



## **Invitation to the Extraordinary General Meeting of Shareholders No.1/2024**

**Premier Technology Public Company Limited**

**Wednesday, November 27, 2024 at 10.00 a.m.**

**via Electronic Method (E-EGM)**

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

12 November 2024

**Subject:** Invitation to the Extraordinary General Meeting of Shareholders No.1/2024  
**To:** Shareholders of Premier Technology Public Company Limited  
**Attachments:**

1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders
2. Information Memorandum Regarding the Disposition of Asset and Connected Transaction
3. Opinion of the Independent Financial Advisor Regarding the Disposal of Asset and Connected Transaction in QR Code format
4. The Articles of Association of the Company relating to the Shareholders' Meeting
5. Procedures for the registration of the Extraordinary General Meeting of Shareholders No.1/2024 via electronics method (E-EGM) 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 Extraordinary General Meeting of Shareholders No.1/2024 via electronics method (E-EGM)
9. Advance question submission form according to the agenda of the Extraordinary General Meeting of Shareholders No.1/2024

As the Board of Directors of Premier Technology Public Company Limited ("the Company") resolved to convene the Extraordinary General Meeting of Shareholders No.1/2024 on Wednesday, November 27, 2024 at 10.00 a.m. via electronics method (E-EGM), 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 Annual General Meeting of Shareholders for the year 2024

**Details:** The Annual General Meeting of Shareholders for the year 2024 was held on 22 April 2024 and the minutes of the meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the time required by law, including completely publishing on the Company's website. ([www.premier-technology.co.th](http://www.premier-technology.co.th)) A copy of the minutes to this meeting is attached herewith as **Attachment 1**.

**Opinion of the Board:** The minutes of the 2024 Annual General Meeting of Shareholders, held on 22 April 2024, were recorded correctly and completely. Therefore, it is appropriate to propose the shareholders' meeting to adopt the minutes of the said meeting.

**Voting:** This agenda shall be approved by a majority vote of shareholders who attend the meeting and have the right to vote.

**Agenda 2** To consider and approve the disposition of land and buildings of the Premier Place Building and consider and approve entering into a connected transaction with Premier Fission Capital Company Limited (PFC) who is the connected person of the Company at the sale price of THB 450,000,000

**Details:** The Company has intention to enter into a disposition of asset transaction which are land and the Premier Place Building according to land title deed number 188390, area size of 6 rai 1 ngan 51 square wah, with 11,295 square meter Six-Story Premier Place Building and all other buildings, which are located on the said land, to Premier Fission Capital Company Limited (PFC) who submitted an offer to purchase the land and buildings of the Premier Place Building within the time and conditions specified by the Company and is a connected person of the Company at a total value of consideration of THB 450,000,000.

The agreement to enter into a transaction to sell the Company's land and buildings of Premier Place Building to PFC above is considered an asset disposal transaction under the Notification of Capital Market Supervisory Board No.TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (Hereinafter these two announcements will be collectively referred to as "Announcement of Acquisition or Disposition of Assets"), with the transaction value according to the total value of consideration method of 18.67 percent of the value of the total assets of the Company and its subsidiary combined, according to the Company's consolidated financial statements for the period ended 30 June 2024, which is higher than or equal to 15 percent but less than 50 percent. As a consequence, the Company is required to

disclose the transaction information to the Stock Exchange of Thailand and circulate the information notification letters to shareholders within 21 days from the date the information is notified to the Stock Exchange of Thailand, by providing the minimum information as specified by the criteria.

However, since PFC is the Company's connected person, the entry into the above Premier Place Building sale transaction is also considered a connected transaction under the category of transaction relating to assets or services under the Notification of Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (Hereinafter these two announcements will be collectively referred to as "Announcement of Connected Transactions"), with the total value of consideration of THB 450,000,000 which is higher than 3 percent of value of Net Tangible Assets (NTA) of the Company and its subsidiary according to the Company's consolidated financial statements for the period ended 30 June 2024. Therefore, to enter into such large connected transaction, the Company is required to seek an approval for the entry into the transaction from the shareholders' meeting of the Company which requires a resolution of the shareholders' meeting to approve a decision to enter into the transaction not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding shareholders who have interests. In order to request approval from shareholders, the Company shall appoint an independent financial advisor (IFA) to provide an opinion on the said transaction. In addition, the agreement to enter into a transaction to sell the Company's land and buildings of the Premier Place Building to PFC is also considered the sale or transfer of the whole or important parts of the business of the Company to other persons; in accordance with Section 107(2) of the Public Limited Companies Act B.E. 2535 (including amendments) (Hereinafter referred to as the "Public Limited Company Act") which requires a resolution of the shareholders' meeting to approve not less than three-fourths of the total votes of shareholders attending the meeting and having voting right.

Therefore, to enter into the said transaction which is a large connected transaction even though it is considered a disposal transaction with a transaction size higher than 15 percent but less than 50 percent which the Company is required only to prepare a report and disclose information to the Stock Exchange of Thailand and circulate the information notification letters to shareholders in accordance with the Announcement of Acquisition or Disposition of Assets, the Company shall request approval to enter into the said disposal transaction from the shareholders' meeting, which is a higher threshold than according to the Announcement of Acquisition or Disposition of Assets, at the same time as requesting approval to enter into a connected transaction according to the Announcement of Connected Transactions and the sale or transfer of the whole or important parts of the business of the Company to other persons; in accordance with Section 107(2) of the Public Limited Companies Act, which requires a resolution of the shareholders' meeting to approve a decision to enter into the transaction not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding shareholders who have interests. In order to request approval from shareholders, the Company appointed KGI Securities (Thailand) Public Company Limited as an independent financial advisor (IFA) to provide an opinion on the said disposition of asset and connected transaction.

**Opinion of the Board:** The Company's Board of Directors, in which directors who have no conflict of interest, is of the opinion that entering into a transaction to sell land and buildings of Premier Place Building to Premier Fission Capital Company Limited, who is considered a connected transaction, is reasonable, applicable to the general trading conditions and is the most beneficial to the Company when compared to the agreement to enter into such transaction with an independent third party. After considering, the transaction and the criteria used to determine the value of consideration, as specified in Section 14 of Information Memorandum Regarding the Disposition of Asset and Connected Transaction in **Attachment 2**, is appropriate, reasonable, and for the benefit of the Company and all shareholders of the Company in the long term according to the reasons stated in Section 7 of the Information Memorandum Regarding the Disposition of Asset and Connected Transaction in **Attachment 2**. Regarding, the price agreed to sell the land and buildings of the Premier Place Building to PFC according to PFC's purchase offer, with a total value of consideration of THB 450,000,000, is an appropriate price which is not lower than the book value, according to the Company's financial statements ending 30 June 2024, market value and is consistent with the price assessed by the independent valuers who have been approved by the Securities and Exchange Commission, Thailand, according to the Announcement of the Office of the Securities and Exchange Commission No.SorCho. 24/2012.

In addition, shareholders can consider the reasonableness, benefits, advantages and disadvantages of the transaction in Section 2.2 of Opinion of the Independent Financial Advisor Regarding the Disposal of Asset and Connected Transaction, in **Attachment 3**.

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting No.1/2024 to consider and approve the Company to sell land and buildings of the Premier Place Building to Premier Fission Capital Company Limited (PFC), who is the person who submitted the offer to purchase the land and buildings of the Premier Place Building and is a connected person of the Company within the time and conditions specified by the Company with a total value of consideration of THB 450,000,000. It is considered an asset disposal transaction under the Notification of Capital Market Supervisory Board No.TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004.

**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, excluding the shareholders with an interest.

Incidentally, the shareholders with an interest that ineligible to vote appears in No.9 of Information Memorandum Regarding the Disposition of Asset and Connected Transaction in **Attachment 2** including (1) Mrs. Vimolthip Phongsathorn, who holds 104,915,966 shares, (2) Premier Fission Capital Company Limited, who holds 16,200,000 shares, (3) Mrs. Duangthip Eamrungsroj, who holds 2,000,360 shares, (4) Mrs. Monpatsorn Minami, who holds 1,316,300 shares, (5) Ms. Kritkaew Palakarn, who holds 1,000,000 shares. (6) Mrs. Marisri Choonharas, who holds 800,000 shares, (7) Mrs. Walairat Pongjitt, who holds 700,000 shares, (8) Ms. Tipchaya Phongsathorn, who holds 90,000 shares, and (9) Mr. Vichien Phongsathorn, who holds 80 shares.

### **Agenda 3 Other businesses (if any)**

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Therefore, the Company would like to invite shareholders to attend the meeting on the date and time as proposed. In this regard, the Company will open the registration systems 2 hours before the meeting starts broadcasting at 10.00 a.m. Shareholders may consider appointing a proxy to an independent director of the Company. **Shareholders may consider appointing a proxy to an independent director of the Company (A list of independent directors appears in Attachment 6)**, by filling in the details and signing the Proxy Form B as attached to this letter, with supporting documents, and submitting it to the Company by **19 November 2024**.

**For those shareholders who consider attending the Extraordinary General Meeting of Shareholders via Electronic Method (E-EGM) in person, the Company requests cooperation to notify such intention in advance, regarding to Attachment 8, and submit this form by 19 November 2024.** The Company will thereafter examine 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 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 November 2024.

Regarding, the Company scheduled the record date for shareholders who were eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2024 on Thursday, October 24, 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 12 November 2024, which the shareholders can download as appropriate.
  - 2) The Company would like to inform the refrain from giving souvenirs/complimentary gifts to the shareholders attending all the shareholders' meetings, including the Extraordinary General Meeting of Shareholders No.1/2024, 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.
  - 3) The Company will conduct the Extraordinary General Meeting of Shareholders No.1/2024 in Thai, without translation into other languages.