



## **Invitation to the 2024 Annual General Meeting of Shareholders**

### **Premier Technology Public Company Limited**

**Monday, April 22, 2024 at 10.00 a.m.**

**At 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

**Reference to the letter No. 2/2024 from The Securities and Exchange Commission, Thailand  
Requesting Cooperation Regarding Organizing a Shareholder Meeting, Dated January 10, 2024.**

At present, the situation of the outbreak of the coronavirus 2019 pandemic has greatly eased. In addition, an on-site meeting of shareholders will allow all groups of shareholders to attend the meeting to meet, communicate and ask questions to directors and executives of listed companies more conveniently. The SEC therefore requests the Board of Directors to consider holding an on-site meeting of shareholders or a hybrid method, where both on-site and e-meeting meetings are held simultaneously. However, precautionary measures regarding the spread of the coronavirus 2019 pandemic as appropriate to the current situation are still needed to consider.

21 March 2024

- Subject:** Invitation to the 2024 Annual General Meeting of Shareholders
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
  2. 2023 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 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 2024 Annual General Meeting of Shareholders
  9. Advance question submission form according to the agenda of the 2024 Annual General Meeting of Shareholders
  10. Map to the meeting venue

As the Board of Directors of Premier Technology Public Company Limited (“the Company”) resolved to convene the 2024 Annual General Meeting of Shareholders on Monday, April 22, 2024 at 10.00 a.m. at 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 Annual General Meeting of Shareholders for the year 2023  
**Details:** The Annual General Meeting of Shareholders for the year 2023 was held on 26 April 2023 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 2023 which was held on 26 April 2023.
- Agenda 2** To acknowledge the report on the Company's operating results of the year 2023  
**Details:** The report on the operating results of the Company for the year 2023 is shown in the Company's 2023 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 2023.
- Agenda 3** To consider and approve the Company's financial statements for the year ended 31 December 2023  
**Details:** The audited financial statements for the year ended 31 December 2023 are shown under the “Financial Statements” section of the Company's 2023 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 2023.

**Agenda 4** To consider and approve the appropriation of the profit and the dividend payment for the year 2023

**Details:** 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 regarding to the Company's separate financial statements. Nevertheless, such ratio of dividend payment is subject to change due to the investment plan, necessity and other appropriateness in the future. For the year 2023, the Company had net profit of THB 199,843,569 and retained earnings at the end of the period of THB 271,942,993. The Company already managed the portion that was required to be reserved, according to law. The Board had a resolution to propose the shareholders' meeting to pay additional dividend from net profit 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 0.30 per share, on 6 September 2023, totaling THB 85,166,682.60, will be THB 0.65 per share in total for the year 2023, which amount to THB 184,527,812.30 or 92.33 percent of net profit after deduction of income tax and legal reserve, which is in accordance with the dividend policy of the Company. The names of the shareholders entitling to receive the proposed dividend was recorded on Monday, March 4, 2024 and the date of dividend payment will be on Thursday, May 16, 2024.

Incidentally, the Company paid dividends from 2022 Company's performance at THB 0.55 per share or equivalent to 100.00 percent of the profit for the year 2022 and the excess in profit for the year was paid from the Company's retained earnings.

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

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

**Details:** 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 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 Annual General Meeting of Shareholders for the year 2024, there are 2 directors who shall retire by rotation, namely,

1. Mr. Suradej Boonyawatana                      Director
2. Mr. Pirom Chamsai                              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 to the shareholders' meeting to approve the re-appointment these 2 retiring-by-rotation directors, who are qualified as directors of the Company, for another term, namely;

1. Mr. Suradej Boonyawatana                      Director
2. Mr. Pirom Chamsai                              Independent Director

The curricula vitae and information on these 2 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 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) under the "Corporate Governance" section.

**Opinion of the Board:** It is appropriate to propose to the shareholders' meeting to consider re-appointing 2 retiring-by-rotation directors as the Company's directors for another term as follows:

1. Mr. Suradej Boonyawatana                      Director
2. Mr. Pirom Chamsai                                Independent Director

**Agenda 6**      **To consider and approve the director's remuneration for the year 2024**

**Details:** 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 with the same revenue level and market capitalization, as well as a consideration the Company's operating results and the duties and responsibilities of each director. The Board considered appropriate to propose the remuneration of the directors for 2024, as detailed below:

Remuneration	2023	2024 (proposed)
<u>Meeting Allowance of the Board of Directors</u>		
- Chairman (THB/time)	22,500	22,500
- Director (THBt/person/time)	17,500	17,500
<u>Meeting Allowance of the Audit Committee</u>		
- Chairman of the Audit Committee (THB/time)	22,500	22,500
- Audit Committee (THB/person/time)	17,500	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)	13,500	13,500
- Corporate Governance and Risk Oversight Committee (THB/person/time)	11,000	11,000
<u>Regular Compensation</u>		
- Chairman (THB/year)	320,000	320,000
- Chairman of the Audit Committee (THB/year)	355,000	355,000
- Audit Committee (THB/person/year)	320,000	320,000
- Non-Audit Committee Director (THB/person/year)	250,000	250,000
<u>Other special Benefits and any other benefits</u>	None	None

**Note:** The Company pays meeting allowances only to the directors who attend the meeting. In this regard, the composition of the remuneration proposed for approval are 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 2023 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 2024 as proposed.

**Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2024**

**Details:** 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 2024, 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 Sricaroensup, 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.

It is proposed to set the remuneration of the auditor for the year 2024 in the amount of THB 620,000, which is equal to last year, with no other service fee.

There is information comparing the compensation of EY Office Company Limited in the past year as follow:

The Remuneration of the Auditor		2023	2024 (proposed)	Increase/Decrease
Audit Fee (THB)		620,000	620,000	-
Non-Audit Fee (THB)		None	None	-

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

The Company's auditor and those of its subsidiaries belong to the same audit firm.

Incidentally, the Audit Committee considered and opined the appointment of auditors and their audit fees 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 auditor and the audit fee for the year 2024 as proposed.

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

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All shareholders are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete and sign the attached proxy form and submit the completed form attached with the necessary evidence as stated to the Company prior to the meeting date or present these documents to the Company's officer on the meeting date prior to the start of the meeting.

The Company determined the record date for shareholders who were eligible to attend the 2024 Annual General Meeting of Shareholders on Monday, March 4, 2024.

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 21 March 2024, which the shareholders can download as appropriate.
  - 2) The Company has sent the 2023 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 21 March 2024. However, if any shareholder wishes to receive a hard copy of such reports, please contact the Company Secretary Department at telephone number 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 2024 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, not the issue of souvenirs/ complimentary gifts as a factor for the meeting.
  - 4) The Company will conduct the 2024 Annual General Meeting of Shareholders in Thai, without translation into other languages.