint these 3 retiring-by-rotation directors, who were qualified as director of the Company, for another term.

In this regard, Mrs. Suphasri Sutanadhan, who was nominated as an independent director of the Company for another term, the Board of Directors determined that a nominated independent director had qualifications in accordance with the relevant laws and regulations relating to independent directors.

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 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.

The Chairman then gave an opportunity to the shareholders to ask questions.

Mr. Noppadon Pakonnimiddee, a proxy from Thai Investors Association, asked how many terms Mrs. Suphasri Sutanadhan had held a position as an independent director.

The Company Secretary informed that if counting the period of being an independent director of Mrs. Suphasri Sutanadhan until the date of the 2023 Annual General Meeting of Shareholders, there were about 5 years or holding a term as an independent director for less than 2 terms.

After no further questions were asked by the shareholders, the Chairman asked the meeting to vote.

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. Mr. Vichien Phongsathorn Chairman**

The shareholders' meeting resolved with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,634,522	100.0000
Disapproval	0	0.0000
Abstention	80	-

**2. Mrs. Walairat Pongjitt Director**

The shareholders' meeting resolved with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	161,634,602	100.0000
Disapproval	0	0.0000
Abstention	2,000,000	-

**3. Mrs. Suphasri Sutanadhan Independent Director**

The shareholders' meeting resolved with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,634,602	100.0000
Disapproval	0	0.0000
Abstention	0	-

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

The Chairman informed the meeting that the Board of Directors as a whole, excepted for directors with conflicts of interest, acted as the Remuneration Committee in considering the criteria for and forms of remuneration of the directors by comparison with the listed companies in the same industry, the same revenue level and market capitalization, as well as considering the Company's operating results and the duties and responsibilities of each director, for a proposal of their opinion to the Company's Board, deemed it appropriate to set the remuneration of the directors for the year 2023 as per the following details:

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

The Company paid meeting allowances only to the directors who attended the meeting. In this regard, the compositions of the remuneration proposed for approval were both in form of money and other special benefits, including any other benefits.

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.

After consideration, the meeting resolved to approve the director's remuneration for the year 2023 as proposed with the votes of not less than two-thirds of the shareholders attending the meeting and having the right to vote and excluded the vote of the directors with 5,600,440 shares who had a conflict of interest as follows:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Had the Right to Vote</b>
Approval	158,034,162	100.0000
Disapproval	0	0.0000
Abstention	0	0.0000
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 2023**

The Chairman informed the meeting that in order to comply with the Public Company Limited Act B.E. 2535, which stipulated that the Annual 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 firms. 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 firms 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 Sricharoensup**, 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 2023 at THB 620,000, increasing from the audit fee for the year 2022 of THB 30,000, 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, they could independently perform the audit and provide their 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.

The Audit Committee considered and was of the opinion that the appointment of the auditors would be proposed and that such audit fee was appropriate and the Board of Directors supervised and monitored to be able to prepare the financial statements in time.

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 2023 as proposed with the following votes:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,634,602	100.0000
Disapproval	0	0.0000
Abstention	0	-

**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.**

The Chairman informed the meeting that 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."**

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 Amendment of the Company's Objectives and the Amendment of the Company's Memorandum of Association Clause 3 as proposed with the votes of not less than three-fourths of the shareholders attending the meeting and having the right to vote as follows:

<b>Resolution</b>	<b>Votes (Shares)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting and Voted</b>
Approval	163,634,602	100.0000
Disapproval	0	0.0000
Abstention	0	-

**Agenda 9 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 24 March 2023 until 19 April 2023, 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 also apologized for the inconvenience that the Company had to decide to conduct this Annual General Meeting of Shareholders via Electronic Method (E-AGM) due to the uncertainty of the coronavirus-2019 outbreak and adjourned the meeting at 11.12 a.m.

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