



Annual Registration Statement / Annual Report

Form 56-1 One Report

(e-One Report)

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED

Fiscal Year End 31 December 2024



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## Part 1 Business Operations and Performance

# 1. Group Structure and Operations

## 1.1 Policy and business overview

Premier Technology Public Company Limited (the “Company”) is a company in Premier Group of Companies, formerly known as Thai Electronic Industry Company Limited, was established on 9 July 1973 and operates the business in the area of manufacturing and distribution of car audio products, home entertainment products, and other electronic devices. The Company registered for transformation to a Public Company Limited on 30 November 1992 and changed its name to Premier Engineering and Technology Public Company Limited on 17 March 2005.

From late 2005, the Company has operated in information technology business through a Subsidiary, Datapro Computer Systems Company Limited (DCS), because such business has continuously expanded and generated profits for the Company. Thereafter, the Company has changed its name to Premier Technology Public Company Limited (PT) since 27 October 2006.

In 2011, the Company has invested in land and buildings, Premier Place Building, and renovated both inside and outside the building for as an office and for business operations, providing backup data center services (disaster recovery center) to customers of the subsidiary, and rent out some of the space to other tenants.

### 1.1.1 Overview of the vision, objectives, goals and business strategies

#### Vision

##### Vision

To be a business leader dedicated to fostering shared success across all sectors by delivering modern, efficient, standardized, secure, and reliable information technology systems with transparency and sustainability.

#### Objectives

##### Mission

- Trusted Partner for All: Build trust with organizations by developing standardized systems and selecting high-quality, efficient, cost-effective, and secure partners, products, and services, while ensuring customer success and satisfaction.
- Enhancing Capabilities: Integrate technology, service support, and consultation to offer tailored solutions that meet customer needs, while continuously developing personnel expertise and adhering to international standards.
- Harmonious Alignment Approach: Conduct operations with a focus on mutually beneficial outcomes for all stakeholders, fostering the integration of knowledge and experience to enhance the supply chain, improve cost-effectiveness, and elevate operational standards.
- Governance and Integrity: Uphold good governance principles in business operations, fostering ethical conduct, and demonstrating accountability to the community, society, and the environment.

The vision and mission were approved by the Board of Directors' Meeting No. 4/2024 on 6 November 2024, in which, the Company has a policy for the Board of Directors to review the vision and core missions annually.

#### Goals

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#### Business strategies

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### 1.1.2 Material changes and developments

#### Details regarding material changes and developments

Year	Material changes and developments
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Year	Material changes and developments
2024	<p><b>Dividend payment</b></p> <p>Year 2024: The Annual General Meeting of Shareholders of the Company held on 22 April 2024 resolved to approve the dividend payment for the year 2023 to shareholders at the rate 0.35 baht per share, total amount 99,361,129.70 baht in May 2024 and interim dividend payment from the 6-month period from 1 January 2024 to 30 June 2024 to shareholders at the rate 0.35 baht per share, total amount 99,361,129.70 baht in September 2024.</p> <p><b>Dividend Received:</b></p> <p>Year 2024: The Company received interim dividends from the operating results for the year 2023 of a Subsidiary: Datapro Computer Systems Co., Ltd. In amount of approximately 130,000,000.00 baht in May 2024 and received interim dividends for the year 2024 from a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 120,000,000.00 baht in September 2024</p> <p><b>The Company has renovated the Premier Place building outside and inside as follows:</b></p> <p><b>Year 2024:</b></p> <p>The Company made payment regarding the contract for the procurement, design, construction and installation of solar rooftop systems in the amount of 0.27 million baht, the contract for improving of the parking lot area and drainage system in the amount of 2.17 million baht, and contract for improving the bathroom and sanitation system in the amount of 6.12 million baht.</p> <p><b>The Company allocated 11,295.00 square meters of Premier Place Building space to 9,719.45 square meters of space for leasing.</b></p> <p>Year 2024: The total occupancy rate in Premier Place Building was 81.54 percent of the total rental area, consisting of 34.45 percent by the Subsidiary and 65.55 percent by other companies.</p> <p>The disposition of land and buildings of the Premier Place Building</p> <ul style="list-style-type: none"> <li>- The Extraordinary General Meeting of Shareholders of the Company on 27 November 2024 resolved to approve the disposition of land and buildings of the Premier Place Building according to land title deed number 188390, area size of 6 rai 1 ngan 51 square wah, with the 6-storey Premier Place Building and all other buildings which are located on the said land, to Premier Fission Capital Company Limited, who submits an offer to purchase land and buildings of the Premier Place within the time and conditions specified by the Company and is a connected person of the Company at a total value of consideration of 450,000,000 baht.</li> <li>- The Company was assessed by the Thai Listed Companies Association that assigned by The Securities and Exchange Commission, Thailand (SEC) to the 2024 Annual General Meeting of Shareholders (AGM) rated as "excellent" with a score of 100 points for a period of 11 consecutive years from 2014 - 2024, out of a total of 808 listed companies participated.</li> <li>- The Company received 85 percent of the rating from the Thailand Institute of Directors (IOD) regarding 2024 Corporate Governance of listed companies, which is 4 stars or "Good" according to the newly updated of criteria used in considering (more than 80 percent). The listed companies that participated in the survey in 2024 totaled 808 companies and the average score was 84.</li> <li>- The Company is a member of the Thai Private Sector Collective Action Against Corruption (CAC). Besides, its subsidiary, Datapro Computer Systems Co., Ltd., has been certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) by the Thai Private Sector Collective Action Against Corruption Committee (CAC) on 31 March 2024.</li> <li>- The Subsidiary received various certifications and awards from business partners in the year 2024 such as <ul style="list-style-type: none"> <li>• Palo Alto Networks "Top Commercial Bookings Attainment in FY24 award</li> <li>• HPE Hybrid IT Gold Partner</li> <li>• Veritas Platinum Award</li> </ul> </li> </ul>

Year	Material changes and developments
2024	<ul style="list-style-type: none"> <li>• nForce: INNOVATION PARTNER OF THE YEAR</li> <li>• M. Tech Best Performance Partner of the Year</li> <li>• DIGITECH ONE Top Contributor Award</li> <li>• Red Hat - Top Commercial Partner of the Year</li> <li>• Veeam Top Transacting Partner award</li> <li>• Trend Micro BFSI Partner of the Year</li> <li>• Trend Micro -Most Valuable Player of the Year</li> <li>• IBM - Thailand Partner of the Year</li> <li>• IBM - Infrastructure Partner of the Year</li> <li>• IBM - Top Storage Solution Partner</li> <li>• IBM - Top Automation Solution Partner</li> <li>• IBM - Top Power Solution Partner</li> <li>• IBM 2024 Thailand Partner of the Year</li> <li>• IBM 2024 Infrastructure Partner of the Year</li> <li>• IBM 2024 Software Partner of the Year</li> <li>• HPE Best Reseller of the Year 2024</li> <li>• Cisco Enterprise Networking Partner of the Year 2024</li> <li>• Cyber Security Excellence Award 2024 from Digitech One</li> </ul>
2023	<p><b>Dividend payment</b></p> <p>Year 2023: The Annual General Meeting of Shareholders of the Company held on 26 April 2023 resolved to approve the dividend payment for the year 2022 to shareholders at the rate of 0.35 baht per share, total amount 99,361,129.70 baht in May 2023 and interim dividend payment from the 6-month period from 1 January 2023 to 30 June 2023 to shareholders at the rate of 0.30 baht per share, total amount 85,166,682.60 baht in September 2023.</p> <p><b>Dividend Received:</b></p> <p>Year 2023: The Company received dividends from the operating results of the year 2022 of a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 104,000,000.00 baht in April 2023 and received interim dividends for the year 2023 from a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 100,000,000 baht in August 2023.</p> <p><b>The Company has renovated the Premier Place building outside and inside as follows:</b></p> <p>Year 2023: The Company made payment regarding the contract for the procurement, design, construction and installation of solar rooftop systems in the amount of 1.73 million baht and the Company implemented additional security systems both outside and inside the building by installing additional CCTV cameras around the building and an automatic barrier system at the entrances and exits of the building to prevent outsiders entering the area without permission. Total payments were made during the year in the amount of 0.86 million baht. In addition, a contract was made to improve the common areas, including the parking area, restroom and sanitation system which has a total value of 7.54 million baht</p> <p><b>The Company allocated 11,295.00 square meters of Premier Place Building space to 9,719.45 square meters of space for leasing.</b></p> <p>Year 2023: The total occupancy rate in the Premier Place building was 53.54 percent of the total rental area, consisting of 52.68 percent by the Subsidiary and 47.32 percent by other companies.</p>
2022	<p><b>Dividend payment</b></p> <p>Year 2022: The Annual General Meeting of Shareholders of the Company held on 27 April 2022 resolved to approve the dividend payment for the year 2021 to shareholders at the rate of 0.41 baht per share, total amount 116,394,466.22 baht in May 2022 and interim dividend payment from the 6-month period from 1 January 2022 to 30 June 2022 to shareholders at the rate of 0.20 baht per share, total amount 56,777,788.40 baht in September 2022.</p>



Year	Material changes and developments
2022	<p><b>Dividend Received:</b></p> <p>Year 2022: The Company received interim dividends for the year 2021 from a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 60,000,000 baht in August 2022.</p> <p><b>The Company has renovated the Premier Place building outside and inside as follows:</b></p> <p>Year 2022: The Company entered into a contract for procurement, design, construction and installation of Solar Rooftop systems with total service fees under the contract amounting to 2.9 million baht and completed payment during the year in the amount of 0.9 million baht.</p> <p><b>The Company allocated 11,295.00 square meters of Premier Place Building space to 9,719.45 square meters of space for leasing.</b></p> <p>Year 2022: The total occupancy rate in the Premier Place building was 52.94 percent of the total rental area, consisting of 55.74 percent by the Subsidiary and 44.26 percent by other companies.</p>

### 1.1.3 Spending of the raised fund to serve the objectives declared in the registration statement for securities offering

Is there an issuance of equity securities or debt securities? : No

### 1.1.4 The obligations to which the company has committed in the registration statement, including the compliance with such obligations or conditions in the following years

The Company's shares can be transferred without restrictions, unless the transfer of shares causes foreigners to hold shares in the Company more than 40 percent of the total number of shares sold.

Are there any issued securities with obligations or conditions? : No

### 1.1.5 Company information

Company name : PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED

Symbol : PT

Address : PREMIER CORPORATE PARK BUILDING, 1 SOI PREMIER 2, SRINAKARIN ROAD, NONGBON, PRAWET

Province : Bangkok

Postcode : 10250

Business : Operates in information technology and office building rental businesses

Registration number : 0107535000320

Telephone : 0-2301-1550

Facsimile number : 0-2398-1188

Website : www.premier-technology.co.th

Email : -

**Total shares sold**

Common stock : 283,888,942

Preferred stock : 0

## 1.2 Nature of business

### 1.2.1 Revenue structure

#### Revenue structure by product line or business group

	2022	2023	2024
Total revenue from operations (thousand baht)	2,589,908.44	3,479,318.54	4,098,547.34
Sales (thousand baht)	1,266,944.97	2,009,874.62	2,267,772.76
Rental and Service Income (thousand baht)	1,253,768.15	1,469,443.92	1,748,927.46
Other Income (thousand baht)	69,195.32	62,069.94	81,847.12
Others (thousand baht)	0.00	0.00	0.00
Total revenue from operations (%)	100.00%	100.00%	100.00%
Sales (%)	48.92%	57.77%	55.33%
Rental and Service Income (%)	48.41%	42.23%	42.67%
Other Income (%)	2.67%	1.78%	2.00%
Others (%)	0.00%	0.00%	0.00%

#### By geographical area or market

	2022	2023	2024
Total revenue (thousand baht)	2,589,908.44	3,479,318.54	4,098,547.34
Domestic (thousand baht)	2,589,908.44	3,479,318.54	4,098,547.34
International (thousand baht)	0.00	0.00	0.00
Total revenue (%)	100.00%	100.00%	100.00%
Domestic (%)	100.00%	100.00%	100.00%
International (%)	0.00%	0.00%	0.00%

#### Other income as specified in the financial statements

	2022	2023	2024
Total other income (thousand baht)	69,195.32	62,069.94	81,847.12
Other income from operations (thousand baht)	69,195.32	62,069.94	81,847.12
Other income not from operations (thousand baht)	0.00	0.00	0.00

#### Share of profit of joint ventures and associates accounted for using equity method

	2022	2023	2024
Share of profit (thousand baht)	0.00	0.00	0.00

## 1.2.2 Information on products and services

At present, the Company operates in office building rental business and information technology business through a subsidiary, Datapro Computer Systems Co., Ltd., which is engaged as a Total Enterprise Solutions and Service Provider that has products developed by itself and products appointed as distributors for leading companies in the world, as well as provides various information technology services, in which, there are 3 groups of products as follows:

### 1.2.2.1 Product/service information and business innovation development

#### 1. Hardware products group

##### 1) IT Products

- Server & Storage
- Network Infrastructure and Data Center Infrastructure
- Security Infrastructure
- Voice and Unified Communications Products
- Accessories and peripherals
- Emergency power backup equipment or UPS

##### 2) Multimedia Products

- Projector and high-quality screen
- LED Display
- Visualizer
- IP Camera
- Interactive Display
- Wireless Presentation & Conference
- Parts for all multimedia products which is distributed by the Company's Subsidiary

#### 2. Software products group

##### 1) Business Application Software

- Human Capital Management Software
- Digital Content Management Software

##### 2) Operating System and Database

##### 3) Tools & Utilities Software

- IT Service Management Software
- Workload Automation Software
- Application and Development Tools Software
- GRC and ESG Management Software
- Digital Customer Experience Analytics Software
- Infrastructure Management Software
- Network Management Software
- Security Infrastructure Software
- Data Center Automation Software
- Backup and Recovery Software and High Availability Software
- Virtualization Software
- Remote Support Software

#### 3. Services group

- After-Sales service for all products which are developed and distributed by the Company's Subsidiary.
- IT Managed Service
- SaaS (Software-as-a-Service)
- Data Center & Disaster Recovery Center
- Providing wiring and installation services for network and power supply equipment
- Providing consultation on the operating systems of large-scale computer system and a plan for data backup in case of emergency

- Office Continuity Service
- Annual Maintenance Services
- Preventive Maintenance Services
- Providing data's security testing services for the organizational network
- Providing multimedia equipment leasing
- Providing Application Development services
- Administering and managing database via high-speed networking, such as digital media production and a live broadcast

## Research and development policy in various areas, and details regarding innovation development in processes, products and/or services, or business models.

Datapro Computer Systems Company Limited not only offers new products and services to business organizations but also provides solutions that enable business organizations to use evolving information technology systems using AI and Machine Learning to address complex management challenges and help increase efficiency and agility in business operations as well as quickly analyze large and complex data. These are helping discover trends, patterns, and relationships that are unclear, leading to better decision making and strategic planning. Moreover, the use of AI to automate work processes can help reduce working time and mistakes as well as increase agility in adapting to changing needs.

The products and services that the Subsidiary offers to business organizations are designed to respond quickly and flexibly to the business organizations' needs over a secure network, such as hardware and software that form information technology infrastructure, network and security products and services, applications for corporate governance, risk management and compliance with regulations or (GRC: Governance, Risk, and Compliance), applications for integrated risk management (IRM: Integrated Risk Management), IT asset management (ITAM: IT Asset Management), IT operations management (ITOM: IT Operations Management) and applications for Audit Tools.

IT Autonomous therefore not only helps increase efficiency and agility in business operations, but also allows the Subsidiary to offer better products and services, respond quickly and efficiently to customer needs, and create competitiveness and sustainability in a rapidly changing market. Innovation development does not just introduce new technology but also offer solutions that efficiently respond to customer needs. Datapro Computer Systems Company Limited is committed to being a leader in developing innovations that help customers cope and grow sustainably in the digital era.

Research and development (R&D) policy : Yes

### R&D expenses in the past 3 years

	2022	2023	2024
Research and development (R&D) expenses over the past 3 years (Million Baht)	0.00	0.00	0.00

## 1.2.2.2 Marketing policies of the major products or services during the preceding year

### Marketing and competition

#### Marketing policy

The Company and its subsidiary focus on providing quality services for customers to promote success in business operations of customers by being a comprehensive information technology service provider who takes into account the customer needs to create business value for both existing customers and new customers continuously. Whether the use of hardware and software from recognized product owners and successfully used in both domestic and international leading organizations, or software developed by the Subsidiary to gain value added regarding its customized customer needs along with after-sales service for every product that the Subsidiary offers to customers, the service is provided by the Subsidiary's system engineers who have knowledge and expertise in that product (Certified System Engineer), which enables the service quality to be well controlled. This is perceived as a strength that makes the Subsidiary gain trust and confidence from customers for a long time. Moreover, the Subsidiary is also a data center and backup center provider that are certified according to international standards to provide cloud computing and IT outsourcing services according to customer needs, by highly qualified and experienced personnel in providing services and advice to clients with various and comprehensive information technology.

#### Marketing strategy

The Company and its Subsidiary focus on providing services to customers to build strength and success for their businesses by a knowledgeable team with good understanding of products offered. The team can provide advice and information of products and services with regard to customers' maximum benefit. Also, building good relationships and continuously providing services to create trust among

customers by the following strategies:

- 1) Developing and maintaining the service procedures according to internationally accepted standards such as ISO 20000, Information Technology Service, and ISO 27001, Information Security.
- 2) Readiness to be a standardized data center service provider, by utilizing computer equipment, network system and an efficient security system, to support the use of cloud computing or Software as a Service in monthly basis, according to actual usage (Pay per use)
- 3) Providing durable and complete products and services that cover all areas of customer business.
- 4) Building alliances with information technology providers, both domestic and international, to offer products and services that cover customer needs.
- 5) Establishing alliances with key business operators to be a model of information technology services such as communication and telecommunication, finance and banking business, healthcare business, educational institution, industrial estates, hotels, restaurants and coffee shops etc.
- 6) Developing and owning intellectual property/software to expand full service business such as human resources, etc.
- 7) Having highly skilled personnel with internationally acceptable certifications as well as continually develop knowledge and competence to build confidence and efficiently respond to the needs of customers and create customer satisfaction.
- 8) Placing an emphasis on being the Best Quality Service Provider
- 9) Having a diverse customer base across different types of businesses reduces risk for the case of some certain types of businesses being affected by economic conditions or technological changes.

#### **Types of customers and target customers**

The Company and its Subsidiary's customers and target groups are private sector and state enterprises ranging from medium to large size such as financial institutions and securities, service business, hospital business, insurance business, transport business, communication and telecommunication business, real estate business, mass communication and advertising business, automotive business, consumer goods business, and petrochemical business, etc. The target groups for expanding the customer base are as follows:

- 1) Customers in various industrial estates, by creating alliances with industrial estates to provide services to companies and factories within the industrial estates.
- 2) Foreign customers who have business in Thailand, by creating alliances with foreign service providers who need experienced personnel in service in Thailand.
- 3) Foreign customers with specific needs, by forming an alliance with educational institutions to develop personnel together to develop software in accordance with the needs.
- 4) High technology industry group, by developing new business models with product owners and industry experts for quick and complete installation for customers.
- 5) Industrial customers and various service businesses that need to increase work efficiency, by partnering with distributors to provide services that are consistent with the needs and business of the customers.
- 6) Foreign corporate customers who operate a heavy industry business in Thailand and have demand for IT outsourcing services
- 7) Financial service and investment customers
- 8) Hospital and insurance customers

#### **Distribution and distribution channel**

As information technology products and services for medium to large organizations contain information that requires knowledge and understanding of information technology and the selection of products and services, customer's information technology needs and factors are important to be considered. Therefore, the Subsidiary focuses on presenting products and services directly to the customer in order to present products and services that are good and suitable for the needs of each customer effectively and with highest efficiency to the customer's organization.

In addition, a business alliance that has developed cooperation continuously for a long time is also an important channel that helps promote more sales of products and services to various organizations.

#### **Competition within the industry**

Ability to link various technology systems to create a complete solution for business organizations is the key to making information technology service providers gain acceptance and trust from service users. More than 30 years, the Subsidiary has been committed to being one of the leading information technology providers in the country and create advantage and sustainability in a highly competitive market with the following important factors

- 1) Experience and specialized expertise of personnel who have been trained and certified by the product owner. This allows personnel of the Subsidiary to present solutions that accurately meet the needs of customers and an understanding of rapidly changing technology.
- 2) Presenting solutions that are designed to utilize modern innovations such as AI, Machine Learning, and Cloud Service that able to

work efficiently with the work systems of business organizations.

3) Services cover needs analysis, system design, installation, maintenance and after-sales service.

4) Having technology partners and leading technology providers around the world, the Subsidiary has access to cutting-edge technology and offers best-in-class solutions to business organizations.

5) Flexibility to adapt to market changes, able to respond to market needs and constantly changing technology.

6) Increasing the proportion of recurring revenue reduces competition: that is, to provide services under long-term contracts could generate stable and continuous income over the long term.

-

#### The industry competition during the preceding year

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#### 1.2.2.3 Procurement of products or services

From being a comprehensive information technology service provider, service personnel are therefore an important resource. The Subsidiary has invested in creating and maintaining efficient personnel by providing both internal and external training. There are information technology tools and a computer center equipped with modern equipment to train and develop the work system in serving customers, including hiring specialists in new business and technology. This is to build the knowledge and expertise of the personnel of the Subsidiary in order to build the confidence of the customers who receive the services of the Subsidiary, and human resources development to comply with various types of technology development according to the technology required by the customer including rapid changes in technology.

For information technology products, the Subsidiary is both a direct importer and a distributor of world-class products. In addition, to keep abreast of changes in technology and customer needs, the Subsidiary procures and selects new products and services with quality and recognition internationally by entering into partnership contracts with product owners whose business operations are reliable and accepted by users worldwide so as to have varieties that could then help meet the needs of different customers. Most of the products are top-ranking products that are well-known and trusted, including the provision of software services on cloud computing systems with Pay per use concept such as D-Work, a Human Capital Management System, etc.

Throughout the years, although the products and services that the Subsidiary represent are diversified, the Subsidiary does not stop creating additional value from these products and services. The Subsidiary continues to focus on providing customer service that has been recognized by both trade partners and leading organizations for a long time.

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#### The company's production capacity

	Production capacity	Total utilization (Percent)
- (-)	0.00	0.00

#### Acquisition of raw materials or provision of service

-

#### Proportion of domestic and overseas procurement

Countries	Name of raw material	Value (Baht)
Thailand	0	0.00

#### Major raw material distributors

Number of major raw material distributors (persons) : 0

#### 1.2.2.4 Assets used in business undertaking

## Core permanent assets

Details are in Attachment 4

## Core intangible assets

Subsidiary: Datapro Computer Systems Company Limited (DCS) registered trademarks / services and domestic copyrights with the Department of Intellectual Property. The Ministry of Commerce accepts the registration of 13 marks covering all types of businesses and products that can be operated, such as the DCS service mark in category 41 (training service) and category 42 (computer software creation service), etc. The trademark / service registration is valid for 10 years from the date of registration, which the Subsidiary has continuously renewed. Furthermore, during the year, the Subsidiary is investing in developing the new ERP system for the internal management.

## Investment policy in the subsidiaries and associated companies

Investment policy in the subsidiaries and associated : No  
companies

### 1.2.2.5 Under-construction projects

Under-construction projects : Yes

On 31 December 2024, the Subsidiary had projects that have not yet been delivered accounting for 253.76 million baht.

## Details of under-construction projects

Total projects : 0  
Values of total ongoing projects : 0.00  
Realized value : 0.00  
Unrealized value of remaining projects : 0.00  
Additional details : -

## Details specification of under-construction projects

Project name	Project revenue recognition (Percent)	Estimated duration (Year)	Estimated completion time	Project value (Million Baht)	Additional details
-	0.00	0 Year 0 Month	-	0.00	-

## 1.3 Shareholding structure

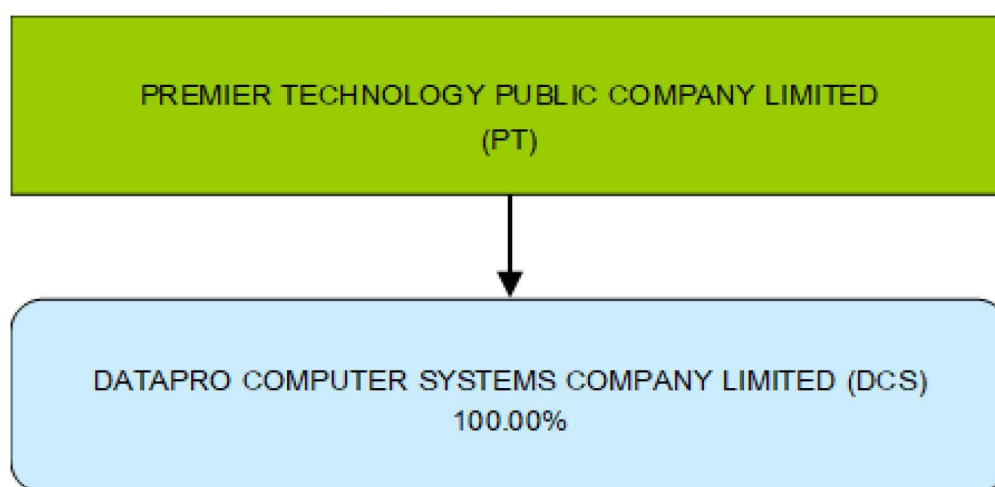
### 1.3.1 Shareholding structure of the group of companies

Policy on operational organization within the group of companies

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Shareholding diagram of the group of companies

Shareholding diagram



Shareholding structure of Premier Technology Public Company Limited

Company that holds 10% or more of the total shares sold

Name and the location of the head office	Type of business	Type of shares	The number of shares	The number of shares sold
Datapro Computer Systems Company Limited 2 Premier Place, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Bangkok 10250 Telephone : 0-2684-8484 Facsimile number : 0-2301-1199	Total Enterprise Solutions and Service Provider	Common shares	999,988	1,000,000

### 1.3.2 Shareholding by a person with a potential conflict of interest holding exceeding 10 percent of the voting shares in a subsidiary or associated company

Does the company have a person with potential : No  
conflicts of interest holding shares in a subsidiary or  
associated company?



### 1.3.3 Relationship with major shareholders' business

Does the company have a relationship with a business : Yes  
group of a major shareholder?

The Company is a major shareholder in Datapro Computer Systems Company Limited (DCS), which is a provider of computer equipment and software, along with providing services related to information systems and other related services for the companies in Premier Group of Companies, details appear in the topic "9.2 Related transactions".

### 1.3.4 Shareholders

#### List of major shareholders <sup>(1)</sup>

Group/List of major shareholders	Number of shares (shares)	% of shares
1. Mrs. Vimolthip Phongsathorn	104,916,046	36.57
2. Mr. Harkishin Tanwani	25,000,000	8.81
3. Premier Fission Capital Company Limited	16,200,000	5.71
4. Dr. Thep Himathongkam (MD)	8,000,000	2.82
5. Thai NVDR Company Limited	4,267,790	1.50
6. MR. SOPON VIRASERANEE	4,000,000	1.41
7. Ms. Nisha Chaisilwattana	2,500,000	0.88
8. Mr. Sirisak Tharatharn	2,346,700	0.83
9. MR. DHAVAJ TANTIMEDH	2,340,000	0.82
10. MR. ANUWAT ARUNOTAI	2,120,700	0.75

Remark : <sup>(1)</sup> Details of the top 10 shareholders whose names are shown in the shareholder registration as at December 30, 2024  
Percent shares in minority shareholders (% free float): 46.52

#### Major shareholders' agreement

Does the company have major shareholders' : No  
agreements?

## 1.4 Amounts of registered capital and paid-up capital

### 1.4.1 Registered capital and paid-up capital

#### Registered capital and paid-up capital

Registered capital (Million Baht)	:	283,888,942.00
Paid-up capital (Million Baht)	:	283,888,942.00
Common shares (number of shares)	:	283,888,942
Value of common shares (per share) (baht)	:	1.00
Preferred shares (number of shares)	:	0
Value of preferred share (per share)	:	0.00

#### Has the company listed in other stock exchange?

Has the company listed in other stock exchange? : No

### 1.4.2 Other types of share whose rights or terms differ from those of ordinary share

Other types of share whose rights or terms differ from those of : No  
ordinary share

### 1.4.3 Shareholding by Thai NVDR Company Limited (NVDR)

Are shares held by Thai NVDR Company Limited (NVDR)? : Yes

Number of shares (Share) : 4,267,790

Calculated as a percentage (%) : 1.50

#### The impacts on the voting rights of the shareholders

-

## 1.5 Issuance of other securities

### 1.5.1 Convertible securities

Convertible securities : No

### 1.5.2 Debt securities

Debt securities : No

## 1.6 Dividend policy <sup>(2)</sup>

(1) Company's Policy

(2) Subsidiary's Policy

The Company and its Subsidiary have policies to pay dividends to the shareholders at a rate of not less than 50 percent of net profit after income tax and deduction of legal reserves. However, such dividend policies may be changed depending on the companies' investment plans, necessities and appropriateness in the future. The resolution of the Board of Directors to pay dividend must be presented to the shareholders' meeting for approval in advance, except for the interim dividend payment where the Board has authority to approve such payments, prior to reporting to the shareholders to acknowledge in the next meeting.

Remark : <sup>(2)</sup>Remarks: \* The Board of Directors' Meeting No. 1/2025 on 11 February 2025 has passed the resolution to propose the dividend payment for the year 2024 at the rate of 0.70 baht per share to the Annual General Meeting of Shareholders which will be held on 22 April 2025.

### Historical dividend payment information

	2020	2021	2022	2023	2024
Net profit per share (baht : share)	0.5500	1.3200	0.1500	0.7000	0.8400
Dividend per share (baht : share)	0.5000	0.6600	0.5500	0.6500	1.0500
Ratio of stock dividend payment (existing share : stock dividend)	0.0000	0.0000	0.0000	0.0000	0.0000
Value of stock dividend per share (baht : share)	0.0000	0.0000	0.0000	0.0000	0.0000
Total dividend payment (baht : share)	0.0000	0.0000	0.0000	0.0000	0.0000
Dividend payout ratio compared to net profit (%)	90.91	50.00	366.67	92.86	125.00

## 2. Risk management

### 2.1 Risk management policy and plan

#### Risk management policy and plan

The Board of Directors realizes the importance of risk management in the overall of the organization which is an important mechanism and tool in helping the organization achieve the determined objectives and goals. Therefore, the Company has set up a risk management policy that focuses on the improvement of the risk management system in line with the good corporate governance guidelines. There is also an integrated risk management that is implemented systematically and consistently throughout the organization, according to the international standard ISO 31000, in order to manage risks to an acceptable level and regularly monitor risk management process. The Company has conducted self-assessment of its controls at both the management and operational levels of the Company to work together to assess risks/obstacles or associated uncertainty which may affect the Company's goal achievement including incidents that may cause the organization lost the business opportunities, risk that may occur internally or externally. In addition, the Company has the principles that if there are risks affecting the business goal achievement, the Company will adopt the risk management approaches.

The Company has determined the risk management policy that all executives and employees must follow, embed risk management into corporate culture. It is the responsibility of all departments and executives at all levels by preparing plans to support/promote and develop operations according to risk management and internal control plans, assessing and monitoring the performance according to risk management plans and key internal controls, and presenting the progress and risk management results to the Corporate Governance and Risk Oversight Committee.

In addition, the Company has assessed the risks and obstacles that may affect the operation along with assessing the sufficiency of the existing internal control system to consider ways to improve and correct operations. The scope covers administration and management, marketing, sales, warehousing and logistics, human resources, administrative and procurement, accounting, finance, credit. The executives who are responsible for each department have been assigned and followed up to proceeds in accordance with the guidelines for improving the performance as specified, including those involved to take as a guideline to make the performance more efficient.

## 2.2 Risk factors

### 2.2.1 Risk that might affect the company's business, including environmental, social and corporate governance issues

#### Risk management framework

The Company has developed a risk management system by applying the regulations, principles and framework of ISO 31000 which is the international standard for risk management system, to apply in risk analysis and risk assessment according to the principles, procedures and guidelines, and prepare work plan to control the incurred risks to be at an acceptable level by referring to the announcement of the risk management policy of the Company and its Subsidiary as well as establishing continuous review and monitoring on a quarterly basis.

The Board of Directors has appointed the Corporate Governance and Risk Oversight Committee to perform the duties of monitoring, auditing, evaluating and giving advice on risk management throughout the Company and its Subsidiary suitable for efficient business operation, by being a person who has the highest responsibility for auditing and monitoring the risk management process, is independent, able to express opinions honestly, is transparent, and auditable, so as to build confidence and credibility for investors and stakeholders in the business operation of the organization. In addition, risk management is a part of good corporate governance.

The Board of Directors and Corporate Governance and Risk Oversight Committee are responsible for stipulating policy and governance risk management, including significant risk management guideline, where the Risk Management and Anti-Corruption Working Group evaluates the efficiency of risk management and promotes to create risk management culture within the Company as well as consider and approve the acceptable risk level and the acceptable deviation level (Risk Appetite & Risk Tolerance) for the Company.

#### Risk Management Process

The Company has a risk management process by starting from determining the risk management process and managing risk according to the impact and likelihood of risk assessment procedure. Determined measure for control and manage risk in accordance with the remedy plan to reduce the impact and likelihood that may be the cause of such risk. Monitor the overview risk management and evaluate risk at least once a year. For the purpose to create confidence that the executives have tools and process in managing risk appropriately, which proceed with efficiently and effectively. The risk management process is described in the Risk Management Manual which is approved by the Chairman of Executive Committee and reviewed annually. The Risk Management Manual has been published for employees to download from the intranet system and used as a training document on risk management for new and current employees.

#### Crisis Management

In 2020, the Subsidiary set up a process and business continuity management plan to cover the entire company by using ISO22301 as a guideline for preparation and in the fourth quarter of the year 2021, the Subsidiary completed the continuation business plan and set up the training for employees and related people to be ready for the drill.

In 2024, the subsidiary conducted a business continuity management plan on 26 November 2024 in accordance with the established plan. Additionally, the subsidiary updates its business continuity management documents annually to reflect current circumstances. These documents are distributed via email to all employees and made accessible on the organization's intranet, allowing both new and existing staff to download and use as training materials.

As of 31 December 2024, no risks were identified within the Company or its subsidiaries that required mitigation measures, exceeded acceptable thresholds (Key Risk Indicator: KRI), or posed significant threats to operational goals with economic, social, or environmental impacts. Additionally, no risks from business partners were found to affect these areas. However, the following risks have been identified for close monitoring, impact control, and mitigation:

#### Risk 1 Finding new office space tenants (Strategic Risk)

Related risk topics : [Strategic Risk](#)  
• Economic risk

#### Risk characteristics

The supply of office space for rent in the market is increasing and becoming more diverse. At the same time, demand for office space is decreasing or shifting.

#### Risk-related consequences

competition that may impact rental rates.

### Risk management measures

Expand proactive tenant recruitment channels through both online and offline methods, including network building with shopping malls.

### Risk 2 Fluctuations in foreign currency exchange rates (Emerging Risk)

Related risk topics : [Financial Risk](#)  
• Income volatility

### Risk characteristics

Delaying orders for goods and services from customers.

### Risk-related consequences

#### Short term effects

- May cause the Company unable to recognize revenue as planned or it may cause project costs to increase.

#### Long term effects

- Adjust the customer's long-term investment plan.
- Plan to sell products that cannot predict the situation of product prices that may increase.

### Risk management measures

- Follow exchange rate movements closely to calculate sales information appropriately and carefully monitor exchange rate fluctuations that exceed the specified risk tolerance level.
- Select appropriate financial instruments such as Forward exchange rates.
- Manage cost with partners appropriately.

### Risk 3 Announcement of the Personal Data Protection Act (Compliance Risk)

Related risk topics : [Operational Risk](#)  
• Information security and cyber-attack

### Risk characteristics

Leakage of personal information or non-compliance with the Personal Data Protection Act and testing regular.

### Risk-related consequences

May cause lawsuits and damages from the parties.

### Risk management measures

- Disseminate and communicate personal data protection policies through the organization's website and intranet.
- Review the contents of the contract and an agreement on non-disclosure of personal information unless in accordance with the agreement or by law only for customers, partners and employees.
- Define appropriate guidelines for the operations of various departments to store personal information.
- Provide knowledge and awareness about the Personal Data Protection Act to employees through communication channels, training and testing regular.

## 2.2.2 Risk to securities holders

Are there any risk factors affecting securities holders? : Yes

### Risk 1 Risks to investment of securities holder

Related risk topics : [Risk to Securities Holder](#)  
• Risk from the stock having low free float, resulting in low trading liquidity

### Risk characteristics

The Company's shares have a small circulating volume (Free Float), at 46.52 percent of the total shares.

### Risk-related consequences

Shareholders may be at risk of not being able to trade their shares immediately at the desired price.

## 2.2.3 Risk to securities holders from investing in foreign securities (applicable to only foreign companies)

Are there any risk factors affecting securities holders : No  
from investing in foreign securities?

## 3. Sustainable Development

### 3.1 Policy and goals of sustainable management

#### Sustainability Policy

Sustainability Policy : Yes

##### Premier Group's Sustainable Collaborative Success Practices

The global landscape is rapidly evolving, and Thailand faces pressing social challenges that impact quality of life. These include issues affecting children and youth, environmental concerns, public health challenges, and corruption. Addressing these complex problems requires widespread collaboration across society to drive meaningful change and develop effective solutions.

Premier Group integrates social responsibility into its business operations from the outset, guided by the “Harmonious Alignment of Success” approach. By upholding the Group’s five core values—Creativity, Collaboration, Quality, Morality and Ethics, and Mutual Benefits—we actively take action on societal challenges. We leverage our business expertise to drive positive social impact, enhance the business value chain, foster collaboration with stakeholders, and cultivate a sense of responsibility among employees to contribute to social solutions through their work. Additionally, we continuously develop initiatives that support societal improvement, fostering shared success and well-being for the business, employees, and society

In today’s business landscape, information technology plays a vital role in driving operations across all sectors. Whether in industry, finance, trade, or services, organizations rely on IT systems to streamline complex processes, improve efficiency, and safeguard data, including customer information and intellectual property. Used in conjunction with the principles of good governance and transparency, IT can help businesses enhance their competitiveness, strengthen their potential, and achieve sustainable growth.

##### The Path of Sustainability

Premier Technology Public Company Limited and its subsidiaries are committed to conducting business with integrity, with the assurance of security and safety for all parties in the business chain. This includes fostering business stability, meeting shareholder expectations, supporting employees’ well-being, and providing customers with secure, high-quality products and services tailored to their diverse needs. The Company prioritizes customer satisfaction, with skilled professionals delivering comprehensive services that enhance business value and drive customer business progress. Aligned with Premier Group’s principle of Harmonious Alignment of Success, the Company upholds an approach that advances business growth, ensures employee stability, and promotes long-term societal sustainability.

##### Sustainable Future Growth

The sustainable success of the Company and its subsidiaries is rooted in its leadership in providing information technology services nationwide. We prioritize the continuous development of our employees, equipping them with the knowledge and expertise to excel while fostering a sense of pride in being part of the organization. By delivering high-quality products and services, we empower our customers’ businesses to grow and contribute to advancing Thailand into the digital age, and we are prepared to adapt to the ever-evolving technological landscape of the future.

Achieving sustainable organizational growth requires the simultaneous advancement of business, employees, and society—three interconnected dimensions that serve as the foundation for the future. The Company and its subsidiaries not only focus on delivering products and services that meet customer needs, but also prioritize creating positive social and environmental impacts at all levels. This commitment is upheld through good governance and a dedication to overcoming the challenges of a highly competitive industry.

Business development starts with a deep understanding of customer needs and the delivery of solutions that enhance potential and competitiveness. The Company and its subsidiaries believe that fostering the sustainable growth of customers not only strengthens the overall economy but also provides stability for employees. This is achieved by continuously promoting skill development and professional growth, ensuring employees are equipped to adapt to change and apply their expertise to create meaningful contributions to both the organization and society.

At the same time, fostering a corporate culture that prioritizes social responsibility empowers employees to play a meaningful role in sustainable social development. Building a better society starts from within, through the cultivation of strong values and opportunities for employees to engage in initiatives that create positive impacts, such as education development, environmental conservation, and addressing various social challenges. These efforts not only contribute to solving societal issues but also instill a sense of pride and inspiration in employees, driving them to contribute to the organization’s success.



When businesses thrive, employees are fulfilled, and society develops sustainably, these three dimensions reinforce one another. Growth in any one area cannot be achieved in isolation. True progress happens when businesses, employees, and society advance together in a mutually supportive way. This principle lies at the heart of sustainable growth for the future.

Reference link for sustainability policy : <https://www.premier-technology.co.th/index.php/en/main-sd>

## Sustainability management goals

Does the company set sustainability management goals : Yes

### Working Together to Build a Better Society

Given the scale, diversity, and complexity of today's social challenges, relying solely on business expertise to drive sustainability is not enough to create meaningful impact or widespread change. It is essential to expand efforts, foster collaboration, and support organizations dedicated to social development. This approach ensures more effective problem-solving and delivers significant, lasting benefits to society.

Premier Technology Public Company Limited has continuously integrated social development principles into a business. The Company

(1) utilizes knowledge, expertise, resources, and capabilities to address social issues through business operations. This includes

(2) extending cooperation and enhancing the value chain with partners and customers with the commitment to alleviate social problems and create broader positive impacts, and

(3) allocating 5 percent of net profits to support sustainable social development initiatives within the Premier Group of Companies through the Collaboration for Good Society project. This public-benefit platform serves as a tool to amplify social efforts that lead to "equity" and "sustainability", fostering collaboration with various social projects that address issues in various areas such as children and youth, environmental conservation, public health, and anti-corruption. This approach aims to broaden participation and drive large-scale systemic change beyond what an individual organization can achieve for the authentic goal of "Harmonious Alignment of Success"

United Nations SDGs that align with the organization's sustainability management goals : Goal 2 Zero Hunger, Goal 3 Good Health and Well-being, Goal 4 Quality Education, Goal 14 Life below Water, Goal 17 Partnerships for the Goals

## Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals of sustainable management over the past year : Yes

Has the company changed and developed the policy and/or goals of sustainable management over the past year : No

## 3.2 Management of impacts on stakeholders in the business value chain

### 3.2.1 Business value chain

The Company is committed to "Providing quality services at international standards" focus on providing quality and efficient services, including professionalism for consumers because the standardized service can create spiritual values for good quality of life for consumers at the same time. The Company believes that true value comes with quality service. The Company has established guidelines to meet the satisfaction of consumers as follows:

- Provide products and services with quality, standards and safety to meet the consumers' needs
- Operate processes according to international standards. Efficiency at every stage since product selection, strict quality inspection as well as having a flexible and fast delivery system
- Various criteria about product quality that the Company selected to distribute, provide services and strictly observe.
- Information about products and services is disclosed completely, accurately and without distorting the facts.
- Provide accurate, sufficient and beneficial information to consumers.
- Provide a process to return the product if any abnormality in quality is found

### 3.2.2 Analysis of stakeholders in the business value chain

The Company gives importance to stakeholders through various processes to listen to opinions from stakeholders and analyze to identify the expectations of stakeholders towards the Company and operate in various fields to be able to respond to such expectations in an appropriate manner, including to support the development of business operations that can create a positive impact and reduce negative impacts.

#### Details of stakeholder analysis in the business value chain

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
Internal stakeholders			
<ul style="list-style-type: none"> <li>• Employees</li> </ul>	-	<ul style="list-style-type: none"> <li>• Communicating information with employees through email and online meetings</li> <li>• Performance evaluation system</li> <li>• Preparation of employee satisfaction assessment form and employee engagement surveys</li> <li>• Preparation of an exit interview with executives of the Human Resources Division for organizational development</li> <li>• Employees' health care and hygiene such as annual health checks, vaccinations, internal communication of health information via online media, employee health surveys</li> <li>• Appropriate compensation structure system for employees at all levels.</li> <li>• Manage the working environment to be suitable for the performance of employees</li> <li>• Setting up a welfare committee in an establishment</li> <li>• Cooperating with Premier Group of Companies Savings &amp; Credit Cooperative Limited to promote and publicize to employees to know about saving and having a financial plan to prepare before retirement</li> <li>• Safety and hygiene improvement of the Premier Place Building, which is part of the Subsidiary's office</li> </ul>	-

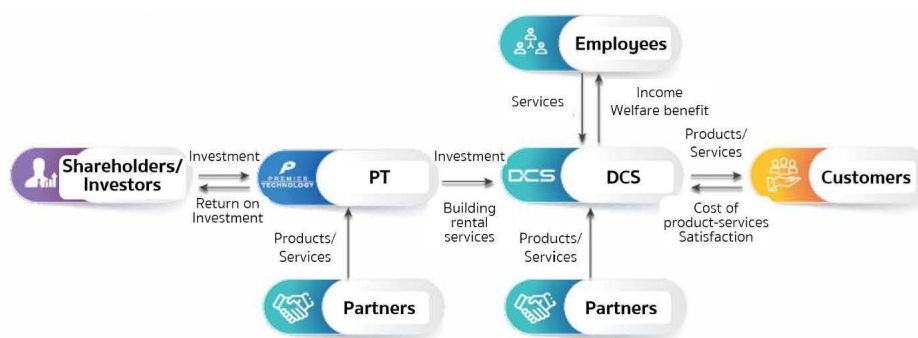
Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<b>External stakeholders</b>			
• Shareholders	-	<ul style="list-style-type: none"> <li>• Determining the Company's ethical policy in regard to the treaty for shareholders</li> <li>• Annual General Meeting of Shareholders</li> <li>• Participating in SET Opportunity Day</li> <li>• Publishing Company's information on website and online media</li> <li>• Answering inquiries through the Investor Relations channel</li> </ul>	-

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<ul style="list-style-type: none"> <li>Customers</li> </ul>	-	<ul style="list-style-type: none"> <li>Appropriate and fair product distribution and service charges</li> <li>Introducing new products and services that will increase the productivity of our clients' work and business</li> <li>Organizing seminars to educate about products and services</li> <li>Disseminating facts/information about products and services through public relations channels, focusing on providing accurate knowledge of the customer by using the dissemination of information on the website and online media</li> <li>Consulting about products and services to customers through various communication channels</li> <li>Providing installation and after-sales service for all products sold by the Subsidiary</li> <li>Service satisfaction survey</li> <li>Customer database storage in order to support proper service to customers</li> <li>Safety and hygiene improvement of the Premier Place Building</li> </ul>	-

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<ul style="list-style-type: none"> <li>Suppliers</li> </ul>	-	<ul style="list-style-type: none"> <li>Compliance with the terms and conditions of a business partner</li> <li>Arranging meetings with partners and chatting through various channels</li> <li>Driving product sales opportunities through organizing activities with the product owner in the form of promoting knowledge and understanding of the product and the ability to serve customers together</li> <li>Co-promoting sustainable business with trade partners; for example, inviting them to become members of the Thai Private Sector Collective Action Coalition Against Corruption (CAC), publishing information about the Company's business ethics and Supplier Code of Conduct</li> </ul>	-
<ul style="list-style-type: none"> <li>Society</li> </ul>	-	<ul style="list-style-type: none"> <li>Disseminating information on sustainable business practices through Company's reports and website</li> <li>Supporting and encouraging participation for the public through the Collaboration for Good Society Project, Premier Group of Companies</li> <li>Cultivating a sense of sustainability development for employees</li> </ul>	-

Group of stakeholders	Stakeholders' expectations	Responses to stakeholder expectations	Channels for engagement and communication
<ul style="list-style-type: none"> <li>Others</li> <li>Environment</li> </ul>	-	<ul style="list-style-type: none"> <li>Use of energy-efficient equipment in business operations</li> <li>Implementing technologies that support the efficient use of resources such as the installation of solar rooftop, wastewater treatment to reuse water for proper use</li> <li>Improving the environment of buildings and offices</li> <li>Campaign for efficient use of resources</li> <li>Supporting and encouraging participation for the public through the Collaboration for Good Society Project, Premier Group of Companies</li> </ul>	-

Diagram of the stakeholder analysis in the business value chain



Business Value Chain

## 3.3 Management of environmental sustainability

### 3.3.1 Environmental policy and guidelines

#### Environmental policies, goals, strategies and practices: short term / long term

Premier Group of Companies establishes a policy on environment and society together to do business by maintaining the balance of the environment, complying with environmental laws and regulations, giving importance to and cooperating with the community to preserve the environment of the communities where the Premier Group operates by

1. Care, maintain and protect to prevent an event that affects the environment, provide equipment for waste treatment in order not to have an impact on the environment and the communities in which the Group operates
2. When there is an event affecting the environment due to products / services or the operation of the Group, the Group will urgently solve and take responsibility for the damages that occur.
3. Training and set up a system to inspect, supervise, maintain equipment and tools, and continuous improvement in order to increase efficiency in stewardship of the environment to maintain safety and confidence to the public.

The Company realizes the importance of environmental conservation and biodiversity, the efficient use of resources, to be in line with business operations. The Company has therefore established environmental practices in the Code of Conduct for the following practices as follows;

- Do nothing that has damage effect on natural resources and the environment
- Operate or control to ensure compliance with environmental laws and regulations
- Do not support or engage in transactions with anyone that is detrimental to the public environment
- Promote efficient use of resources, with a policy to conserve energy and other resources by adopting technology that can save energy used in the Company

In addition, the Company has supported various activities and projects of the Enlive Foundation, under the Sustainability Development Division of Premier Group of Companies, in which focuses on creating mechanisms for participation, creating a network of partners to expand cooperation to create social and environmental results in a wide range of communities, government agencies, private agencies by supporting scholarships and volunteer work, including expanding cooperation to network partners customers and partners as well.

Enlive Foundation's projects aim to improve the quality of the environment through raising awareness, learning and realizing the co-development of a sustainable environment to be a model for natural capital preservation, such as the development of community's development tourism, preservation of wisdom in utilization of mangrove herbs and local herbs, community waste management, creation of seagrass conservation areas, marine animal rehabilitation activities, creation of an undersea learning park, etc.

#### Environmental policy and guidelines

Environmental policy and guidelines : Yes

Environmental guidelines : Electricity Management, Renewable/Clean Energy Management, Water Management, Waste Management, Air Quality Management

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Reference link for environmental policy and guidelines : <https://www.premier-technology.co.th/index.php/en/main-sd/main-sd-env-social-policy>

#### Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals : No  
over the past year

### 3.3.2 Environmental operating results

Efficient use of resources in parallel with the Company's business operations is to create participation in environmental stewardship of many stakeholders at the same time, including the Company, customers who use office building rental services, and customers who use the energy-saving data center service of the Subsidiary, including employees at the office. At the same time, it also results in efficient business operations because it can build confidence to the customers that the Company and its Subsidiary focus on the utilization of resources and select to present and use quality products and services that have efficient use of resources concern.



Premier Group of Companies' Safety and Environment Working Group, which consists of members representing the Company, has implemented a campaign to reduce energy and resources consumption. Such program can reduce electricity and water consumption as shown in the table below. In 2024, the number of tenants using office buildings increased by 28 percent compared to 2023.

	Unit	2022	2023	2024	Increased unit
Power consumption	Megawatts	970	1,009.9	1,371.07	361.15
Power consumption per total area (12,396 sqm.)	MW / sq m.	0.078	0.081	0.111	0.029
Water consumption	Cubic meter	7,220	10,514	10,951	437.00

Premier Group of Companies also uses an engagement mechanism to build understanding and awareness of environmental considerations in business operations and, in daily life, for employees and stakeholders in various parts, such as activities that offer ways to reduce energy from employee, online training courses, raising awareness of energy saving in the organization, disseminating knowledge about reducing energy consumption in various media within the organization, etc.

## Information on energy management

### Energy management plan

The company's energy management plan : No

#### a. Energy management

Office building rental business: The Company has arranged for maintenance and improvement of the quality of equipment usage in providing continuous service to tenants, to create efficient use of resources such as adding green areas around office buildings to help reduce the work of air conditioning systems, using energy-saving lamps, air conditioning system improvement and considering the use of renewable energy from installing a solar power system to generate electricity for use in buildings, etc.

In addition, a plan has been created to raise awareness and participation in efficient energy use among building rental users and employees through public relations, i.e. using computers to save electricity, turning off electrical outlets during holidays, organizing Energy Day activities of Premier Group of Companies, providing training for the Energy Committee of the Premier Group of Companies etc.

Information Technology business (a Subsidiary): The Subsidiary has operated Data Center to provide services to leading organizations in Thailand since 2005. The Subsidiary has selected quality and efficient energy utilization equipment. There is a process to measure energy consumption continuously on a monthly basis to ensure an efficient energy consumption rate according to the international energy consumption criteria or PUE (Power Usage Effectiveness). The Subsidiary has had the PUE value at a level of lower than 1.7, which indicates "efficient use of energy".

In addition, the Subsidiary has also continuously published information on energy-saving data center services to customers, partners, educational institutions, and guests so as to create understanding and awareness of energy efficiency, especially customers who use service, considered to be as a part of the society in saving energy.

### Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel : No  
management

### Performance and outcomes of energy management

Performance and outcomes of energy management : No

#### Energy management: Fuel consumption

	2022	2023	2024
Jet fuel (Litres)	0.00	0.00	0.00
Diesel (Litres)	0.00	0.00	0.00

	2022	2023	2024
Gasoline (Litres)	0.00	0.00	0.00
Fuel oil (Litres)	0.00	0.00	0.00
Crude oil (Barrels)	0.00	0.00	0.00
Natural gas (Standard cubic feet)	0.00	0.00	0.00
LPG (Kilograms)	0.00	0.00	0.00
Steam (Metric tonnes)	0.00	0.00	0.00
Coal (Metric tonnes)	0.00	0.00	0.00

#### Energy management: Electricity consumption

	2022	2023	2024
<b>Total electricity consumption within the organization (Kilowatt-Hours)</b>	970.00	1,009.90	1,371.07
Electricity purchased for consumption from non-renewable energy sources (Kilowatt-Hours)	970.00	1,009.90	1,200.00
Electricity purchased or generated for consumption from renewable energy sources (Kilowatt-Hours)	0.00	0.00	171.07

### Information on water management

#### Water management plan

The Company's water management plan : No

##### b. Water management

To reduce a use of tap water by improving the quality of wastewater to be reused in the drip irrigation system in the care of green areas, including a use with the flush valve system of the bathroom, is to utilize the water that has been treated and no release wastewater into the public. In addition, the quality of equipment related to water use has been inspected to ensure that they are always in good condition so as to reduce the risk of water leakage.

#### Setting goals for water management

Does the company set goals for water management : No

#### Performance and outcomes of water management

Performance and outcomes of water management : No

#### Water management: Water withdrawal by source

	2022	2023	2024
<b>Total water withdrawal (Cubic meters)</b>	7,220.00	10,514.00	10,951.00
Water withdrawal by third-party water (cubic meters)	7,220.00	10,514.00	10,951.00

	2022	2023	2024
Water withdrawal by surface water (cubic meters)	0.00	0.00	0.00
Water withdrawal by groundwater (cubic meters)	0.00	0.00	0.00
Water withdrawal by seawater (cubic meters)	0.00	0.00	0.00
Water withdrawal by produced water (cubic meters)	0.00	0.00	0.00

#### Water management: Water discharge by destinations

	2022	2023	2024
Percentage of treated wastewater (%)	0.00	0.00	0.00
<b>Total wastewater discharge (cubic meters)</b>	0.00	0.00	0.00
Wastewater discharged to third-party water (cubic meters)	0.00	0.00	0.00
Wastewater discharged to surface water (cubic meters)	0.00	0.00	0.00
Wastewater discharged to groundwater (cubic meters)	0.00	0.00	0.00
Wastewater discharged to seawater (cubic meters)	0.00	0.00	0.00

#### Water management: Water consumption

	2022	2023	2024
Total water consumption (Cubic meters)	7,220.00	10,514.00	10,951.00

#### Water management: Recycled water consumption

	2022	2023	2024
Total recycled water for consumption (Cubic meters)	2,882.00	1,018.00	632.00

### Information on waste management

#### c. Garbage, waste and pollution management

The Company has provided various projects about waste management such as waste separation, organic waste reduction, converting waste to minerals in soil and management of infectious waste caused by the epidemic of the Coronavirus 2019, etc. Such projects are ongoing.

#### Waste management plan

The company's waste management plan : No

#### Setting goals for waste management

Does the company set goals for waste management : No

#### Performance and outcomes of waste management

Performance and outcomes of waste management : No

#### Waste management: Waste Generation

	2022	2023	2024
<b>Total waste generated (Kilograms)</b>	0.00	0.00	0.00
<b>Total non-hazardous waste (kilograms)</b>	0.00	0.00	0.00
Non-hazardous waste - Landfilling (Kilograms)	0.00	0.00	0.00
Non-hazardous waste - Incineration with energy recovery (Kilograms)	0.00	0.00	0.00
Non-hazardous waste - Incineration without energy recovery (Kilograms)	0.00	0.00	0.00
Non-hazardous waste – Others (kilograms)	0.00	0.00	0.00
<b>Total hazardous waste (kilograms)</b>	0.00	0.00	0.00
Hazardous waste - Landfilling (Kilograms)	0.00	0.00	0.00
Hazardous waste - Incineration with energy recovery (Kilograms)	0.00	0.00	0.00
Hazardous waste - Incineration without energy recovery (Kilograms)	0.00	0.00	0.00
Hazardous waste – Others (kilograms)	0.00	0.00	0.00

#### Waste management: Waste reuse and recycling

	2022	2023	2024
<b>Total reused/recycled waste (Kilograms)</b>	0.00	0.00	0.00
<b>Reused/Recycled non-hazardous waste (Kilograms)</b>	0.00	0.00	0.00
Reused non-hazardous waste (Kilograms)	0.00	0.00	0.00
Recycled non-hazardous waste (Kilograms)	0.00	0.00	0.00
<b>Reused/Recycled hazardous waste (Kilograms)</b>	0.00	0.00	0.00
Reused hazardous waste (Kilograms)	0.00	0.00	0.00
Recycled hazardous waste (Kilograms)	0.00	0.00	0.00

### Information on greenhouse gas management

#### Greenhouse gas management plan

The company's greenhouse gas management plan : No

##### d. Management to reduce greenhouse gas

The Company focuses on participating in reducing greenhouse gas problems. The Company therefore chooses to use products to run its business that uses resources efficiently to create participation in environmental care together with employees,

organizations and customers who use the service.

The activities of the Company that are expected to generate greenhouse gas emissions are electricity consumption from air conditioners in office buildings and electricity from Subsidiary's data centers. The Company has therefore managed as described in Clause 3.3.2 a. Energy Management.

Currently, the Company does not measure the amount of greenhouse gas emissions from its business operations by a certified data provider registered with the Thailand Greenhouse Gas Management Organization (TGO) for reasons of suitability in the business context. The Company has a policy for sustainable business operations which requires effective, systematic environmental management and is a part of business operations. Therefore, the management of greenhouse gas emissions will be with the-most-effective goal because it will be one of the factors that will lead to the goal of sustainable business operations.

### Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : No

### Performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas management : No

#### Greenhouse gas management : Corporate greenhouse gas emission

	2022	2023	2024
Total greenhouse gas emissions (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00
Total greenhouse gas emissions - Scope 1 (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00
Total greenhouse gas emissions - Scope 2 (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00
Total greenhouse gas emissions - Scope 3 (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

#### Greenhouse gas management: Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas emissions : No

### Information on incidents related to legal violations or negative environmental impacts

#### Number of cases and incidents of legal violations or negative environmental impacts

	2022	2023	2024
Number of cases or incidents of legal violations or negative environmental impact (cases)	0	0	0

## 3.4 Social sustainability management

### 3.4.1 Social policy and guidelines

Social and human rights policy and guidelines	:	Yes
Social and human rights guidelines	:	Employee rights, Consumer/customer rights, Community and environmental rights, Safety and occupational health at work, Non-discrimination, Supplier rights

#### **Policies and guidelines in accordance with the laws, rules and regulations related to the business operation of the Company including respect for human rights**

Premier Group of Companies establishes a policy on the environment and society together to do business by maintaining the balance of the environment, complying with environmental laws and regulations, giving importance to and cooperating with the community to preserve the environment of the communities where the Group operates. (Details in clause 3.3.1)

#### **Respect for Human Rights**

The Company recognizes the significance of the value of human beings. Therefore, The Company has established a policy for executives and all employees to respect human rights and respect human dignity, both employees and stakeholders, in accordance with the principles of international standards. This is considered as the significant route in doing business.

- The Company supports and respects the protection of human rights by taking care of the business and employees of the Company and its Subsidiary to involve in human rights violations such as no use all types of forced labor and/or child labor as well as strictly comply with the standards of labor protection laws.
- The Company respects and abides by the universal principles in hiring and treating all stakeholders with fairness on the basis of human dignity, by giving everyone equal opportunities without any discrimination and violation of basic rights on sex, age, religious, nationality, region, position, physical condition and political opinions.
- The Company monitors and follows up on trade partner and stakeholders to strictly adhered to international human rights principles practice, including protecting the rights of stakeholders who have been damaged arising from rights violations arising from the Company's business operations as required by law.
- The Company provides working location that have good working environment and emphasizes on the safety and occupational health in the workplace.
- The Company gives employees opportunities to participate in management and feedback on operating business or working procedure through "Suggestion Activities" and through different set of committees such as welfare committee, anti-fraud and corruption committee.
- The Company stipulates measures in protecting employees who give whistle blowing about violation of human rights or unequal treatment of employees. The whistle blower will be protected from being punished or persecuted or acted in any way that will make the whistleblower unable to continue working.

#### **Fair Labor Practices**

Employees are valuable resources of the Company. Therefore, the Company recognizes and attaches importance to fair treatment of workers and respect for human dignity on the basis of equality to aim for sustainable peace both in the Company and in society. The details are as follows:

- The Company realizes the importance of treating employees on the basis of fairness and equality in terms of promotion opportunities, promote migration, transfer, welfare and compensation, as well as providing opportunities for development as appropriate without discrimination arising from differences in sex, age, religion, race, region, political opinions, status or physical condition.
- The Company assigns supervisors at all levels to have the duty to take care of fairness in every department by avoiding unfair acts that affect the feeling of insecurity in the employees' work duties or taking any action that threatens, put pressure on the mental state of employees unfair and inappropriate.
- The Company places importance on knowledge development, abilities and skills of the employees to enhance their potential on a regular and continuous basis.
- The Company provides welfare, medical treatment, annual health check-up, health insurance, accident insurance and life insurance for employees to all levels equally.
- The Company provides opportunities for employees who are treated unfairly or encounter on any unfair action to send in

their comments or complains directly to the responsible supervisors as well as the Managing Director and Chairman of the Executive Committee through the channel: personal visits / complaints through letters / documents / Email, etc.

- The Company clearly stipulates guidelines that employees' complaint/ suggestions must be clarified/ solved or properly implemented.

- The Company stipulates measures in protecting employee that make complaint/ whistle-blowing on unfairly/inequality treatment of employee issue. The employee will be protected against punishment, bullied or any action that will cause the complainer / the whistle-blower to be unable to continue working at the Company.

Reference link for social and human rights policy and guidelines : <https://www.premier-technology.co.th/index.php/en/main-about-us/main-abt-premier-policy>

## Compliance with human rights principles and standards

Human rights management principles and standards : Thai Labour Standard: Corporate Social Responsibility of Thai Businesses (TLS 8001-2010) by the Ministry of Labour

## Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year : Yes

-

## Human Rights Due Diligence : HRDD

Does the company have an HRDD process : No

-

## 3.4.2 Social operating results

### Information on employees and labor

#### Employees and labor management plan

The company's employee and labor management plan : No

Employee and labor management plan implemented by the Company in the past year : Fair employee compensation, Employee training and development, Promoting employee relations and participation, Safety and occupational health at work

-

#### Setting employee and labor management goals

Does the company set employee and labor management goals : No

#### Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor management : No

-

#### Employee and labor management: Employment

##### Hiring employees

	2022	2023	2024
<b>Total employees</b> (persons)	387	404	408
Male employees (persons)	248	271	272
Female employees (persons)	139	133	136

#### Employment of workers with disabilities

	2022	2023	2024
<b>Total employment of workers with disabilities</b> (persons)	4	4	4
<b>Total number of employees with disabilities</b> (persons)	4	4	4
Total male employees with disabilities (persons)	4	4	4
Total female employees with disabilities (persons)	0	0	0
<b>Total number of workers who are not employees with disabilities</b> (persons)	0	0	0
<b>Contributions to empowerment for persons with disabilities fund</b>	No	No	No

#### Employee and labor management: Remuneration

##### Employee remuneration

	2022	2023	2024
<b>Total employee remuneration</b> (baht)	332,501,040.51	360,459,615.83	386,743,491.69
Total male employee remuneration (Baht)	219,946,985.06	241,772,873.38	258,601,389.82
Total female employee remuneration (Baht)	112,554,055.45	118,686,742.45	128,142,101.87

#### Employee and labor management: Employee training and development

##### Employee training and development

	2022	2023	2024
Average employee training hours (hours / person / year)	6.00	10.14	23.03
Training and development expenses for employees (baht)	2,496.00	4,098.00	7,389.46

#### Employee and labor management: Safety, occupational health, and environment at work

##### Safety, occupational health, and environment at work



	2022	2023	2024
Total number of lost time injury incidents by employees (cases)	0	1	0

## Employee and labor management: Employee engagement and internal employee groups

### Employee engagement

	2022	2023	2024
Total number of employee turnover leaving the company voluntarily (persons)	64	30	34
Total number of male employee turnover leaving the company voluntarily (persons)	35	19	23
Total number of female employee turnover leaving the company voluntarily (persons)	29	11	11
Proportion of voluntary resignations (%)	16.54	7.43	8.33
	2022	2023	2024
Evaluation result of employee engagement	Yes	Yes	Yes

### Employee internal groups

Employee internal groups : Yes

Types of employee internal groups : Welfare committee

## Information about customers

### Customer management plan

Company's customer management plan : No

Customer management plan implemented by the company over the past year : Responsible production and services for customers, Communication of product and service impacts to customers/consumers, Development of customer satisfaction and customer relationship, Consumer data privacy and protection

### Customer Relation Management

The Company and its subsidiary adhere to the Customer Relation and Product Quality Policy and the Information System Security Policy, covering the issues of responsibility for the security of customer data and responsibility for products and services that the Company provides and delivers to customers by selecting products and services with international standards and communicating information about products and services that are beneficial to customers and the general public on a regular basis through the Company's communication channels, including providing services by experts certified by the product owners, along with convenient and fast communication channels.

Reference: [Premier Group's policy](#)

### Setting customer management goals

Does the company set customer management goals : No

## Performance and outcomes of customer management

Performance and outcomes of customer management : No

-

## Customer management: Customer satisfaction

### Customer satisfaction

	2022	2023	2024
Evaluation results of customer satisfaction	No	No	No

## Information on community and society

## Community and social management plan

Company's community and social management plan : No

Community and social management plan implemented by the : Education  
company over the past year

-

## Setting community and social management goals

Does the company set community and social management : No  
goals

## Performance and outcomes of community and social management

Performance and outcomes of community and social : No  
management

-

## Information on other social management

## Plans, performance, and outcomes related to other social management

-

## Information on incidents related to legal or social and human rights violations

### Number of cases and incidents of significant legal or social and human rights violations

	2022	2023	2024
Total number of cases or incidents of significant legal or social and human rights violations (cases)	0	0	0
Total number of cases or incidents leading to significant labor disputes (cases)	0	0	0

	2022	2023	2024
Total number of incidents or complaints related to business partner's rights violations (cases)	0	0	0
The total number of cases or complaints related to partner rights violations (Cases)	0	0	0
Total number of cases or incidents leading to disputes with the community/society (cases)	0	0	0
Total number of cases or incidents related to cybersecurity or customer data breaches (cases)	0	0	0
Total number of cases or incidents related to workplace safety and occupational health (cases)	0	0	0

## 4. Management Discussion and Analysis (MD&A)

### 4.1 Operation, financial condition and material changes

#### Operational overview

Premier Technology Public Company Limited (“the Company”) is part of the Premier Group, has operated in comprehensive information technology solutions (Total Enterprise Solutions and Service Provider) through a Subsidiary, DataPro Computer Systems Company Limited (“the Subsidiary”). Additionally, the Company operates an office building rental business at the Premier Place Building.

In 2024, the information technology industry continued to experience steady growth, driven by the increasing adoption of technology across various business processes, including the expansion of online businesses or e-commerce. This trend prompted entrepreneurs to invest more in information technology systems such as encompassing hardware, software, and related service to enhance production efficiency, streamline operations, and leverage data analysis tools for informed decision-making. These investments not only added value and strengthened competitiveness but also ensured data security and regulatory compliance. Key technologies that remained in high demand included cloud computing, big data analytics, cybersecurity, and artificial intelligence (AI). As a result, businesses in sectors such as finance, healthcare, information technology, retail, and media increased their focus and investment in technology systems to enhance their competitive edge. This growth contributed to the Subsidiary’s higher revenue from product sales and services, as well as increased profits compared to the previous year.

In 2024, the office building rental business benefited from internal and external renovations, as well as the installation of enhanced security systems, leading to an increase in tenants throughout the year. As a result, the total occupancy rate of Premier Place Building reached 81.54 percent of the total leasable area, with 34.45 percent leased by the Subsidiary and 65.55 percent leased by other businesses.

#### Operating Results

The Company’s operating results for the year ended 31 December 2024 had a profit of 368.87 million baht, an increase of 114.78 million baht from the previous year, due to the operating results of the Company that gained higher occupancy rate and the Subsidiary’s improved performance, which resulted in increased revenue from product sales, service income, and operating profit. The key changes are as follows:

##### 1. Revenue from information technology system provision and services

Revenue from product sales amounted to 2,267.77 million baht, increasing by 257.90 million baht from the previous year or 12.83 percent from the delivery of several large and medium-sized projects during the year.

Revenue from services amounted to 1,748.93 million baht, an increase of 279.49 million baht from the previous year, or 19.02 percent. This growth was attributed to higher revenue from time-limited software services (Software as a Service) following a shift in the sales model from perpetual licensing to subscription-based licensing. Additionally, revenue from maintenance services, a recurring revenue stream from previous product sales, also increased.

##### 2. Rental and service income

The Company had rental and service income for the year 2024 in the amount of 39.66 million baht (which included income from renting office buildings to the Subsidiary in the amount of 19.71 million baht), increasing by 4.49 million baht from the previous year due to an increase in tenants during the second half of the year.

##### 3. Other Income

Other income for the year 2024 amounted to 81.85 million baht, an increase of 19.78 million baht from the previous year, mainly from discounts and marketing support received from manufacturers and unrealized profits from fair value adjustment of financial assets.

##### 4. Distribution costs

Distribution costs for the year amounted to 118.10 million baht, an increase of 19.95 million baht from the previous year, in line with an increase in sales and service income. The ratio of distribution costs to sales and service income was 2.9 percent (2.8 percent in 2023).

##### 5. Administrative expenses

Administrative expenses for the year amounted to 406.66 million baht, an increase of 39.73 million baht from the previous year due to increased personnel expenses of 17.62 million baht, building restoration costs increased by 4.30 million baht, and an additional 11.09 million baht in donations.

##### 6. Financial costs

Financial costs in 2024 amounted to 3.52 million baht, a decrease of 1.08 million baht from the previous year. This

reduction was attributed to a decrease in loans from financial institutions used to support the Subsidiary's liquidity during the period, as well as lower loan interest rates.

#### **7. Income tax expenses**

Income tax expenses for the year 2024 amounted to 94.47 million baht (consisting of corporate income tax calculated in the amount of 97.23 million baht and deferred income tax in the amount of 2.76 million baht). This represents an increase of 29.37 from the previous year according to the increasing operating results of the year 2024.

#### **Assets Management Capability**

As of 31 December 2024, the Company and its Subsidiary had total assets amounted to 2,524.01 million baht, an increase of 498.54 million baht from the previous year. The significant assets of the Company and its subsidiary were trade and other receivables, prepaid service costs, inventory and work-in-process, other current financial assets, and assets held for sale. The return on assets ratio was 16.22 percent, an increase of 3.84 percent from the previous year due to increased operating results for 2024. The details of the changes in total assets value are as follows.

##### **1. Trade and other receivables**

Trade and other receivables amounted to 1,003.86 million baht, an increase of 398.07 million baht from the previous year due to the increase in revenue from sales and service. The average collection period was 73.14 days, an increase of 15.21 days from the previous year.

##### **2. Prepaid service cost**

Prepared service cost amounted to 640.57 million baht, increasing from 248.79 million baht from the previous year. Additionally, the Company had unearned revenue from sales and services of 686.16 million baht, increasing by 265.30 million baht from the previous year due to long-term service agreements in the areas of maintenance (Maintenance Service Agreement) and Software as a Service (Subscription) services. The Company will gradually recognize them as revenue from services and as service cost according to the conditions and period of services.

##### **3. Inventory and work-in-process cost**

Inventory and work-in-process cost amounted to 286.36 million baht, decreasing by 103.79 million baht from the previous year, consisting of finished goods and goods in transit of 32.59 million baht, a decrease of 89.06 million baht from the previous year, and work-in-process cost of 253.76 million baht, a decrease from the previous year was 14.74 million baht due to the delivery of large projects to financial institutions and information technology customers towards the end of the year.

##### **4. Other current financial assets**

Other current financial assets of 96.35 million baht, representing investments in debt instruments with an average return of 1.92-2.16 percent per year, an increase of 16.50 million baht from the previous year. The Company invested in surplus funds, remaining after covering working capital and debt repayment, into debt instruments in accordance with its investment framework.

##### **5. Assets held for sales**

Following the approval by the Company's Extraordinary General Meeting of Shareholders for the disposition of land and buildings of the Premier Place building, these items have been reclassified from investment properties and property, plant, and equipment to be presented as assets held for sale in the amount of 213.33 million baht, in the statement of financial position.

#### **Liquidity and cash flow of the Company**

The Company and its Subsidiary had cash flow and cash equivalents as of 31 December 2024 in the amount of 67.07 million baht, a decrease from the same period of the previous year of 17.84 million baht. This change was primarily due to these significant factors:

- Net cash from operating activities amounted to 367.60 million baht, a decrease of 93.93 million baht from the previous year, which was in the amount of 461.53 million baht. Although, the Company experienced higher cash flow from operating profits before changes in operating assets and liabilities compared to the previous year, there was an increase in trade receivables and other receivables of 395.30 million baht, an increase in prepaid service cost of 248.79 million baht, and income tax expense of 86.48 million baht. When combined with other changes, these factors resulted in lower net cash from operating activities than in the previous year.
- Cash flow used in investment activities amounted to 50.45 million baht, a decrease of 41.08 million baht from the previous year which was in the amount of 91.53 million baht, due to a decrease in an investment of 16.21 million baht in debt instrument mutual funds compared to the previous year and a decrease in purchases of equipment, intangible assets, and improvements to investment properties totaling 38.13 million baht.
- Cash flow used in financing activities amounted to 334.99 million baht, from dividend payment of 198.72 million baht, repayment of debt according to the lease agreement in the amount of 16.27 million baht, and repayment of short-term loans in the amount of 120.00 million baht.

The Company regularly reviews its liquidity and funding needs to maintain a balanced management of cash inflows and

outflows, thereby preventing liquidity issues. This is accomplished by assessing the timing and types of funding sources to align with cash requirements and effectively managing interest expenses to an appropriate level.

## Diagram of operational overview

(Unit : Thousand Baht)

Description	2024		2023		2022	
	Amount	%	Amount	%	Amount	%
Trade Receivables - Aged on the basis of due date						
Not yet due	740,561	73.0%	364,003	60.1%	361,518	71.7%
Up to 3 months	157,976	15.7%	121,506	20.1%	62,834	12.5%
3 - 6 months	-	0.0%	-	0.0%	1,683	0.3%
6 - 12 months	45	0.0%	260	0.0%	-	0.0%
over 12 months	10,043	1.0%	13,617	2.2%	13,359	2.7%
Total Trade Receivables	908,625	90.5%	499,386	82.4%	439,394	87.2%
Accrued Income	87,680	8.7%	103,282	17.0%	67,646	13.4%
Current portion of receivable under long-term contract	6,598	0.7%	6,282	1.0%	-	0.0%
Current portion of lease receivable	11,027	11.0%	10,632	1.8%	10,250	2.0%
Allowance for expected credit losses	(10,065)	-1.0%	(13,795)	-2.3%	(13,359)	-2.7%
<b>Total Trade and Other Receivables - Net</b>	<b>1,003,865</b>	<b>100.0%</b>	<b>605,787</b>	<b>100.0%</b>	<b>503,931</b>	<b>100.0%</b>

(1. Trade and other receivables)

## Issuance of debt securities with an obligation to maintain financial ratios

Is there an issuance of debt securities with an obligation : No  
to maintain financial ratios?

## 4.2 Potential factors or incidents that may materially affect the financial condition or the operating results

### Significant factors or incidents that may materially affect the future financial condition or the operating results

Operating in the information technology sector requires the ability to quickly adapt to technological advancements and other external factors that constantly emerge. To stay competitive, the Subsidiary is dedicated to studying and understanding customer behaviors and needs. This allows for the delivery of high-quality, standardized, and secure products and services that meet customer requirements. This is achieved through the development of employee expertise and the use of internationally certified products and systems, ensuring customer satisfaction and long-term success.

The Subsidiary consistently adapts its business operations by forming partnerships with market leaders across various fields, enhancing the diversity of products and services to meet customer needs. This includes the development of a computer center, an emergency data backup center, and an emergency backup office, which has been operational since 2009. These facilities have been continuously developed and upgraded to support big data management while maintaining international security standards. Additionally, the Subsidiary places a strong emphasis on the ongoing development and training of its personnel to deliver high-quality services that set it apart from other operators.

## 4.3 Information from financial statements and significant financial ratios

### Information from financial statements

#### Summary of financial position statements

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
<b>Assets</b>			
<b>Current Assets</b>			
Cash And Cash Equivalents (ThousandTHB)	11,542.15	84,910.53	67,071.60
Short-Term Investments - Net (ThousandTHB)	10,000.92	79,852.14	96,345.72
Trade And Other Receivables - Current - Net (ThousandTHB)	503,931.13	605,787.33	1,003,864.52
Inventories - Net (ThousandTHB)	710,702.02	390,147.44	286,357.91
Finished Goods (ThousandTHB)	83,884.14	121,648.52	32,594.27
Work In Progress (ThousandTHB)	626,817.88	268,498.92	253,763.64
Non-Current Assets And/Or The Disposal Group Held For Sale (ThousandTHB)	0.00	0.00	213,328.52
Other Current Assets (ThousandTHB)	420,215.99	460,435.63	678,246.90
Prepayments (ThousandTHB)	347,658.44	391,777.61	640,567.75
Other Current Assets - Others (ThousandTHB)	72,557.55	68,658.02	37,679.15
<b>Total Current Assets</b> (ThousandTHB)	1,656,392.22	1,621,133.06	2,345,215.18
<b>Non-Current Assets</b>			
Restricted Deposits - Non- Current (ThousandTHB)	1,203.10	1,203.10	0.00
Trade And Other Receivables - Non-Current - Net (ThousandTHB)	33,098.27	43,270.02	25,644.74



	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Long-Term Investments - Net (ThousandTHB)	34,780.04	31,337.21	31,424.92
Investment Properties - Net (ThousandTHB)	157,888.46	153,637.69	0.00
Property, Plant And Equipment - Net (ThousandTHB)	122,061.59	115,278.37	55,713.24
Right-Of-Use Assets - Net (ThousandTHB)	46,967.99	26,004.29	19,648.42
Intangible Assets - Net (ThousandTHB)	0.00	0.00	6,339.12
Deferred Tax Assets (ThousandTHB)	20,757.68	27,817.48	34,232.86
Other Non-Current Assets (ThousandTHB)	5,797.38	5,791.88	5,787.88
<b>Total Non-Current Assets</b> (ThousandTHB)	422,554.52	404,340.05	178,791.17
<b>Total Assets</b> (ThousandTHB)	2,078,946.74	2,025,473.11	2,524,006.35

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Bank Overdrafts And Short-Term Borrowings From Financial Institutions (ThousandTHB)	251,000.00	170,000.00	50,000.00
Trade And Other Payables - Current (ThousandTHB)	485,472.31	469,489.49	614,604.06
Current Portion Of Long-Term Debts (ThousandTHB)	5,400.00	0.00	0.00
Derivative Liabilities - Current (ThousandTHB)	1,319.94	2,004.32	102.34
Contract Liabilities And Unearned Rental Income - Current (ThousandTHB)	461,917.32	420,861.82	686,158.63
Current Portion Of Lease Liabilities (ThousandTHB)	24,336.74	16,265.77	16,756.66
Liabilities Directly Associated With Non-Current Assets And/Or The Disposal Group Held For Sale (ThousandTHB)	0.00	0.00	9,936.37
Income Tax Payable (ThousandTHB)	0.00	12,737.55	25,045.10
Other Current Liabilities (ThousandTHB)	18,530.30	34,319.45	54,914.90
<b>Total Current Liabilities</b> (ThousandTHB)	<b>1,247,976.60</b>	<b>1,125,678.42</b>	<b>1,457,518.06</b>
<b>Non-Current Liabilities</b>			
Non-Current Portion Of Long-Term Debts (ThousandTHB)	1,350.00	0.00	0.00
Non-Current Portion Of Lease Liabilities (ThousandTHB)	68,457.93	52,192.16	35,435.50

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Provisions For Employee Benefit Obligations - Non-Current (ThousandTHB)	108,657.91	126,964.09	157,818.26
Deferred Tax Liabilities (ThousandTHB)	1.05	31.14	0.00
Other Non-Current Liabilities (ThousandTHB)	2,537.04	2,922.04	0.00
<b>Total Non-Current Liabilities</b> (ThousandTHB)	181,003.92	182,109.42	193,253.75
<b>Total Liabilities</b> (ThousandTHB)	1,428,980.52	1,307,787.83	1,650,771.81
<b>Shareholders' equity</b>			
Authorised Share Capital (ThousandTHB)	283,888.94	283,888.94	283,888.94
Authorised Ordinary Shares (ThousandTHB)	283,888.94	283,888.94	283,888.94
Issued And Paid-Up Share Capital (ThousandTHB)	283,888.94	283,888.94	283,888.94
Paid-Up Ordinary Shares (ThousandTHB)	283,888.94	283,888.94	283,888.94
Retained Earnings (Deficits) (ThousandTHB)	366,116.49	433,849.43	589,394.62
Retained Earnings - Appropriated (ThousandTHB)	28,388.89	28,388.89	28,388.89
Legal And Statutory Reserves (ThousandTHB)	28,388.89	28,388.89	28,388.89
Retained Earnings (Deficits) - Unappropriated (ThousandTHB)	337,727.60	405,460.54	561,005.73
Other Components Of Equity (ThousandTHB)	-39.22	-53.10	-49.03
Currency Translation Adjustments (ThousandTHB)	-39.22	-53.10	49.03
<b>Total Equity</b> (ThousandTHB)	649,966.21	717,685.28	873,234.53
<b>Total Liabilities And Equity</b> (ThousandTHB)	2,078,946.74	2,025,473.11	2,524,006.35

## Summary of income statement

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
<b>Statement of Comprehensive Income</b>			
<b>Revenue</b>			
Revenue From Operations (ThousandTHB)	2,520,713.12	3,479,318.54	4,016,700.22
Revenue From Sales (ThousandTHB)	1,266,944.97	2,009,874.62	2,267,772.76
Revenue From Rendering Services (ThousandTHB)	1,253,768.15	1,469,443.92	1,748,927.46
Other Income (ThousandTHB)	69,195.32	62,069.94	81,847.12
<b>Total Revenue</b> (ThousandTHB)	2,589,908.44	3,541,388.48	4,098,547.34
<b>Cost And Expenses</b>			
Costs (ThousandTHB)	1,964,940.92	2,756,473.27	3,113,024.01
Selling And Administrative Expenses (ThousandTHB)	414,429.71	465,082.56	524,756.66
Selling Expenses (ThousandTHB)	79,430.15	98,150.42	118,096.15
Administrative Expenses (ThousandTHB)	334,999.56	366,932.14	406,660.51
(Reversal Of) Expected Credit Losses (ThousandTHB)	-754.64	436.34	-3,065.69
<b>Total Cost And Expenses</b> (ThousandTHB)	2,378,615.99	3,221,992.17	3,634,714.98
<b>Profit (Loss) Before Finance Costs And Income Tax Expense</b> (ThousandTHB)	211,292.45	319,396.31	463,832.36
Finance Costs (ThousandTHB)	2,653.30	4,600.36	3,522.06
Income Tax Expense (ThousandTHB)	45,899.12	65,098.63	94,469.28
<b>Profit (Loss) For The Period From Continuing Operations</b> (ThousandTHB)	162,740.04	249,697.33	365,841.02

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Profit (Loss) From Discontinued Operations (ThousandTHB)	0.00	4,394.08	3,029.83
<b>Net Profit (Loss) For The Period</b> (ThousandTHB)	162,740.04	254,091.41	368,870.85
<b>Other Comprehensive Income</b>			
<b>Items That Will Be Subsequently Reclassified To Profit Or Loss</b>			
Currency Translation Adjustments (ThousandTHB)	43.67	-13.88	4.06
<b>Items That Will Not Be Subsequently Reclassified To Profit Or Loss</b>			
Remeasurement Of Employee Benefit Obligations (ThousandTHB)	23,750.10	-2,288.39	-18,254.24
Income Taxes Relating To Items That Will Not Be Subsequently Reclassified To Profit Or Loss (ThousandTHB)	-4,750.02	457.68	3,650.85
<b>Other Comprehensive Income (Expense) - Net Of Tax</b> (ThousandTHB)	19,043.75	-1,844.59	-14,599.33
<b>Total Comprehensive Income (Expense) For The Period</b> (ThousandTHB)	181,783.79	252,246.82	354,271.51
<b>Basic Earnings (Loss) Per Share (Baht/Share)</b> (ThousandTHB)	0.57	0.90	1.30

## Summary of cash flow statement

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
<b>Cash flow statement</b>			
Profit (Loss) Before Finance Costs And/Or Income Tax Expense (ThousandTHB)	208,639.15	319,220.12	463,504.28
Depreciation And Amortisation (ThousandTHB)	55,917.40	51,381.27	40,460.09
Depreciation (ThousandTHB)	55,478.88	51,381.27	40,460.09
Amortisation (ThousandTHB)	438.52	0.00	0.00
(Reversal Of) Expected Credit Losses (ThousandTHB)	-754.64	436.34	-3,730.35
(Reversal Of) Loss From Diminution In Value Of Inventories (ThousandTHB)	-5,843.48	4,562.01	324.63
(Gains) Losses On Foreign Currency Exchange (ThousandTHB)	1,193.52	-965.30	-535.32
(Gains) Losses On Fair Value Adjustments Of Investments (ThousandTHB)	-1,619.48	3,266.38	-369.81
(Gains) Losses On Disposal And Write-Off Of Fixed Assets (ThousandTHB)	-497.98	-35.78	-45.03
(Gains) Losses On Disposal And Write-Off Of Other Assets (ThousandTHB)	-1.37	0.00	0.00
Dividend And Interest Income (ThousandTHB)	-203.92	-2,194.51	-3,263.69
Interest Income (ThousandTHB)	-203.92	-2,194.51	-3,263.69
Finance Costs (ThousandTHB)	2,653.30	4,600.36	3,522.06
Employee Benefit Expenses (ThousandTHB)	17,931.85	17,284.64	19,147.36
Other Reconciliation Items (ThousandTHB)	291.18	0.00	664.66

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
<b>Cash Flows From (Used In) Operations Before Changes In Operating Assets And Liabilities</b> (ThousandTHB)	277,705.52	397,555.53	519,678.89
<b>(Increase) Decrease In Operating Assets</b>			
(Increase) Decrease In Trade And Other Receivables (ThousandTHB)	-84,834.56	-102,292.53	-395,301.38
(Increase) Decrease In Inventories (ThousandTHB)	-387,855.08	315,992.58	103,464.89
(Increase) Decrease In Other Operating Assets (ThousandTHB)	-192,570.28	-61,864.73	-230,570.44
<b>Increase (Decrease) In Operating Liabilities</b>			
Increase (Decrease) In Trade And Other Payables (ThousandTHB)	89,987.02	-9,625.19	145,061.91
Increase (Decrease) In Provisions For Employee Benefit Obligations (ThousandTHB)	-6,213.15	-1,266.85	-6,547.44
Increase (Decrease) In Other Operating Liabilities (ThousandTHB)	216,781.19	-12,143.79	291,505.02
<b>Cash Generated From (Used In) Operations</b> (ThousandTHB)	-86,999.33	526,355.02	427,291.45
Interest Paid (ThousandTHB)	-2,655.88	-4,602.03	-3,522.06
Income Tax (Paid) Received (ThousandTHB)	-64,579.25	-60,221.91	-56,169.49
<b>Net Cash From (Used In) Operating Activities</b> (ThousandTHB)	-154,234.46	461,531.09	367,599.90
<b>Net Cash From Investing Activities</b>			
(Increase) Decrease In Short-Term Investments (ThousandTHB)	70,238.33	-69,674.77	-16,211.48

	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
Proceeds From Disposal Of Fixed Assets (ThousandTHB)	923.76	251.06	619.27
Property, Plant And Equipment (ThousandTHB)	909.93	251.06	619.27
Investment Properties (ThousandTHB)	13.83	0.00	0.00
Payment For Purchase Of Fixed Assets (ThousandTHB)	-23,929.74	-24,305.15	-38,126.34
Property, Plant And Equipment (ThousandTHB)	-23,319.29	-22,452.82	-25,613.77
Intangible Assets (ThousandTHB)	0.00	0.00	-6,339.11
Investment Properties (ThousandTHB)	-610.45	-1,852.33	-6,173.46
Interest Received (ThousandTHB)	203.92	2,194.51	3,263.69
<b>Net Cash From (Used In) Investing Activities</b> (ThousandTHB)	47,436.26	-91,534.35	-50,454.86
<b>Net Cash From Financing Activities</b>			
Increase (Decrease) In Bank Overdrafts And Short-Term Borrowings - Financial Institutions (ThousandTHB)	251,000.00	-81,000.00	-120,000.00
Repayments On Long-Term Borrowings (ThousandTHB)	-16,580.38	-6,750.00	0.00
Repayments On Lease Liabilities (ThousandTHB)	-22,698.96	-24,336.74	-16,265.77
Dividend Paid (ThousandTHB)	-173,172.26	-184,527.75	-198,722.26
Other Items (Financing Activities) (ThousandTHB)	51,387.15	0.00	0.00



	THB		
	31 Dec 2022	31 Dec 2023	31 Dec 2024
	Consolidate	Consolidate	Consolidate
	AUDITED	AUDITED	AUDITED
<b>Net Cash From (Used In) Financing Activities</b> (ThousandTHB)	89,935.56	-296,614.49	-334,988.03
<b>Net Increase (Decrease) In Cash And Cash Equivalent</b> (ThousandTHB)	-16,862.64	73,382.25	-17,842.99
Differences Of Foreign Currency Exchange On Financial Statements Translation (ThousandTHB)	43.67	-13.88	4.06
Cash And Cash Equivalents, Beginning Balance (ThousandTHB)	28,361.12	11,542.15	84,910.53
<b>Cash And Cash Equivalents, Ending Balance</b> (ThousandTHB)	11,542.15	84,910.53	67,071.60

## Key financial ratios

	2022	2023	2024
<b>Liquidity ratio</b>			
Current ratio (times)	1.33	1.44	1.62
Quick ratio (times)	0.42	0.68	0.80
Cash flow liquidity ratio (times)	-0.16	0.39	0.28
Average account receivable turnover (times)	5.47	6.30	4.99
Average collection period (days)	66.77	57.93	73.14
Average finish goods turnover (times)	9.38	16.76	24.30
Average finish goods turnover period (days)	38.93	21.77	15.02
Average inventory turnover (times)	9.38	16.76	24.30
Average inventory turnover period (days)	38.93	21.77	15.02
Average account payable turnover (times)	5.39	7.35	7.49
Average payment period (days)	67.75	49.68	48.74
Average cash cycle (days)	37.95	30.02	39.42
<b>Profitability ratio</b>			
Gross profit margin (%)	22.05	20.80	22.50
Operating margin (%)	6.28	7.14	8.93
Cash from operation to operating profit (%)	-73.26	142.33	79.78
Net profit margin (%)	6.28	7.14	9.00
<b>Financial policy ratio</b>			
Total debts to total equity (times)	2.20	1.82	1.89
Interest coverage ratio (times)	100.72	81.57	144.09
Debt service coverage ratio (times)	0.98	2.01	7.60

	2022	2023	2024
Dividend payout ratio (%)	366.67	92.86	80.77
<b>Efficiency ratio</b>			
Return on asset (ROA) (%)	9.06	12.38	16.22
Return On Fixed Assets (%)	63.77	98.25	140.22
Asset turnover (times)	1.44	1.73	1.80

## 5. General information and other material facts

### 5.1 General information

#### General information

#### Securities registrar

**Name of securities registrar** : Thailand Securities Depository Co., Ltd.  
**Address/location** : 93 Ratchadaphisek Road  
**Subdistrict** : Din Daeng  
**District** : Din Daeng  
**Province** : Bangkok  
**Postcode** : 10400  
**Telephone** : 02-009-9000  
**Facsimile number** : 02-009-9991

#### Auditing firm

**Name of auditing firm\*** : EY OFFICE LIMITED  
**Address/location** : 33RD FLOOR, LAKE RAJADA OFFICE COMPLEX, 193/136-137  
RAJADAPISEK ROAD  
**Subdistrict** : KHLONG TOEI  
**District** : KHLONG TOEI  
**Province** : Bangkok  
**Postcode** : 10110  
**Telephone** : +66 2264 9090  
**Facsimile number** : +66 2264 0789-90  
**List of auditors** : Mr CHATCHAI KASEMSRITHANAWAT  
**License number** : 5813

#### Legal advisor or manager under management agreement

##### Name of legal advisor / manager under management agreement No. 1

**Name of legal advisor / manager under management agreement** : Premier Fission Capital Company Limited  
**Address/location** : 1 Premier Corporate Park, Soi Premier 2, Srinakarin Road,  
Kwang Nongbon, Khet Prawet, Bangkok 10250  
**Subdistrict** : Nong Bon  
**District** : Prawet  
**Province** : Bangkok  
**Postcode** : 10250  
**Telephone** : 0-2301-1000  
**Facsimile number** : 0-2398-1188

## 5.2 Other material facts

### 5.2.1 Other information that may significantly influence investors' decision making

Other information that may influence investors' decision : No  
making

### 5.2.2 Restrictions of foreign shareholders

Are there restrictions on foreign shareholders? : No

## 5.3 Legal disputes

As of 31 December 2024, the Company and its Subsidiary do not have any legal disputes that cause detriment to the Company and its Subsidiary in the amount higher than 5 percent of shareholders' equity. There are no other legal disputes that may materially affect our business operations and there are no disputes that do not arise from normal business operations of the Company or a Subsidiary.

### Legal disputes

Is there any legal dispute? : No

### Details of legal dispute

## 5.4 Secondary market

### Secondary market

Has the company's security been listed on a stock exchange in : No  
another country?

## 5.5 Financial institution with regular contact (in case of debt securities offeror)

### Financial institution with regular contact

Are there any debt securities offered? : No



## Part 2 Corporate Governance

## 6. Corporate governance policy

### 6.1 Overview of the policy and guidelines

#### Overview of the policy and guidelines

Corporate governance policy and guidelines : Yes

The Company's Board of Directors emphasizes good corporate governance. It believes that good corporate governance and management under the framework of good ethics, transparency, auditability and fairness to all relevant parties will help to promote the Company's stable and sustained growth and help to increase the confidence of the shareholders, investors and all related parties. Therefore, the Board of Directors has established in writing the principles of good corporate governance as guidance for the management and employees as follows:

1. Conduct business with integrity, fairness, transparency and auditability, and disclose adequate information to all relevant parties.
2. Provide appropriate and effective internal control, risk management and internal audit systems.
3. Emphasize on the rights of shareholders and treat shareholders equally with fairness to all parties.
4. Comply with the requirements of all relevant laws and regulations and business ethics in order to protect the rights of all groups of stakeholders.
5. Organize the structure, duties and responsibilities of each group of directors clearly.

#### 6.1.1 Policy and guidelines related to the board of directors

The Company has set the guidelines regarding the responsibilities of the Board of Directors as follows:

##### 1. Structure of the Board of Directors

1.1 The Board of Directors has prescribed that the structure of Board should consists of directors with various qualifications in terms of sex, age, education, professional experience, skills and knowledge, specific capabilities that benefit the Company. There should be at least one non-executive director who has experience in the core business or industry of the Company.

1.2 The Board of Directors ensures that the Board's diversity policy and the number of years each director has served as a director of the Company are disclosed in the Annual Registration Statement (56-1 One Report) and on the Company's website. This includes:

1.2.1 Disclose the procedures for selection of directors that is formal and transparent and the number of years each director has served as a director of the Company are disclosed in the Annual Registration Statement (Form 56-1 One Report) and on the Company's website.

1.2.2 Disclose the name, history, qualifications, experience and shareholding in the Company of the directors in order to show that the Board has the knowledge, skills, characteristics and experience that are useful to the Company in the Annual Registration Statement (Form 56-1 One Report) and on the Company's website.

1.2.3 Disclose clearly in the Annual Registration Statement (Form 56-1 One Report) the directors representing the shareholders / non-executive directors / independent directors / executive directors.

1.3 The Board of Directors is appropriately sized and is composed of persons with sufficient knowledge, experience and skills to perform their duties efficiently. The Board is composed of at least 5 but not more than 12 directors.

1.4 The Board of Directors consists of independent directors who can independently comment on the performance of the management in the number prescribed in the notification of The Securities and Exchange Commission, Thailand (SEC).

1.5 The proportion of directors is in accordance with the director nomination process, which is mainly based on the criteria of knowledge, competency and suitability of the person to be appointed as a director rather than on the criteria on proportion of investments.

1.6 The Company takes into account the benefits to corporate management according to the director nomination process set by the Company rather than the number or proportion of independent directors.

1.7 The Board of Directors has determined the tenure of each term of office but has not set the limit on the number of consecutive terms in office.

1.8 The Board of Directors considers the qualifications of the person to be appointed as an "independent director" to ensure that the independent directors of the Company are truly independent and are appropriate for the specific nature of the Company. Their independence must at least be in accordance with the criteria set by The Securities and Exchange Commission, Thailand (SEC) and The Stock Exchange of Thailand (SET).

1.9 The continuous tenure of the independent director will be beneficial to the corporate management and business operations of

the Company. In addition, the search for a competent person to serve as independent directors cannot be implemented immediately.

1.10 The Chairman of the Board and the Managing Director have different roles and responsibilities. The Board has clearly defined the roles and responsibilities of the Chairman and the Managing Director and has recruited different persons to hold the positions of Chairman and Managing Director so that neither person has unlimited power.

1.11 The Board of Directors respects the judgment of the Managing Director and senior executives of the Company not to serve as a director of other companies with the same business as or in competition with the business of the Company or are contrary to the interests of the Company.

1.12 The Company has appointed a Company Secretary to be responsible for advising on laws and regulations of relevance to the Board of Directors and for overseeing the activities of the Board, including coordinating the compliance with the Board's resolutions.

The Board of Directors has determined the qualifications and experience of the appropriate Company Secretary who will perform the duty as the secretary of the Company. The qualifications and experience of the Company Secretary are disclosed in the Annual Registration Statement (Form 56-1 One Report) and on the website of the Company.

1.13 The Company Secretary has received training and continuous development in legal, accountancy, or Company secretarial practices. The Company determines the qualifications and appoints a person as the Company Secretary by taking into consideration of mainly his knowledge, capability and work experience, disregarding whether such person is a permanent employee of the Company or not.

## **2. Sub-Committees**

2.1 The Board of Directors has appointed an Audit Committee in accordance with the requirement of The Stock Exchange of Thailand with a term of office of 3 years to perform specific duties and to propose matters for consideration or acknowledgement by the Board. The Audit Committee has rights and duties as set out in the Scope of Responsibilities of the Audit Committee and has qualifications according to the criteria prescribed by The Securities and Exchange Commission, Thailand (SEC).

2.2 The Board of Directors has appointed the Corporate Governance and Risk Oversight Committee which consisting of the director from supporting unit or a person with sufficient knowledge and experience to perform governance and risk responsibilities and be independent from management. The committee consists of at least 3 directors to perform the duties of monitoring, auditing, evaluating and giving advice in regards to corporate governance and risk management.

2.3 The entire Board of Directors, except those who have conflicts of interest, performs duties for the Remuneration Committee in order to consider the criteria for payment and forms of remuneration of directors in order to propose opinions to the Board of Directors, before presenting the remuneration of the directors to the shareholders' meeting for approval.

2.4 The entire Board of Directors, except those who have conflicts of interest, performs duties for the Nomination Committee in order to consider the rules and procedures for the recruitment of suitable and qualified persons in line with the Company's business strategy to be a director, including selection of people in accordance with the specified recruitment process, propose opinions to the Board of Directors to propose to the shareholders' meeting to appoint directors. The process of recruiting the said person, the Company has been selected from the professional committee in the directory of the Thai Institute of Directors (IOD) and personnel in various fields, by considering qualifications and working experience.

## **3. Roles and Responsibilities of the Board of Directors**

3.1 The Board of Directors' duties and responsibilities should include the following matters:

1) The Board of Directors have authorized to approve about the Company according to the duties imposed by law, articles of association, charter of the board and the resolution of the shareholders' meeting, including the consideration and approval of the key matters on the Company's operations such as the vision, mission, strategy, financial targets, risk management, budget plan, corporate governance policy, anti-corruption policy including review and approval in the line with the Company's situation.

2) Monitor and ensure efficient and effective implementation by the management of approved policies, strategies and plans.

3) Internal control and risk management, including the process for receiving and handling complaints.

4) Ensure long-term business continuity, including employee development plan and succession plan.

3.2 The Board of Directors has determined in writing a corporate governance policy for the Company as follows:

1) The Board of Directors has determined and approved a written corporate governance policy.

2) Communicate to everyone in the organization for their understanding.

3) Have method to encourage everyone in the organization to comply with the corporate governance policy.

4) Assess compliance to the corporate governance policy and review the policy at least annually.

3.3 The Board of Directors promotes the preparation of a written code of conduct so all directors, executives and employees will understand the ethical standards the Company uses in its business operations and seriously monitors compliance with the code. The Company has evaluated the performance of all employees on the topic of morality, ethics and good governance in order for them to be good role models for others and society in accordance with the core values of the Premier Group annually.

3.4 The Board of Directors considers any conflict of interests thoroughly. There should be clear guidelines on the approval of transactions with possible conflicts of interest, which is chiefly for the best interests of the Company and all its shareholders. Stakeholders

should not participate in the decision-making process. The Board should also monitor compliance with regulations regarding the procedures for and disclosure of information on transactions that may have conflicts of interest to ensure accuracy and completeness.

3.5 The Board of Directors ensures that internal control systems for financial reporting and compliance with regulations and policies are in place. The Board of Directors has assigned a person or a department that is independent to audit such systems and to review the main systems at least once a year, as well as disclose the review results in the Annual Registration Statement (Form 56-1 One Report).

3.6 The Board of Directors has established a risk management policy covering the whole Company and has assigned the management to implement the policy and regularly report to the Board of Directors. The risk management system is reviewed or the effectiveness of risk management is assessed at least once a year with the results disclosed in the Annual Registration Statement (Form 56-1 One Report), and whenever there is a change in risk level, which includes focusing on early warning signs and unusual transactions.

3.7 The Board of Directors and the Audit Committee should provide its opinion on the adequacy of the Company's internal controls and risk management systems in the Annual Registration Statement (Form 56-1 One Report).

3.8 The Board of Directors has set clear procedures for whistle-blowers or stakeholders through its website or directly to the Company or report directly to the Company. The Board of Directors has assigned the Company Secretary as the recipient and handler of complaints from the stakeholders. The procedures and channels for filing complaints are disclosed on the Company's website and the Annual Registration Statement (Form 56-1 One Report). The Company has mechanisms for whistle-blower protection and compensation measures in the case stakeholders receive damages from the Company's violation of their legal rights.

3.9 The Board of Directors has mechanisms for governing its Subsidiary in order to protect the benefits from its investment. The Board of Directors is responsible for determining the suitability of persons to be appointed as directors of the Subsidiary in order to ensure that its management complies with the policies of the Company and that various transactions are executed correctly according to securities and exchange laws and notifications of the SET.

3.10 The Board of Directors ensures that the management monitors and evaluates the financial position of the business and reports to the Board of Directors on a regular basis. If there is a problem, the Board of Directors and the management will work together to find a solution quickly and reasonably with regard to fairness to stakeholders, including creditors as well as follow up problem solving by having the management report the status on a regular basis and in approving any transactions or proposing opinions to the shareholders' meeting for approval. The Board of Directors will consider that such transactions will not affect the continuity of business operations, financial liquidity or the ability to pay debts.

#### 4. Board of Directors' Meetings

4.1 The Company has scheduled the meeting and agenda of the Board of Directors in advance and notifies each director of such schedule so that the directors can arrange the time and attend the meeting.

In 2024, the directors' meetings for 2025, excluding special meetings, were scheduled in advance (the schedule is subject to change) to consider the financial statements, the policy and follow-up the operation as follows:

##### **Audit Committee's Meeting**

No. 1/2025	11 February 2025
No. 2/2025	7 May 2025
No. 3/2025	6 August 2025
No. 4/2025	5 November 2025

##### **Board of Directors' Meeting**

No. 1/2025	11 February 2025
No. 2/2025	7 May 2025
No. 3/2025	6 August 2025
No. 4/2025	5 November 2025

##### **Annual General Meeting of Shareholders**

22 April 2025

However, both the Board of Directors and the Audit Committee may reserve and request for any change or additional meetings from the above determined table.

4.2 The number of Board of Directors' meetings should correspond with the duties and responsibilities of the Board and the nature of business of the Company.

4.3 The Chairman of the Board of Directors and the Managing Director jointly selects matters for inclusion in the agenda of the Board of Directors' meeting and ensures that all important matters are included. Opportunity is provided for each director to independently propose any matter that is beneficial to the Company as an agenda item.

4.4 The meeting documents are sent to the directors at least 5 working days in advance of the meeting date.

4.5 All directors attended at least 75 percent of all Board of Directors' meetings held during the year.

4.6 The Company has set a minimum quorum policy for the Board of Directors' voting at Board meetings requiring that at least two-thirds of the total number of the directors must be present.

In the case of an event/urgent agenda/force majeure that may cause damage to the business or the operations of the Company and it is not possible to arrange for two-thirds of the total number of the directors to attend the meeting, not less than half of the directors in accordance with the Articles of Association have the authority to consider and pass a resolution on that agenda.

4.7 The Chairman of the Board of Directors allocated adequate time for the management to propose matters and enough time for all directors to discuss important problems carefully. The Chairman promotes the prudent use of discretion. All directors paid attention to all matters raised at the meeting, including those concerning corporate governance.

4.8 The Board of Directors encourages the Managing Director to invite the senior executives to attend the Board of Directors' meetings to provide additional information on the problems to which they are directly related and to provide an opportunity for the Board to learn more about the senior executives for use in supporting the consideration of the succession plan.

4.9 The Board of Directors has access to additional necessary information from the Managing Director, Company Secretary or other executives assigned under the scope of the policy set. If necessary, the Board of Directors may obtain independent opinions from external consultants or practitioners at the Company's expense.

4.10 The Board of Directors considers that it is a policy to provide opportunities for non-executive directors to meet among themselves as necessary to discuss various management issues of interest without participation of the management and to inform the Managing Director of the outcome of such meetings.

4.11 The minutes of the meeting should consist of at least the following information and there should be a good storage system with easy data search but cannot be amended without approval of a Board of Directors' meeting.

- Date, start time and end time;
- Names of the directors present and absent;
- Summary of important information on the matters proposed to the Board of Directors;
- Summary of the matters discussed and observations of the directors;
- Resolutions of the Board of Directors and opinions of the dissenting directors (if any);
- Recorder of the minutes - Secretary of the Board of Directors;
- Certifier of the minutes - Chairman.

## 5. Board Self-Assessment

5.1 The Board of Directors and the sub-committees conduct self-assessment of its performance at least once a year so that the Board of Directors and the sub-committees can collectively consider its performance and problems for further improvement by setting a benchmark for systematic comparison with its performance.

5.2 The Board of Directors' performance evaluation is in form of both the group and individual while the sub-committees' evaluation is in the entire group only. Such evaluation's criteria and procedures have been disclosed in the Annual Registration Statement (Form 56-1 One Report).

5.3 The Board of Directors has assessed the performance of the Chairman of the Executive Committee or Managing Director annually in order to be used in determining compensation in accordance with assessment criteria as specified by The Stock Exchange of Thailand.

For the Board self-assessment process, the Company Secretary will send the evaluation form mentioned above to all directors in November and respond within 15 December of every year. After that, the Company Secretary will collect and report the results of the evaluation in comparison with the previous year to the next Board of Directors' Meeting to acknowledge and improve the work to be more effective.

For the Board self-assessment criteria, the Company has evaluated the performance of the entire committee and evaluate the performance of individual by using the method of 5 level scoring for each topic, which are:

- 0 = Strongly disagree or there has been no implementation of the matter,
- 1 = Disagree or there has been little implementation of the matter,
- 2 = Agree to a limited extent or there has been initial implementation of the matter,
- 3 = Mostly agree or there has been progressive implementation of the matter,
- 4 = Strongly agree or there has been complete implementation of the matter.

The evaluation topics consisted of 6 main topics, which are:

1. Structure and qualification of the Board
2. Roles, duties and responsibility of the Board
3. Board meeting
4. Dynamics of the performance of the Board
5. Relationship with the management division
6. Development of directors

As for the evaluation criteria of each sub-committee, the Company has a whole-group assessment by using the same method as the performance evaluation of the entire board and the individual performance evaluation which the topic of assessment consists of 4 main categories which are

1. Structure and qualifications of the sub-committees
2. Meetings of sub-committees
3. Roles, duties and responsibilities of the sub-committees
4. Reporting of sub-committee

Moreover, the Company has evaluated the Chairman of the Executive Committee's performance by considering from the Company's business operating performance and operating performance in accordance with the policies assigned by the Board of Directors for improvement. The same method is used with the performance evaluation of the entire committee and individual performance evaluation. The evaluation topic consisted of 3 main sections, which are:

- |            |  |
|------------|--|
| Section 1: | Progress of work plan                                  |
| Section 2: | Performance Measurement                                |
| 2.1        | Leadership   |
| 2.2        | Strategy formulation                                   |
| 2.3        | Strategy implementation                                |
| 2.4        | Financial planning and financial performance           |
| 2.5        | Relationship with the Board                            |
| 2.6        | External relations                                     |
| 2.7        | Administration and personnel relations                 |
| 2.8        | Succession   |
| 2.9        | Knowledge of products and services                     |
| 2.10       | Personal Characteristics                               |
| Section 3: | Development of the Chairman of the Executive Committee |

## 6. Remuneration

The remuneration of directors is provided in a manner comparable to the level practiced in the same industry of listed companies. This includes experience, duties, accountability and responsibility and benefits expected to receive from each director. Directors who have been assigned additional duties and responsibilities, such as being members of sub-committees, shall receive appropriate additional compensation.

## 7. Board and Management Training

7.1 The Board of Directors encourages and facilitates training and educating for those involved in corporate governance of the Company, such as directors, members of the audit committee, executives, Company Secretary, etc., to assist them to continuously improve their performance. Training and educating can be done internally or through the use of the services of external institutions.

7.2 The Board of Directors determines the orientation for all new directors to build the understanding in the Company's business and the implementation of various aspects in order to prepare for the performance of the Directors. The Company Secretary is the coordinator of the various matters such as business structure, director structure, scope of duties, related laws, general knowledge of business, operation guidelines, etc.

7.3 The Board of Directors has established a personnel development policy for directors and executives and it has been disclosed in the Company's Annual Registration Statement (Form 56-1 One Report).

7.4 The Board of Directors assigns the Managing Director to present them with the Company's succession plan at least once a year. The Managing Director and senior executives have prepared continuous succession plans in case they cannot perform their duties.

In addition, the Board of Directors has established guidelines for the regular annual review of its good corporate governance policy to correspond with the circumstances of the Company.

The Company does not comply with criteria in Section 4, Responsibilities of the Board of Directors, of the Corporate Governance Report of Thai Listed Companies (CGR) as follows:

1) The Board has no policy, in the corporate governance policy, to unlimited the number of listed companies that committee members took position in as the Board considers experience and efficiency in performing duties as a director. Additionally, the number competent and experienced candidates to serve as a director are limited. Therefore, it is of the opinion that there is no need to impose such conditions.

2) The Board of Directors does not establish the policy on directorship entitlement of the Managing Director in other companies as the Company has determined the prohibition/limitation of the Managing Director regarding execution of transaction or entitlement in other companies or organizations having conflict of interest or affecting the performance in the position of the Managing Director. Further to such

prohibition/limitation, the Company is confident and respects the Managing Director's judgment for his or her entitlement of the Managing Director position or other positions in other companies or organizations.

3) The Board of Directors does not determine the policy on limitation of the mandate of a yearly basis of independent directors, as continued entitlement of independent directorship will be beneficial to the management and business operations of the Company.

4) The Board of Directors has its directors who has directorship positions in more than 2 other listed companies, since the executive directors have been considered based on their efficiency in performing their duties, no effect their performance. Therefore, it is of the opinion that there is no need to impose such conditions.

5) The Board of Directors does not disclose the remuneration policy, both short-term and long-term, and the performance of the Chairman of the Executive Board but has disclosed the total remuneration for the management. It also does not disclose the results of the performance assessment of individual directors and all sub-committees because the results of such assessments in various details are considered business secrets and personal secrets in accordance with normal practice.

6) Shareholders/ Board of Directors does not approve the Executive Director/ Chief Executives as the Executive Committee has informed to waive the rights to receive compensation and according to the power of authorities' handbook, the authority in setting remuneration of chief executive is in the authority of Managing Director which is already appropriate and the Board of Directors reviews it through the annual budget.

7) Chairman of the Board of Directors is not independent director, as the appointment of Chairman of the Board of Directors has been considered from directors with qualification, knowledge and competence, have understanding and adhere to the good corporate governance principle regardless of considering whether the director is independent or not.

8) The Board of Directors consists of non-executive directors less than 66 percent, as the element of executive director is not the essence of the performance of the Company's Board of Directors.

9) The Board of Directors has less than 50 percent of independent directors as the element of the independent directorship is not of the essence of the performance of the Company's Board of Directors.

10) The Company does not provide project grants to managements to purchase the Company's shares for a period of more than 3 years and pricing higher than the price at the time of allocation, including the concentration not more than 5 percent, since the Company provides oversight and incentive to managements and other employees to work happily and organizations already bound without the need for project grants to management or other employees in purchasing the Company's shares. However, if the Company has such a project, the Company also will give both managements and other employees on the principles of equality.

11) The Company does not have a separate sub-committee, namely the Corporate Sustainability Committee, which consists of at least 1 director as a member, and has not disclosed the charter or roles and responsibilities. Since the sustainability of a business is a consequence of operating a business by making sustainability a part of its day-to-day operations, thus companies that conduct business with sustainability in mind will consider this at all levels whether it is at the meeting of the Executive Committee or the various relevant sub-committees, such as the Corporate Governance and Risk Oversight Committee, etc., without having to wait to schedule a discussion in a sub-committee, namely the Corporate Sustainability Committee.

12) The Company does not hold meetings between non-executive directors without management attending every year as discussions between directors at various meetings are considered to be carrying out activities in accordance with their normal duties and responsibilities and the meetings can determine who should not be present at the meeting or to disclose connections. The decision of whether or not an additional meeting should be held shall be at the discretion of the Board of Directors, which depends on the reasons and necessity of the operation. In addition, holding meetings without the presence of management may create an atmosphere of mistrust between the Board and the management without sufficient reason/necessity.

Are there policy and guidelines related to the board of directors : Yes

Guidelines related to the board of directors : Determination of director remuneration, Director development, Board performance evaluation, Corporate governance of subsidiaries and associated companies

## Determination of director remuneration

The entire Board of Directors, except those who have conflicts of interest, performs duties for the Remuneration Committee. Duties performed are within the scope of considering the criteria for and forms of remuneration to the directors and presenting its opinion to the Board before presenting such remuneration to the shareholders' meeting for approval.

## Director development

The details are disclosed in Section 6.1.1 Policies and guidelines related to the Board of Directors, in Section 7 Board and Management Training

## Board performance evaluation

The details are disclosed in Section 6.1.1 Policies and guidelines related to the Board of Directors, in Section 5 Board Self-Assessment

## Corporate governance of subsidiaries and associated companies

The Company has a policy for its Subsidiary to adhere to and comply with the corporate governance principles of the Company according to the guidelines set by the Company. It is set in the authorization manual of the Subsidiary that important operations or material transactions must first be approved by the Company's Board of Directors. In addition, a large number of directors of the Subsidiary are also directors of the Company and, therefore, the various operations of the Subsidiary will largely take into consideration and adhere to the guidelines for operation of the Company.

### Mechanism of Governance and Responsibility of the Subsidiary's Operation

The Chairman of the Executive Committee has authority and duties in supervision and management of the Company's Subsidiary in accordance with 7.2 (Board of Directors' information) and 7.2.3 (The Board's Responsibilities: Authorities and Responsibilities of Chairman of the Executive Committee).

## 6.1.2 Policy and guidelines related to shareholders and stakeholders

The Company respects, gives rights and treats all shareholders equally, such as giving rights to shareholders even though they only hold one share in proposing agenda or propose a suitable person to the Board of Directors for consideration to propose to the Annual General Meeting of Shareholders for consideration. In addition, the Company has a regulation of the use of internal information in order to prevent conflicts of interest. The Company is also certified as a member of Thai Private Sector Collective Action Against Corruption (CAC) from the Thai Private Sector Collective Action Against Corruption Committee and there is a provision on training and educating all employees to be aware of and strictly place importance on the Anti-Corruption and Corruption Policy and provide protection to employees who report fraudulent clues.

The Company's good corporate governance policy adheres to the Principles of Good Corporate Governance for Listed Companies B.E. 2012 related to shareholders and stakeholders are as follows:

### Chapter 1 The Rights of Shareholders

The Company recognizes and places importance on the various basic rights of the shareholders, both as investors in securities and as owners of the Company, by defining the guidelines to encourage the exercise of shareholders' rights as follows:

#### 1. Shareholders' Meeting

1.1 The Board of Directors has a policy to facilitate and encourage all groups of shareholders, including institutional investors, to attend the shareholders' meetings and exercise their rights, which covers the basic legal rights, i.e. obtain a share in the profit of the Company; buy, sell or transfer shares; obtain adequate news and information on the Company; and participate and vote in the shareholders' meetings to elect or remove directors, approve the remuneration of directors, determination of the remuneration such as meeting allowances, regular compensation or other benefits, appoint the external auditor and determine the audit fee, and make decisions on any matter that affects the Company, such as dividend payment, determination or amendment of the Articles of Association and Memorandum of Association, capital decreases or increases, and the approval of extraordinary transactions.

1.2 The Company has provided information on the date, time, venue and agenda, with rationale and explanation for each agenda item or resolution requested, in the notice of the Annual General Meeting or Extraordinary General Meeting of Shareholders or attachments to the agenda. The Company has refrained from any action that limits the opportunity of the shareholders to study the information on the Company. The details of the practice are as follows:

1.2.1 The Company does not undermine the rights of the shareholders to study the Company's information that must be disclosed according to various requirements and to attend the shareholders' meeting. For instance, the Company does not abruptly distribute documents containing additional important information in the meetings, add new agenda items or alter sensitive information without prior notice to the shareholders, not provide shareholders with the right to pose questions to the Board of Directors in the meeting, restrict the right to attend of shareholders who come late for the meeting etc.

1.2.2 The Company has provided information as to the date, time, venue and agenda of the meetings. Each agenda item of the shareholders' meeting is set as individual subjects and the objective and rationale of each agenda item is clearly defined. Adequate information is provided for decision-making as follows:

##### a. Agenda for appointment of directors

1) Preliminary information of the nominated person such as title, name, age, type of director, education background, work history, number of companies holding the position of directors



- 2) Positions held in other companies with clear details of any Company that may potentially have a conflict of interest with the Company
- 3) Nomination criteria and procedures (in the case of appointment of a new director)
- 4) Date, month and year of appointment. Meeting attendance data in the past year (In case of appointment of former director)
- 5) Reviewed by the entire Board of Directors acting as the Nomination Committee
- 6) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote
- b. Agenda to consider the remuneration of directors**
- 1) Amount and form of remuneration by position or responsibilities of the directors
- 2) Directors' remuneration policy
- 3) Criteria and procedures for determining remuneration
- 4) Other benefits received as director (presently the directors do not receive any other benefit apart from meeting allowance and regular compensation)
- 5) Reviewed by the Board of Directors serving as the Remuneration Committee
- 6) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote
- c. Agenda to appoint the auditor and determine the audit fee.**
- 1) Name of the auditor and the audit firm
- 2) Experience and competence of the auditor
- 3) Independence of the auditor
- 4) Years of service to the Company (in case of appointment of the current auditor) or reason for the change of auditor (in case of appointment of a new auditor)
- 5) How the suitability of the audit fee together with other fees of the auditor is determined
- 6) Reviewed by the Audit Committee
- 7) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote
- d. Agenda on dividend payment**
- 1) Dividend policy
- 2) Actual amount to be allocated compared with the policy, along with reasons and supporting information for consideration
- 3) Reason why dividend payment does not conform to the policy
- 4) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote
- e. Agenda to consider material matters of the Company, such as capital increase / decrease, amendment of regulations, business sale / dissolution / transfer / merger etc.**
- 1) Details of the matter proposed.
- 2) Objective, reason or necessity.
- 3) Impact on the Company and its shareholders.
- 4) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote
- 1.3 The Board of Directors facilitates shareholder participation and voting in meetings and refrains from any action that could limit the opportunities of the shareholders to attend the meeting. The procedures for attending and voting should not be complicated or too costly for shareholders, and the meeting location should have sufficient size and easily accessible.
- 1.4 The Company provides the shareholders with an opportunity to send their questions about the Company prior to the meeting date, by clearly determining the criteria for submission of questions in advance and duly informing the shareholders along with the delivery of the notice to the shareholders' meeting. In addition, the Company also disseminates the criteria for submission of questions in advance on its website. The Board of Directors has prescribed the procedure for screening the questions submitted in advance and requires that the Company to provide answers to the shareholders in advance, as well as inform the shareholders' meeting. The details of the procedure are as follows:
- 1.4.1 The Company provides shareholders with the opportunity to submit questions related to the meeting agenda to the Board of Directors in advance throughout the submission period. As for the Annual General Meeting of Shareholders, the Board will gather the questions until 7 days before the meeting date. The Company adheres to the following guidelines:
- 1) Clearly determine the criteria for submission of questions in advance.
- 2) Inform the shareholders along with the delivery of the notice to the shareholders' meeting.
- 3) Prescribe procedures for advance submission of the questions, such as allowing the shareholders to send the questions through the Company's website, by email or by post to the Board of Directors.
- 4) Set the submission period for advance submission of the questions prior to the date of the shareholders' meeting.
- 5) Prescribe the procedure for screening the questions submitted in advance by the shareholders for consideration of the Board of Directors in answering those questions.

6) The Company answers the questions for the shareholders in advance of the meeting date.

7) The Company answers the questions for the shareholders on the day of the meeting.

8) The Company informs the shareholders' meeting of the questions submitted in advance by the shareholders and the answers to such questions.

1.5 The Board of Directors encourages shareholders to use proxy forms on which they can specify their votes and proposes as an option at least 1 independent director for shareholders to appoint as their proxy.

However, shareholders can download the proxy form through the Company's website and the Company also provides revenue stamps for the shareholders to seal to the proxy form. Moreover, the shareholders who attend the meeting after the Chairman has declared it duly convened are provided with the right to vote on the agenda item under consideration where the vote has not been casted and the shareholders shall be counted as part of the quorum as from the agenda where first attending, except in the case where the shareholders' meeting considers otherwise.

## **2. Procedures on the Shareholders' Meeting Date**

2.1 The Board of Directors encourages the use of technology with the shareholders' meetings, including registration of the attending shareholders and vote counting and reporting, so that the meeting can be conducted quickly, accurately and precisely.

2.2 Directors' attendance at shareholders' meetings

2.2.1 All directors should attend the shareholders' meetings.

2.2.2 In the case where not all the directors can attend, at least the following persons must attend the shareholders' meetings:

1) Chairman

2) Managing Director

3) Chairman of the Audit Committee

2.2.3 The shareholders are presented with the opportunity to pose questions to the chairpersons of the various committees on matters in which they are involved.

2.3 In the shareholders' meeting, voting is made separately for each item in the case of several items in an agenda, such as the election of directors.

2.4 The Company has in place a process for vote counting, storage of voting papers for every agenda item and full video recording of the meetings, which is disclosed on the Company's website. The meeting and vote counting for every agenda item are conducted with transparency and auditability.

2.5 The Chairman has allocated adequate time for discussion and encourages the shareholders to express opinions and pose questions related to the Company to the meeting.

## **3. Preparation and Disclosure of the Minutes of the Shareholders' Meeting**

3.1 The minutes of shareholders' meeting record the explanation of the voting and vote counting procedures used to the meeting prior to commencement of the meeting, as well as the opportunity provided for the shareholders to raise issues and questions. It also records the questions and answers, the voting results for each agenda item of the number of shareholders approving, dissenting and abstaining, and the list of directors who attend or are absent from the meetings.

3.2 The Company discloses to the public the voting results and the minutes of the meeting on its website. The details of the practice are as follows:

3.2.1 Disclose the resolutions of the meeting separated into approving, dissenting or abstaining votes on the next working day.

3.2.2 Disseminate the minutes of the meeting within 14 days from the shareholders' meetings to serve as a channel for shareholders to express an opinion without having to wait for the next meeting.

3.2.3 Post the videos of the shareholders' meeting on the Company's website.

## **4. The Company provides more care to the shareholders than their legal rights by providing current important information on its website.**

For the 2024 Annual General Meeting of Shareholders, the Company held the meeting on Monday 22 April 2024 at 10.00 hrs., at the Meeting Room 501, 5th Floor, Premier Corporate Park, No. 1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok. There were 27 shareholders attending the meeting in person representing 31,790,471 shares, and 21 proxies representing 125,168,891 shares. Therefore, a total of 48 shareholders who represented 156,959,362 shares, calculated as 55.2890 percent of the shares sold. The meeting was attended by the total of 8 directors from the totaling of 8 directors, representing 100 percent, including Chairman, Chairman of the Executive Committee, Chairman of the Audit Committee and 5 other directors. In addition, the Company's senior management for the Accounting and Financial Division, the Company's the person taking the highest responsibility in legal division, Company Secretary and

external auditor also joined the meeting.

For all Annual General Meeting of Shareholders, the Company assigns the Thailand Securities Depository Company Limited which is the share registrar of the Company, to send the notice of the meeting together with the rules and procedures for attending the meeting and all relevant supporting information of the various agendas, which include adequate and clear opinions from the directors for each agenda item, to inform the shareholders prior to the meeting date. Such information in both Thai and English is also posted not less than 30 days prior to the meeting date on the Company's website; [www.premier-technology.co.th](http://www.premier-technology.co.th), so as to allow the shareholders time to review the information in advance of the date of the meeting. The minute of the meeting is prepared and filed with The Stock Exchange of Thailand and disseminated on the Company's website within 14 days from the date of the meeting for the shareholders to review.

In 2024, the Company was assessed for the management quality of its Annual General Meeting of Shareholders under the Annual General Meeting of Shareholders (AGM) Assessment project organized by the Thai Investors Association together with The Securities and Exchange Commission, Thailand and the Thai Listed Companies Association. The criteria used in the assessment covers the various steps in arranging the shareholders' meeting before the meeting day, on the meeting day and after the meeting day. The Company received an "Excellent" rating with a full score of 100 percent for 11th consecutive year.

The Company does not comply with criteria in Section 1, The Rights of Shareholders and Equitable Treatment of Shareholders, of Corporate Governance Report of Thai Listed Companies (CGR) as follow;

1) The Company does not facilitate vote auditors in the shareholders' meeting. Vote monitoring by independent parties cannot be fraud. However, the Company has provided complete systems of vote count, vote documentation, and video recording. Details are disclosed in the Company's website. The meeting and vote counting are thus transparent and auditable.

2) The Board of Directors holds total shares of more than 25 percent of the issued shares of the Company as the Company has no rights or involved in trading or holding shares of shareholders.

## Chapter 2 The Equitable Treatment of Shareholders

The Board of Directors supervises and protects the fundamental rights of all shareholders whether major shareholders, minority shareholders, institutional investors or foreign investors equally, including the process that facilitate the shareholders to attend the meeting without too much hassle, shareholders are protected from acts of exploiting and controlling shareholder. The measures of protection directors, management and employees from using the insider information for the benefit of the whole, including directors and management have to disclose information regarding their interests and their related parties.

The Company has established guidelines for the equitable treatment of shareholders as follows:

### 1. Disclosure of Information Prior to the Shareholders' Meeting

1.1 The Company informs The Stock Exchange of Thailand of the meeting schedule together with the agenda and opinions of the Board of Directors and disseminated this information on the Company's website. The details of the procedures are as follows:

1.1.1 The Company provides an opportunity for the shareholders to review the supporting information of the meeting on its website at least 30 days prior to the date of the shareholders' meeting.

1.1.2 The supporting information of the meeting posted on the Company's website contains the same information that the Company will send to the shareholders in the form of hard copy documents.

1.1.3 The Company sends the notice of the meeting and the supporting documents to the shareholders for more days in advance than that stipulated by law (at least 30 days prior to the meeting date).

1.2 The Company informs the shareholders of the various meeting rules and procedures for voting, including the voting rights attached to each class of shares, both in the notice of the meeting and at the shareholders' meeting.

1.3 The above notice of the shareholders' meeting is fully translated into English and disseminated at the same time as the Thai version.

### 2. Protection of the Rights of Minority Shareholders

2.1 The Board of Directors has clearly pre-determined the criteria for minority shareholders to propose additional agenda items in advance of the shareholders' meeting date. In order to demonstrate fairness and transparency in considering whether the agenda items proposed by the minority shareholders should be included, the Company has the following criteria:

- 1) All shareholders have the right to propose agenda items.
- 2) Details of the supporting information for consideration.
- 3) Criteria to determine inclusion/non-inclusion of the matter proposed as an agenda item.
- 4) Channels through which to propose agenda items, such as send a letter to the Board of Directors that may be sent in advance through the Company's website, by email etc.
- 5) Nomination period is from 1 January to 31 December of every year
- 6) The Board of Directors informs the shareholders via the Company's website of the criteria for proposing agenda items.
- 7) There is a screening process of the matters proposed by the shareholders for consideration by the Board of Directors in the Board meeting.
- 8) Inform the shareholders of the Board of Directors' decision together with the reasoning by informing the shareholder who

proposes the agenda item and informing the shareholders' meeting.

2.2 The Board of Directors has established procedures for minority shareholders to nominate candidates to serve as directors and to provide supporting information regarding the candidates' qualifications and their consent in advance of the shareholders' meeting date. The rules for nomination are as per the following topics:

- 1) Nomination channel is by submitting a letter to the Board of Directors.
- 2) Nomination period is from 1 January to 31 December of every year.
- 3) Supporting information for consideration, such as detailed information on the qualifications of the proposed candidates, the candidates' letters of consent, etc.
- 4) The Board of Directors informs the shareholders of the rules for nomination candidates through the dissemination channels of The Stock Exchange of Thailand and through the Company's website.
- 5) The Board of Directors considers the qualifications of the candidates proposed by the minority shareholders according to the criteria set by the Company.
- 6) The Company Secretary informs the shareholders who proposed candidates of the Board of Directors' decision and its reasoning and the Chairman informs the shareholders' meeting.

2.3 Shareholders in a management position may not add an agenda item without prior notice unless necessary, especially important agenda items that the shareholders require time to review before making a decision.

2.4 The Board of Directors provides the opportunity for the shareholders to exercise their rights to elect directors individually.

### 3. Protection against Abuse of Insider Information

3.1 The Board of Directors has established in writing the policy for safe-guarding and prevention of use of insider information and has communicated them to everyone in the Company for compliance, together with the rules for trading the Company's shares for the directors, executives and employees with knowledge of insider information to use as a guideline by the Board of Directors and Executives must not sell, buy, transfer or take transfer of the securities within a month before the disclosure of its financial statements and within two days after such disclosure.

3.2 All directors and executives who have a duty by law to report on their stock holding of the Company are required to regularly send such report to the Board of Directors and discloses such information in the Annual Registration Statement (Form 56-1 One Report).

### 4. Conflicts of Interest of Directors

4.1 The Board of Directors has a policy for the directors and executives to report any conflict of interest regarding each agenda item prior to consideration and that such conflict must be recorded in the minutes of the Board of Directors' meeting as follows:

- 1) The Board of Directors has set guidelines for the directors and executives to disclose their interests and those of their related persons to the Board so that it can make a decision for the benefit of the Company as a whole.
- 2) This guideline is consistent with the nature of the business and the regulations of the relevant authorities, such as Bank of Thailand, The Securities and Exchange Commission, Thailand, The Stock Exchange of Thailand, etc.
- 3) The Company Secretary has been assigned as the recipient for information on any interest of the directors, executives and their related persons.
- 4) The Company Secretary has the duty to report any interest of the directors and executives, together with related persons to the Board of Directors, especially when the Board has to consider any transaction between the Company and the director or executive who have an interest or is connected.

4.2 The Board of Directors supervises that directors with material interest in a manner that may impede the said directors from providing an independent opinion shall not participate in the meeting to consider the agenda item in which he has an interest.

At the Annual General Meeting of Shareholders for the year 2024, there were no changes in the order of the agenda items and no agenda item was added. The meeting was not requested to consider matters other than those specified in the notice of the meeting.

In addition, the directors and executives have reported their shareholdings in the Company of their spouses and minor children to the Board of Directors or the person who was assigned by the Board of Directors including the disclosure of the Board of Directors and the Annual Registration Statement (Form 56-1 One Report)).

The Company does not comply with criteria in Section 1, The Rights of Shareholders and Equitable Treatment of Shareholders, of Corporate Governance Report of Thai Listed Companies (CGR) as follows;

- 1) The Company does not employ cumulative voting in member election because the Company has appropriate recruitment system to hire qualified management personnel and has managed the business by concerning rights of the minority.
- 2) The Company has not established a policy for directors and senior executives to notify the Board of Directors about the trading of Company's shares at least 1 day prior to trading as this short notice may be taken to indicate the direction of the Company's operating results and reporting in advance and acknowledgement by the entire Board of Directors may not be significant in resolving and dealing with adverse events resulting from such transactions as it is merely reporting for acknowledgement. However, the Company has complied with the guidelines in which the SEC references the Securities and Exchange Act B.E. 2535 that directors, executives and employees must comply with the requirements of listed companies regarding the prohibition of the use of known financial statements or other information that affects the price of the Company's securities in the trading of securities or derivatives holding related to securities or

disclosure to third parties or unrelated persons before the financial statements or other information that affects the stock price of the Company/Group of Companies is publicly disclosed, where the trading or disclosure prohibition period may be more than one month before such information is made public. However, securities or derivatives holding related to securities of listed companies must not be traded until 24 hours have elapsed since the disclosure of such information to the public and the Company has reported when trading has been made by referring to the criteria for reporting changes in the holding of securities and derivatives holding by virtue of Section 59 of the Securities and Exchange Act as described by the SEC, which states that the person responsible for reporting must report within 3 business days from the date of purchase, sale, transfer or acceptance of transfer of securities or derivatives holding.

3) The Company defines the use of insider information and conflicts of interest in its policies and guidelines as absolute prohibitions and not just at the preventive measure level because if this is defined as prohibited, the Company should not be required to take action in relation to the “form of”, such as the disclosure of plans and performance regarding the use of insider information and conflicts of interest, education of directors, executives and employees on the prevention of the use of insider information and conflicts of interest every year, etc., with various information to be disclosed in accordance with the existing guidelines and prohibitions.

### Chapter 3 The Role of Stakeholders

The Company believes that the private sector is a significant factor of the economic and social of the country and the Company is deemed responsible for taking care of the survival and the sustainability of the social. Therefore, the Company and its Subsidiary adhere to their intention to operate business by recognizing the significant of all stakeholders under the Premier Group’s business intention for “Progressive Business, Stable Employees, Sustainable Society”. The Company believes that maintaining a balance between business, employees and society will encourage the business, society and the environment to grow strongly and sustainably together.

The Company has established guidelines on the role of stakeholders as follows:

#### 1. Setting Policies Affecting Stakeholders

1.1 The Board of Directors has set the policy and practice on the treatment of each stakeholder group together with implementation measures that are in effect. The policy has been announced and there are measures related to fair treatment that ensures that the Company and its value chain are responsible for the stakeholders as follows:

##### 1) Shareholders

Perform duties with integrity, transparency and for the benefit of the Company and its shareholders; manage the Company’s operations cautiously and carefully in order to prevent any damages to the shareholders; refrain from seeking personal gains for oneself or related persons by exploiting any non-public information of the Company; and refrain from any action that might cause conflicts of interest with the Company, including the divulgence of any confidential information of the Company to outsiders, especially its competitors.

##### 2) Employees

The Company recognizes the importance of its employees as valuable assets and has treated all employees equally and fairly based on human rights principles without discrimination of skin color, race, sex or religion and without the use of all kind of forced labour and/or child labour. The Company has compensation and remuneration policies that are based on the principles of fairness, which are appropriate for the job description, responsibilities and competency of each employee and are comparable with other companies within the same industry. The Company also has a policy for the continuous development and promotion of knowledge and competency for the employees to develop their skills and abilities for career advancement.

For welfare policy, the Company provides additional benefits for employees than those stipulated by law, such as employee provident fund and savings and credit cooperatives as a tool to motivate employees’ performance and retain personnel with the Company for the long term, as well as to secure their retirement life.

The Company has set a safety policy by providing a committee to oversee that safety, bio-sanitation, and the work environment, to operate in accordance with the law and international standards and closely monitor the performance. Knowledge and training on safety, bio-sanitation, and the work environment are provided to the employees and related persons along with promoting in raising awareness of all employees to be aware of safety and to abide by and requiring an audit of the defense system in the office building’s safety system and annual fire drills, as well as illumination and noise intensity measurements.

##### 3) Customers

The Company has set a policy to meet customer satisfaction by offering quality products of standard that are safe to fulfill the needs of the customers. Complete and accurate information about the products and services are disclosed without distortion of facts, as well as provision of information that is accurate, adequate, and beneficial to the customers. It also has a product recall process in case any quality defect is found.

##### 4) Trade Partners and Creditors

The Company selects its trade partners impartially and conducts mutual business fairly without exploitation, respects and abides by the terms of the agreement, and does not solicit, accepts or gives any undue benefit in dealing with trade partners or creditors. In the case that there should be any information regarding the bestowment of any undue benefits, the Company will consult with the trade partners or creditors to mutually resolve the matter quickly and with fairness to all parties.

##### 5) Competitors

The Company conducts its business ethically and transparently with fair competition with its competitors, competes under the rules of fair business competition, refrains from seeking confidential information of the business competitors through dishonest or improper means, and refrains from discrediting competitors through slandering or take any action without the truth and unjustifiably.

#### 6) Communities/Society

The Company has set policies and guidelines for the social community in the Code of Conduct for use as a guideline for practice by all employees as follows:

(1) Support activities that are beneficial to the communities and society as a whole and build a good relationship with the communities in which the Company's place of business is located.

(2) Comply or ensure compliance with relevant laws and regulations.

(3) Refrain from supporting or participating in transactions with any persons that are detrimental to the communities and society.

(4) Pay attention to and be responsible for rectifying any danger that society is apprehensive of that may have been caused by the Company's products/services or business operation.

(5) Participate in the improvement of quality of life, build a harmonious society, develop virtue and morality, preserve good traditions, and instill a strong sense of social responsibility and volunteerism among the employees.

#### 7) Environment

The Company sets policies and guidelines for the environment as follows:

(1) Refrain from any action that may damage natural resources and the environment.

(2) Comply or ensure compliance with laws and regulations related to the environment.

(3) Refrain from supporting or participating in transactions with outside persons that threaten the environment as a whole.

(4) Encourage the efficient use of resources and set policies on conservation of energy and other resources through the adoption of energy-efficient technologies for use in the Company.

(5) Promote employees' knowledge of the environment, as well as organize in collaboration with the employee activities related to the environment. This is set as a policy with disclosure of the practices for the awareness of all concerned.

1.2 The Board of Directors has assigned the Company Secretary as the recipient of complaints and to handle the complaints filed by the stakeholders. The reporting procedures and channels have been disclosed on the website and in the Annual Registration Statement (Form 56-1 One Report) of the Company.

1.3 Have in place mechanisms for whistle-blower protection and compensation measures in the case that stakeholders receive any damage from the Company's violation of their legal rights.

2. The Company has policies and practices in anti-corruption and prohibits bribery for business interests of the Company, as well as supports activities that promote and instill in all employees the knowledge and compliance with applicable laws and regulations.

2.1 The Subsidiary's "Anti-Corruption Policy" is included in the new employee orientation program that is held every time by using video and lectures by Human resources Management and in 2024, the Subsidiary held 45 new employee orientation events.

2.2 The Subsidiary has developed an e-Learning course entitled "Anti-corruption Corruption Policy" which requires all staff to attend self-training through intranet system of Subsidiary and must complete the test after the course, starting in 2016.

In 2024, the Subsidiary set a target for all employees to attend training and take tests via the e-Learning system between 11 November - 10 December 2024. As of 30 December 2024, it was found that 100 percent of the employees of the Subsidiary completed the training and passed the test, in line with the set target.

2.3 The Subsidiary has issued a document signed by the Managing Director of its Subsidiary to its customers and business partners to refrain from giving gifts and presents to its personnel. This is the activity that the Subsidiary has operated since the year 2016 and is a continuous activity every year.

2.4 The Company and its Subsidiary contain "Anti-corruption Corruption Policy" on the Company's website and its Subsidiary's website. (<http://www.premier-technology.com/index.php/en/sd-th/sd-anti-corruption-th> and <http://www.datapro.com/index.php/about-us/anticorruption>)

2.5 The Subsidiary reviews and evaluates the Anti-Corruption Risks and to be one topic of risk management. The information is disclosed in this report on "Risk Management".

3. The Company has a policy on intellectual property. Employees are prohibited from infringing on the intellectual property of others whether it is domestic or foreign intellectual property, and prohibit the use of pirated software in the Company.

In 2024, the Company had no significant disputes with stakeholders. In addition, the Company has complied with all laws and regulations related to the rights of stakeholders has been well taken care of such as

1. At the Annual General Meeting of shareholders, shareholders were entitled to the rights of giving suggestions and opinions for the Company's business operation, as the owner of the Company, in advance, and all suggestions were collected to propose to the Board of Directors to consider. In 2024, it appeared that no shareholders submitted suggestions in advance.

2. The Company has no cases of violation of laws regarding labor, employment, consumers, trade competition, and the environment. There are no cases of violations of intellectual property rights of others, corruption or offending business ethics.

3. The Company has a record of accidents, or absence or illness from work equally 1 time.

4. The Company has disclosed information on sustainable development of corporate social responsibility by using concept of The Stock Exchange of Thailand's corporate social responsibility under the vision, mission and intention for Premier Group of Companies, which is "Progressive Business, Stable Employees, Sustainable Society" and such information is disclosed on the Company's website.

5. The Company is a member of the Thai Private Sector Collective Action Against Corruption (CAC) and its subsidiary, Datapro Computer Systems Company Limited has been certified as a member of the Thai Private Sector Collective Action Against Corruption by the Thai Private Sector Collective Action Against Corruption Committee (CAC) on 31 March 2024.

Since the Company has a Subsidiary, Datapro Computer Systems Company Limited, which conducts business that is the main income of the Company. The Company has therefore submitted an anti-corruption policy to its Subsidiary for implementation. The Subsidiary has announced a guideline for compliance with the anti-corruption policy on 1 June 2015, including additional conditions regarding anti-corruption into business documents and conduct training for all employees to provide knowledge about the anti-corruption policies and practices, promote honesty and responsibility.

The Company does not comply with criteria in Section 2, Role of Stakeholders and Sustainable Business Development, of the Corporate Governance Report of Thai Listed Companies (CGR) which was the Company did not prepare an integrated report as it believes that the Company has disclosed complete information on the Company's website.

#### Chapter 4 Disclosure and Transparency

The Board of Directors recognizes the importance of disclosure of information, both financial and non-financial, that is accurate, complete and transparent as stipulated by the regulations of The Securities and Exchange Commission, Thailand (SEC) and The Stock Exchange of Thailand (SET), as well as other material information that may affect the price of the Company's securities that influences the decision-making process of its investors and stakeholders. Information on the Company is disseminated to the shareholders, investors and general public through the channels of the SET and the Company's website in Thai and English, which is constantly updated.

The Company has set guidelines on the disclosure and transparency of information as follows:

##### 1. Disclosure of Information

1.1 The Board of Directors has mechanisms to ensure that the information disclosed to the investors is accurate, not misleading and adequate for their decision-making as follows:

1.1.1 The disclosure of the Company's material information, both financial and non-financial, is accurate, complete, timely, transparency and in accordance with the criteria stipulated by the SEC and the SET.

1.1.2 The effectiveness of the disclosure process is evaluated regularly.

1.2 The Board of Directors provides a summary of the corporate governance policy, code of conduct, risk management policy and corporate social responsibility policy as approved by the Board and the steps in implementing such policies, including cases of non-compliance along with the reasons, through various channels, such as the Company's Annual Registration Statement (Form 56-1 One Report) and the Company's website etc.

1.3 The Board of Directors has arranged for the Report of the Board of Directors' Responsibilities for Financial Statements to be presented together with the report of the independent auditor in the Annual Registration Statement (Form 56-1 One Report). The report covers the following subjects:

(1) Compliance with generally accepted accounting principles that is suitable for the business and use of appropriate accounting policies that are consistently adopted.

(2) The financial reports contain information that is accurate, complete and factual in accordance with accounting standards.

(3) The Report of the Board of Directors' Responsibilities for Financial Statements is signed by the Chairman.

1.4 The Board of Directors encourages the Company to prepare a Management Discussion and Analysis (MD&A) to supplement the disclosure of each quarterly financial statement. This is done in order for investors to be informed of the information and to understand the changes that occurred to the financial position and results of operations, the significant changes in the Company, including factors and events that affect the financial position or results of operations, and not just be presented with only the figures in the financial statements.

1.5 The Board of Directors stipulates that the audit fees and other fees of the auditor be disclosed in the Company's Annual Registration Statement (Form 56-1 One Report).

1.6 The Board of Directors stipulates that the following information be disclosed in the Annual Registration Statement (Form 56-1 One Report):

(1) Roles, duties and opinions from their work performance in the previous year of the Board of Directors.

(2) Roles, duties and opinions from their work performance in the previous year of the sub-committees.

(3) Number of meetings held and attendance record of each director in the previous year.

(4) Record of training and ongoing professional education of the directors.

1.7 The Board of Directors discloses the procedures for nomination of directors, procedures for assessment of the entire Board of Directors and individually, procedures for assessment of the sub-committee, and procedures for assessment of the Chairman of the Executive Committee as well as the policy for remuneration of directors and executives that corresponds with the duties and responsibilities of each person, including the forms and manner of remuneration which the remuneration amount includes the amount of payment received by each director as a director of the Company's subsidiary.

## 2. Minimum Information Disclosed on the Company's Website

2.1 In addition to disclosing information as specified by the regulations through the SET and the Annual Registration Statement (Form 56-1 One Report), the Board of Directors deems it appropriate to regularly disclose information that is up-to-date both in Thai and English through other channels, such as the Company's website. The minimum information on the Company's website should at least comprise the following and must be regularly updated:

- (1) Vision and mission of the Company;
- (2) Nature of business of the Company;
- (3) Organization chart and list of members of the Board of Directors and management team;
- (4) Qualification and experience of the Company Secretary;
- (5) Financial statements and reports on the financial position and results of operations for both the current and prior year;
- (6) Downloadable the Annual Registration Statement (Form 56-1 One Report);
- (7) Information or other materials provided in briefings to analysts, fund managers and the media;
- (8) Direct and indirect shareholding structure;
- (9) Group corporate structure, detailing the Subsidiary, affiliates, joint ventures and special purpose enterprises/vehicles (SPEs/SPVs);
- (10) Direct and indirect shareholding of beneficial owners holding 5 percent or more of the total paid-up shares with voting rights;
- (11) Direct and indirect shareholdings of major and/or substantial shareholders, directors, and senior executives;
- (12) Notice of the Annual General Meeting and Extraordinary General Meetings of Shareholders;
- (13) Articles of Association, Memorandum of Association and shareholders' agreement (if any);
- (14) Policy and practices according to the principles of good corporate governance of the Company;
- (15) Risk management policy and its implementation;
- (16) Code of conduct of the Company's employees and directors;
- (17) Code of conduct of the investor relations officer;
- (18) News of the Company and its Subsidiary;
- (19) Contact details of the unit or officer responsible for investor relations (e.g. name of contact person who can provide information and telephone number);
- (20) Annual investor relations plan.

In 2024, the Company published the Annual Registration Statement (Form 56-1 One Report) in both Thai and English within 120 days of the end of the financial year. The Company sent the shareholders a copy of the invitation letter of the Annual General Meeting of Shareholders on 24 March 2024 and could be downloaded from the Company's website on the same day. Moreover, the Company published the minutes of the meeting on the Company's website within 14 days after the meeting date.

The Company presented its operational results, both financial and non-financial information, to the shareholders, individual investors, institutional investors, analysts and other stakeholders through various channels and participated at The Stock Exchange of Thailand's Opportunity Day on 4 March 2024 to meet, provide information, and exchange opinions with analysts, local and foreign institutional investors and individual investors. There were also conference calls with analysts and investors. In addition, the Company regularly replied via email: [ircontact@premier-technology.co.th](mailto:ircontact@premier-technology.co.th), line application, telephone 0-2684-8405 and Fax 0-2301-1199 queries and evenly.

The Company does not comply with criteria in Section 3, Disclosure and Transparency, of Corporate Governance Report of Thai Listed Companies (CGR) as follows;

1) The Company does not represent the indicator of non-financial performance such as market share, the level of customer satisfaction etc. Since the information should not be disclosed because it is an insider information. For measuring the level of customer satisfaction, the Company will follow later.

2) The company does not hold a press conference or publish a newsletter to present the financial status. The company has disclosed important information and financial information completely in its Annual Registration Statement (Form 56-1 One Report), Sustainability Development Report, Shareholders' meeting report, and the Company website. The company is prompt to provide the information to the press which is a disclosure according to the rules of The Stock Exchange of Thailand on event-based disclosures.

3) The Company does not disclose the details of the remuneration of the Chairman of the Executive Committee since it has a policy of not disclosing the remuneration of all personnel, including the Chairman of the Executive Committee to third parties because it is personal information, but revealed the overall number of executives.



4) The Company has a sustainable business approach that will help achieve its goals provided that this concept is made a part of its business operations, not as a separate activity. Therefore, the success/progress of business operations with the concept of sustainable business operations (ESG) will be reflected in the operating results, which appears in the Management Discussion and Analysis (MD&A).

Are there policy and guidelines and measures related to : Yes  
shareholders and stakeholders

Guidelines and measures related to shareholders and : Shareholders, Employee, Customer, Business competitors, Suppliers,  
stakeholders Creditors, Community and society

## Shareholders

Perform duties with integrity, transparency and for the benefit of the Company and its shareholders; manage the Company's operations cautiously and carefully in order to prevent any damages to the shareholders; refrain from seeking personal gains for oneself or related persons by exploiting any non-public information of the Company; and refrain from any action that might cause conflicts of interest with the Company, including the divulgence of any confidential information of the Company to outsiders, especially its competitors.

## Employee

The Company recognizes the importance of its employees as valuable assets and has treated all employees equally and fairly based on human rights principles without discrimination of skin color, race, sex or religion and without the use of all kind of forced labour and/or child labour. The Company has compensation and remuneration policies that are based on the principles of fairness, which are appropriate for the job description, responsibilities and competency of each employee and are comparable with other companies within the same industry. The Company also has a policy for the continuous development and promotion of knowledge and competency for the employees to develop their skills and abilities for career advancement.

For welfare policy, the Company provides additional benefits for employees than those stipulated by law, such as employee provident fund and savings and credit cooperatives as a tool to motivate employees' performance and retain personnel with the Company for the long term, as well as to secure their retirement life.

The Company has set a safety policy by providing a committee to oversee that safety, bio-sanitation, and the work environment, to operate in accordance with the law and international standards and closely monitor the performance. Knowledge and training on safety, bio-sanitation, and the work environment are provided to the employees and related persons along with promoting in raising awareness of all employees to be aware of safety and to abide by and requiring an audit of the defense system in the office building's safety system and annual fire drills, as well as illumination and noise intensity measurements.

## Customer

The Company has set a policy to meet customer satisfaction by offering quality products of standard that are safe to fulfill the needs of the customers. Complete and accurate information about the products and services are disclosed without distortion of facts, as well as provision of information that is accurate, adequate, and beneficial to the customers. It also has a product recall process in case any quality defect is found.

## Business competitors

The Company conducts its business ethically and transparently with fair competition with its competitors, competes under the rules of fair business competition, refrains from seeking confidential information of the business competitors through dishonest or improper means, and refrains from discrediting competitors through slandering or take any action without the truth and unjustifiably.

## Suppliers

The Company selects its trade partners impartially and conducts mutual business fairly without exploitation, respects and abides by the terms of the agreement, and does not solicit, accepts or gives any undue benefit in dealing with trade partners. In the case that there should be any information regarding the bestowment of any undue benefits, the Company will consult with the trade partners to mutually resolve the matter quickly and with fairness to all parties.

## Creditors

The Company selects its creditors impartially and conducts mutual business fairly without exploitation, respects and abides by the terms of the agreement, and does not solicit, accepts or gives any undue benefit in dealing with creditors. In the case that there should be any information regarding the bestowment of any undue benefits, the Company will consult with the creditors to mutually resolve the matter quickly and with fairness to all parties.

## Community and society

The Company has set policies and guidelines for the social community in the Code of Conduct for use as a guideline for practice by all employees as follows:

- (1) Support activities that are beneficial to the communities and society as a whole and build a good relationship with the communities in which the Company's place of business is located.
- (2) Comply or ensure compliance with relevant laws and regulations.
- (3) Refrain from supporting or participating in transactions with any persons that are detrimental to the communities and society.
- (4) Pay attention to and be responsible for rectifying any danger that society is apprehensive of that may have been caused by the Company's products/services or business operation.
- (5) Participate in the improvement of quality of life, build a harmonious society, develop virtue and morality, preserve good traditions, and instill a strong sense of social responsibility and volunteerism among the employees.

## 6.2 Business code of conduct

### Business code of conduct

Business code of conduct : Yes

The Company conducts its business properly and fairly. The Company has core values that have been practiced throughout by all its employees of honesty, responsibility, and commitment to work, discipline, unity, sacrifice and ongoing development. These values are considered the ethics and morality of the Company which have been practiced continuously.

In compliance with the principles of good corporate governance and as a clear guideline for the good conduct of its employees, the Company has set detailed guidelines for the management and employees of the Company to adhere to as the principle of operation. The full version of the Code of Conduct is disclosed on the Company's website. [www.premier-technology.co.th](http://www.premier-technology.co.th)

Policy and guidelines related to business code of conduct : [www.premier-technology.co.th](http://www.premier-technology.co.th)

### Policy and guidelines related to business code of conduct

The Premier Group of Companies places great emphasis on good corporate governance as it is important and essential for the sustainable growth of the business. The Premier Group is committed and determined to adhere to the principles of good corporate governance. It has established a policy to support corporate governance, emphasized on the risk management system, internal control and internal audit, operated the business within the framework of legal requirements and business ethics and adhered to the principles of good corporate governance, which are integrity, fairness, transparency and accountability.

Guidelines related to business code of conduct : Prevention of misuse of inside information, Whistleblowing and Protection of Whistleblowers, Anti-unfair competitiveness, Information and IT system security, Environmental management, Human rights, Safety and occupational health at work

### Prevention of misuse of inside information

Employees of suppliers should avoid any clash of self-interest with the interests of Premier Technology Public Co., Ltd. in any actions related to the Company, including with other persons or juristic persons, for the benefit of oneself and/or close relatives

### Whistleblowing and Protection of Whistleblowers

In the event that the suppliers or stakeholder has questions or sees suspicious acts of violation or non-compliance with the law or policies for suppliers of goods and services, they may raise questions, report clues or lodge complaints at: <https://www.premier-technology.co.th/index.php/en/whistle-blowing>

### Anti-unfair competitiveness

Operate within the framework of fair competition and do not use dishonest methods to destroy competitors or create unfair competitive advantages.

### Information and IT system security

Information and information technology systems are protected and maintained so that they are ready for use at all times, as well as determine control measures that are appropriate to the risks of information, work systems and information technology systems.

### Environmental management

- Operate a business that is environmentally friendly, not take any action that causes damage to natural resources and the environment, and maintain and prevent events that impacts on the environment.
- Implement or supervise to ensure compliance with applicable environmental laws and regulations.
- Encourage efficient use of resources, establish a policy on the conservation of energy and other resources or introduce the use of technology that helps to conserve energy within the company.
- Ensure there is effective management of pollution from operations.

### Human rights

- Support and respect the protection of human rights by ensuring that the businesses and employees are not involved in human rights violations, such as not use forced labour, not harass or intimidate workers in any form and not employ illegal migrant workers, as well as ensuring strict compliance with labour protection laws.
- Respect and adhere to the international principles of employment in treating all stakeholders with fairness based on human dignity by providing equal opportunities for all without discrimination and without violating fundamental rights in regards to gender, age, religion, race, region, status, physical condition and political opinion.
- Set measures to provide protection for employees who report on human rights violations or unequal treatment of employees under which they will be protected from punishment or harassment or any other acts that will make it unbearable for the informant to continue working.
- All processes of employment termination must comply with labour laws and unfair termination of employment is prohibited.
- Employees shall not be allowed to work for longer than the legal limit and in case there is overtime work, it must be voluntary by the employees. Holidays and leave days of not less than those prescribed by law must also be provided.
- Wages, overtime pay, holiday pay and any benefits that employees are entitled to receive shall be paid accurately, fairly, not less than those required by law and in a timely manner.

## Safety and occupational health at work

Provide a working environment that is safe, hygienic and conducive to productive work that is in compliance with related laws or regulations, as well as establish control for operating procedures that is safe and the prevention of accidents and potential adverse health impacts from work.

## Participation in anti-corruption networks

Participation or declaration of intent to join anti-corruption networks	:	Yes
Anti-corruption networks or projects the company has joined or declared intent to join	:	Thai Private Sector Collective Action Against Corruption (CAC)
		CAC membership certification status : Certified

## 6.3 Material changes and developments in policy and corporate governance system over the past year

### 6.3.1 Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors' charter

In the past year, did the company review the corporate governance policy and guidelines, or board of directors' charter : Yes

Material changes and developments in policy and guidelines over the past year : Yes

The Company still believes and adheres to the corporate governance policy as in the past. However, the Company considers that corporate governance and risk oversight is under the responsibility of the Company's management. Therefore, the Company established the Corporate Governance and Risk Oversight Committee as a sub-committee on 5 August 2020. The aforementioned sub-committee consists of 3 members consisting of members of the supporting unit or persons with sufficient knowledge and experience to perform governance and risk roles and are independent from the management to supervise the risk management of the Company. In 2024, the Corporate Governance and Risk Oversight Committee held 4 meetings.

### 6.3.2 Implementation of the CG Code for listed companies

Implementation of the CG Code as prescribed by the SEC : Fully implement

The Company recognizes the importance of good corporate governance and adheres to the Principles of Good Corporate Governance as prescribed by The Stock Exchange of Thailand. In addition, the Company determines a process to review the application of Good Corporate Governance Principles for Listed Companies, which has been adapted to suit its business context, regularly each year or at least once a year. There shall be a review and the reasons why any of the principles has not been applied shall be recorded.

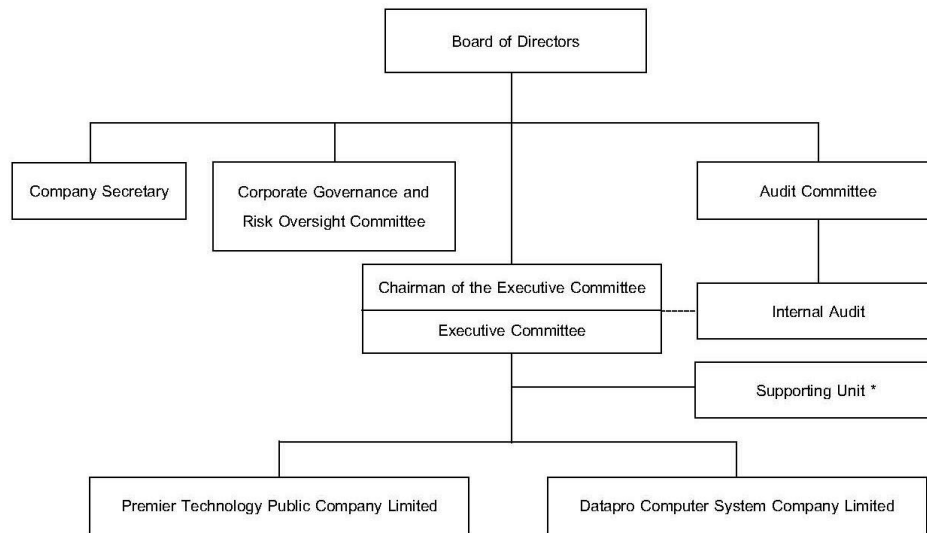
## 7. Corporate governance structure and significant information related to the board of directors, subcommittees, executives, employees, and others

### 7.1 Corporate governance structure

#### Corporate governance structure diagram <sup>(3)</sup>

Corporate governance structure as of date : 31 December 2024

#### Corporate governance structure diagram



Organization Chart of Premier Technology Public Company Limited as of 31 December 2024

Remark : <sup>(3)</sup> Remark: \* Report to the Support Unit, Premier Group of Companies, the policies and practices of Premier Group of Companies.

## 7.2 Information on the board of directors

As of 31 December 2024, the Board of Directors consisted of 8 directors as follows:

### 7.2.1 Composition of the board of directors

	Number (persons)	Percent (%)
Total directors	8	100.00
Male directors	4	50.00
Female directors	4	50.00
Executive directors	4	50.00
Non-executive directors	4	50.00
Independent directors	3	37.50
Non-executive directors who have no position in independent directors	1	12.50

### 7.2.2 The information on each director and controlling person

#### List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
<p>1. Mr. VICHIE PHONGSATHORN</p> <p>Gender: Male</p> <p>Age : 68 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Business Administration</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have</p> <p>DAP course : No</p> <p>DCP course : No</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 80 Shares (0.000028 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 105,005,966 Shares (36.988396 %)</li> </ul>	<p>Chairman of the board of directors (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	30 Nov 1992	<p>Information &amp; Communication Technology, Sustainability, Engineering, Strategic Management, Governance/ Compliance</p>
<p>2. Mr. SURADEJ BOONYAWATANA</p> <p>Gender: Male</p> <p>Age : 74 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Engineering</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have</p> <p>DAP course : Yes</p> <p>DCP course : Yes</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director (Non-executive directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Continuing director (Full term of directorship and being re-appointed as a director)</p>	22 Mar 2005	<p>Risk Management, Corporate Management, Governance/ Compliance, Engineering</p>



List of directors	Position	First appointment date of director	Skills and expertise
<p>3. Ms. WANNA KOLSRICHAJ  Gender: Female  Age : 67 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Education  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have  DAP course : Yes  DCP course : Yes</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 1,000,000 Shares (0.352250 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	16 Feb 2012	IT Management, Business Administration, Marketing
<p>4. Mr. PIROM CHAMSAI  Gender: Male  Age : 69 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Engineering  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have  DAP course : Yes  DCP course : Yes</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 600,000 Shares (0.211350 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Continuing director (Full term of directorship and being re-appointed as a director)</p>	22 Apr 2015	Audit, Internal Control, Engineering, Business Administration

List of directors	Position	First appointment date of director	Skills and expertise
<p>5. Mrs. DUANGTHIP EAMRUNGROJ  Gender: Female  Age : 69 years  Highest level of education : Master's degree  Study field of the highest level of education : Business Administration  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 200,360 Shares (0.070577 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	26 Apr 2017	Strategic Management, Human Resource Management, Corporate Social Responsibility, Engineering, Governance/ Compliance
<p>6. Mr. SURAPOL SRANGSOMWONG  Gender: Male  Age : 66 years  Highest level of education : Barrister  Study field of the highest level of education : Law  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesn't Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	25 Apr 2018	Law, Audit, Internal Control

List of directors	Position	First appointment date of director	Skills and expertise
<p>7. Mrs. SUPHASRI SUTANADHAN</p> <p>Gender: Female</p> <p>Age : 68 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Business Administration</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have</p> <p>DAP course : Yes</p> <p>DCP course : No</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 0 Shares (0.000000 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director</p> <p>(Non-executive directors, Independent director)</p> <p>Authorized directors as per the company's certificate of registration : No</p> <p>Type of director : Existing director</p>	25 Apr 2018	<p>Audit, Internal Control, Business Administration, Accounting</p>
<p>8. Mrs. WALAIRAT PONGJITT</p> <p>Gender: Female</p> <p>Age : 62 years</p> <p>Highest level of education : Doctoral degree</p> <p>Study field of the highest level of education : Business Administration</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Family relationship between directors and executives : Doesn't Have</p> <p>Legal offenses in the past 5 years <sup>(*)</sup> : Doesn't Have</p> <p>DAP course : Yes</p> <p>DCP course : Yes</p> <p><b>Shareholding in a company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 700,000 Shares (0.246575 %)</li> <li>• Shareholding by persons related to directors, executives according to Section 59 <sup>(**)</sup> : 0 Shares (0.000000 %)</li> </ul>	<p>Director</p> <p>(Executive Directors)</p> <p>Authorized directors as per the company's certificate of registration : Yes</p> <p>Type of director : Existing director</p>	10 May 2018	<p>Law, Data Analysis, Finance, Finance &amp; Securities, Business Administration</p>

Additional explanation :

(\*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), only in the following cases:

(1) Dishonest act or gross negligence

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved

(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.

(\*\*) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

### List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the company's certificate of registration
1. Mr. VICHIE PHONGSATHORN	Chairman of the board of directors	✓				✓
2. Mr. SURADEJ BOONYAWATANA	Director		✓		✓	✓
3. Ms. WANNA KOLSRICHAI	Director	✓				✓
4. Mr. PIROM CHAMSAI	Director		✓	✓		
5. Mrs. DUANGTHIP EAMRUNGROJ	Director	✓				✓
6. Mr. SURAPOL SRANGSOMWONG	Director		✓	✓		
7. Mrs. SUPHASRI SUTANADHAN	Director		✓	✓		
8. Mrs. WALAIRAT PONGJITT	Director	✓				✓
<b>Total (persons)</b>		<b>4</b>	<b>4</b>	<b>3</b>	<b>1</b>	<b>5</b>

### Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Finance & Securities	1	12.50
2. Information & Communication Technology	1	12.50
3. Law	2	25.00
4. Marketing	1	12.50
5. Accounting	1	12.50
6. Finance	1	12.50
7. Corporate Social Responsibility	1	12.50
8. Human Resource Management	1	12.50
9. Sustainability	1	12.50
10. IT Management	1	12.50
11. Data Analysis	1	12.50
12. Corporate Management	1	12.50
13. Engineering	4	50.00

Skills and expertise	Number (persons)	Percent (%)
14. Strategic Management	2	25.00
15. Risk Management	1	12.50
16. Audit	3	37.50
17. Internal Control	3	37.50
18. Governance/ Compliance	3	37.50
19. Business Administration	4	50.00

### Information about the other directors

The chairman of the board and the highest-ranking executive : No  
are from the same person

The chairman of the board is an independent director : No

The chairman of the board and the highest-ranking executive : No  
are from the same family

Chairman is a member of the executive board or taskforce : No

The company appoints at least one independent director to : Yes  
determine the agenda of the board of directors' meeting

### The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of : No  
directors and the Management

### 7.2.3 Information on the roles and duties of the board of directors

The authorized directors of the Company are Mr. Vichien Phongsathorn, Mr. Suradej Boonyawatana, Mrs. Duangthip Eamrunroj, Ms. Wanna Kolsrichai and Mrs. Walairat Pongjitt, two of these five jointly sign with the Company's seal affixed.

#### Term of the Board of Directors

At every Annual General Meeting of Shareholders, one-third of the directors must resign. If one-third is not a round number, the number closest thereto shall be the applicable number. The directors to vacate office within the first and the second year following company registration shall draw lots. In subsequent years, the directors serving the longest tenure shall retire by rotation. The directors who vacate office may be re-elected.

#### Term of the Board of Directors

At every Annual General Meeting of Shareholders, one-third of the directors must resign. If one-third is not a round number, the number closest thereto shall be the applicable number. The directors to vacate office within the first and the second year following company registration shall draw lots. In subsequent years, the directors serving the longest tenure shall retire by rotation. The directors who vacate office may be re-elected.

#### Scope of Responsibilities of the Board of Directors

1) Administer the corporate affairs in compliance with all relevant laws and regulations, the Company's objectives and Articles of Association, including the resolutions of the shareholders' meetings, except for issues where the approval of the shareholders' meeting is required prior to implementation, such as matters that are required by law to receive the resolution of the shareholders' meeting, related transactions, acquisition or sale of substantial assets according to the criteria of The Stock Exchange of Thailand or as determined by other government agencies, etc.

2) Review and approve major issues such as policies, missions or strategies, plans and budgets, organization structure, authority of the management, corporate governance policies, vision, mission and other issues as prescribed by The Stock Exchange of Thailand or by law on a regular annual basis.

3) Supervise the management to act in accordance with the approved policies, missions or strategies, plans and budgets.

- 4) Consider and appoint a qualified person who does not possess the prohibited characteristics as specified in the Public Company Limited Act B.E. 2535 (1992), including any amendments thereof, and the securities and exchange laws, as well as related notifications, rules and/or regulations, to replace a director who has vacated office by any reason other than retirement by rotation.
- 5) Consider and appoint of an Audit Committee, other sub-committees, and Chairman of the Executive Committee.
- 6) Install reliable accounting, financial reporting and financial audit systems, as well as oversee the establishment of efficient and effective internal control and internal audit systems.
- 7) Ensure that the Company has a comprehensive risk management system and process, with effective reporting and monitoring.
- 8) Report on the execution of the Board of Directors' responsibilities in the preparation of the financial statements, which is to be presented together with the report from the independent auditor in the Annual Registration Statement (Form 56-1 One Report)
- 9) Responsible to the shareholders, both major and minor, about the Company's operations and ensure to manage based on policies and goals that will bring the most benefit to the shareholders within the framework of legal and ethical behavior, ensure operational transparency and the disclosure of sufficient and accurate information.
- 10) The following transactions can be undertaken only after approval from the shareholders' meeting has been granted. However, it is prescribed that in a transaction where a director or any other person may have a conflict of interest with the Company or its Subsidiary (if any), the director is not eligible to vote on the transaction.
  - (a) Matters that are required by law to receive a resolution at the shareholders' meeting
  - (b) Transactions in which directors have an interest and are required by law or SET's requirements to be approved by the shareholders' meeting.
- 11) The Board of Directors may delegate one or more director(s) or any other person to carry out particular activities on behalf of the Board. However, this delegation excludes the authorization or sub-authorization of the director(s) or appointee(s) in the approval of transactions with potential conflict of interest with the Company or its Subsidiary. Approval from the Shareholders' meeting is required for related transactions and the acquisition or sales of substantial assets of the Company as stipulated by the requirement of the Capital Market Supervisory Board.

#### **Authority and responsibility of the Chairman of the Board of Directors**

- 1) Call the Board of Directors' meeting and preside as a Chairman of the Board of Directors' meeting and the shareholders' meeting.
- 2) Consider and determine the agenda of the Board of Directors' meeting together with Chairman of the Executive Committee.
- 3) Control the Board of Directors' meeting and the shareholders' meeting to be carried effectively in accordance with the Company's rules and regulations, to encourage and provide opportunities for the Directors to express their opinions independently.
- 4) Support and encourage the Board of Directors to perform their duties to their full capacity in accordance with the scope of authority, responsibilities, and the principles of good corporate governance, to support and advise the management on operation.
- 5) Perform duty as assigned by the Board of Directors and/or the Audit Committee.

#### **Management**

The Company has no permanent employees since due to employment to Premier Fission Capital Company Limited to work in accounting & finance and other supports. The Company has delegated authority and responsibility to the Chairman of the Executive Committee and Managing Director for the implementation of policies, strategies and goals of the Company.

No.	Name	Position
1	Ms. Wanna Kolsrichai	Chairman of the Executive Committee
2	Mrs. Duangthip Eamrungraj	Member of the Executive Committee
3	Mrs. Pensri Dettingeng	Member of the Executive Committee
4	Mrs. Walairat Pongjitt	Member of the Executive Committee

#### **Authorities and Responsibilities of Chairman of the Executive Committee**

The Chairman of the Executive Committee has the authorities and responsibilities to supervise the management of the Company's affairs and its Subsidiary as assigned by the Board of Directors, including the following matters or businesses.

- 1) Consider and scrutinize policies, strategies, work plans and budgets, management structures and various administrative powers of the Company and its Subsidiary before presenting to the Board of Directors for approval.
- 2) Supervise and monitor the management of the Company and its Subsidiary to comply with approved policies, strategies, work plans and budgets to be efficient and effective.
- 3) Have the authority to execute and approve various expenditures within the scope prescribed in the authorization manuals of the Company and its Subsidiary.
- 4) Provide consultation and advice on management to senior executives.
- 5) Supervise and maintain the good core values of the organization and promote the management of the business according to the

good core values of the organization and in accordance with corporate governance and risk management.

- 6) Perform other duties as assigned by the Board of Directors.

#### **Authorities and Responsibilities of the Executive Committee**

The Executive Committee has the authorities and responsibilities to supervise the management of the Company's affairs and its Subsidiary as assigned by the Board of Directors, including the following matters or businesses.

- 1) Plan the overall image, policy, mission or strategy, plan and budget.
- 2) Provide advice on the administration of the Company and its Subsidiary in accordance with approved policies, mission or strategies, plans and budgets.
- 3) Foster and preserve the core values of the organization and promote the management of the business in accordance with the core values of the organization.
- 4) Consider and acknowledge any other matters both related and unrelated to the management of the Company's business that the Executive Directors deem necessary or appropriate to propose for acknowledgement.
- 5) Acknowledge the internal audit report on issues related to protective measures, review and rectify problems and in case of the occurrence of damage or probable damage to the Company or its Subsidiary.
- 6) Perform any other duties assigned by the Board of Directors and/or the Audit Committee.

#### **Authorities and Responsibilities of the Managing Director**

The Managing Director has the authority and duty to manage the affairs of the Company as assigned by the Chairman of the Executive Committee, which includes the following matters and businesses:

- 1) Administer and/or manage the Company in accordance with its objectives, goals, and plans.
- 2) Prepare policies, strategies, plans and budgets, structure of administration and various management authorities of the Company and submit to the Chairman of the Executive Committee for consideration.
- 3) Conduct business in accordance with the approved policies, strategies, plans and budgets.
- 4) Authorized to process and approve all expenditures within the scope prescribed by the Company's authority manual.
- 5) Supervise the development of the organization and personnel to ensure quality and continuous efficiency.
- 6) Administer and monitor the Company's businesses in compliance with the core values, corporate governance and risk management of the organization.
- 7) Perform any other duties assigned by the Board of Directors and/or Chairman of the Executive Committee.

Remark: Authorities and Responsibilities of the Managing Director means the Managing Director of the Company and its Subsidiary.

Board charter : No

## 7.3 Information on subcommittees

### 7.3.1 Information on roles of subcommittees

The Company has each committee appointed as follows:

- Audit Committee
- Corporate Governance and Risk Oversight Committee

#### Roles of subcommittees

##### Audit Committee

###### Role

- Audit of financial statements and internal controls

###### Scope of authorities, role, and duties

- 1) Review that the Company has financial reporting process with accuracy and adequacy.
- 2) Review that the Company has an internal control system, internal audit system, corporate governance system, and risk management system suitable and efficient which consider the independence of the internal audit department as well as to approve the appointment or transfer of the Chief of the Internal Audit Unit or any other departments responsible for internal auditing.
- 3) Review the Company's compliance with the securities and exchange law, regulations of the Stock Exchange of Thailand and other laws relevant to the Company's businesses.
- 4) Consider, select and nominate an independent person to act as the Company's auditor and propose the remuneration of such person, as well as attend a non-management meeting with the auditor at least once a year.
- 5) Review and approve the connected transactions, related transaction or those with possible conflicts of interest to ensure that they comply with all relevant laws and regulations of the Stock Exchange of Thailand. This is to ensure that these transactions are reasonable and of maximum benefit to the Company.
- 6) Prepare and disclose a report on the Audit Committee's monitoring activities in the Company's Annual Registration Statement (Form 56-1 One report), which must be signed by the Chairman of the Audit Committee and consists of at least the following information:
  - An opinion on the accuracy, completeness and creditability of the Company's financial reporting;
  - An opinion on the adequacy of the Company's internal control system;
  - An opinion on the compliance with the securities and exchange laws, regulations of the Stock Exchange or laws relevant to the Company's business;
  - An opinion on the suitability of the auditor;
  - An opinion on transactions that may have conflicts of interest;
  - The number of Audit Committee's Meetings and attendance of such meetings by each committee member;
  - Opinions or observations received by the Audit Committee through the performance of its duties as defined in its charter;
  - Disclosure of other reports that the Audit Committee considers the shareholders and general investors should be aware of, within the scope of its duties and responsibilities as assigned by the Board of Directors.
- 7) To perform any other task assigned by the Board of Directors with the approval of the Audit Committee.
- 8) Verify the appropriateness and adequacy of the Company's risk management system.

###### Term of the Audit Committee

The term of office of the Audit Committee member is 3 years. Members of the Audit Committee who vacate office upon the expiration of the term are eligible for re-appointment. In the event of the resignation of any Audit Committee member prior to the expiration of their term, the independent director appointed as a replacement shall hold office only for the remainder of the term of the Audit Committee member who resigned. If any Audit Committee member who must retire from the director position due to the expiration of his tenure at the Annual General Meeting of Shareholders is re-appointed by the same Annual General Meeting of Shareholders to be an independent director, such independent director shall return to serve as an Audit Committee member for the remaining term of that Audit Committee member.



#### Reference link for the charter

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### Corporate Governance and Risk Oversight Committee

#### Role

- Risk management

#### Scope of authorities, role, and duties

1. Monitor, review, evaluate, and advise on the management's corporate governance framework including Managing Director and executives from the Company and its Subsidiary which can be summarized as follow:

- Scope of authority and responsibilities of the management in good governance and risk management.
- Review and evaluate the management's implementation in the Company's annual plan and its achievement.
- Advise and review whether the Company's good governance and risk management plan is suitable for its business.

2. Determine the meeting with the management of the Company and its Subsidiary at least twice a year.

3. The Corporate Governance and Risk Oversight Committee presents the report to the Board of Directors at least once a year.

4. Perform any other duties assigned by the Board of Directors.

#### Term of Office of the Corporate Governance and Risk Oversight Committee

1. The term of office of the Corporate Governance and Risk Oversight Committee is 2 years commencing from the date of appointment

by the Board of Directors. In the case their term of office is completed, and the Board of Directors have not yet appointed the new committee members. The existing committee members shall hold the office only as the acting committee members until the appointment of the new committee members.

2. Appointment of the Corporate Governance and Risk Oversight Committee to replace those retiring committee members shall be made

when the Board of Directors deem it appropriate. The chairman or member of the Corporate Governance and Risk Oversight Committee

who vacates office upon the expiration of term may be re-appointed.

In the event that the chairman or a member of the committee has a vacancy prior to the completion of their term. The Board of Directors shall appoint another director as a chairman or a member of the committee to replace the vacant seat. The appointed replacement shall hold only for the remainder of the term of the replaced member.

#### The Corporate Governance and Risk Oversight Committee consists of:

1. Chairman of the Corporate Governance and Risk Oversight Committee who is elected by the Corporate Governance and Risk Oversight Committee.

2. Members of the Corporate Governance and Risk Oversight Committee consist of directors of the support unit or persons with sufficient knowledge and experience to perform governance and risk roles and are independent from the management. The number of

directors of the Corporate Governance and Risk Oversight Committee must be at least 2 members.

#### Reference link for the charter

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## 7.3.2 Information on each subcommittee

### List of audit committee

List of directors	Position	Appointment date of audit committee member	Skills and expertise
1. Mr. PIROM CHAMSAI Gender: Male Age : 69 years Highest level of education : Doctoral degree Study field of the highest level of education : Engineering Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : No	Chairman of the audit committee (Non-executive directors, Independent director)  Director type : Existing director	22 Apr 2015	Audit, Internal Control, Engineering, Business Administration
2. Mr. SURAPOL SRANGSOMWONG Gender: Male Age : 66 years Highest level of education : Barrister Study field of the highest level of education : Law Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : No	Member of the audit committee (Non-executive directors, Independent director)  Director type : Existing director	25 Apr 2018	Law, Audit, Internal Control
3. Mrs. SUPHASRI SUTANADHAN <sup>(*)</sup> Gender: Female Age : 68 years Highest level of education : Bachelor's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residence in Thailand : Yes Expertise in accounting information review : Yes	Member of the audit committee (Non-executive directors, Independent director)  Director type : Continuing director (Full term of directorship and being re-appointed as a director)	25 Apr 2018	Audit, Internal Control, Business Administration, Accounting

Additional explanation :

(\*) Directors with expertise in accounting information review

## Other Subcommittees

Subcommittee name	Name list	Position
Corporate Governance and Risk Oversight Committee	Mr. SURADEJ BOONYAWATANA	The chairman of the subcommittee
	Mr. Somchai Choonharas	Member of the subcommittee
	Mrs. Pensri Dettingeng	Member of the subcommittee

## 7.4 Information on the executives

### 7.4.1 List and positions of the executive

#### Authority and responsibility of the Chairman of the Board of Directors

- 1) Call the Board of Directors' meeting and preside as a Chairman of the Board of Directors' meeting and the shareholders' meeting.
- 2) Consider and determine the agenda of the Board of Directors' meeting together with Chairman of the Executive Committee.
- 3) Control the Board of Directors' meeting and the shareholders' meeting to be carried effectively in accordance with the Company's rules and regulations, to encourage and provide opportunities for the Directors to express their opinions independently.
- 4) Support and encourage the Board of Directors to perform their duties to their full capacity in accordance with the scope of authority, responsibilities, and the principles of good corporate governance, to support and advise the management on operation.
- 5) Perform duty as assigned by the Board of Directors and/or the Audit Committee.

#### Management

The Company has no permanent employees since due to employment to Premier Fission Capital Company Limited to work in accounting & finance and other supports. The Company has delegated authority and responsibility to the Chairman of the Executive Committee and Managing Director for the implementation of policies, strategies and goals of the Company.

As of 31 December 2024, the Executive Committee consists of 4 persons as follow:

- |                               |                                     |
|-------------------------------|-------------------------------------|
| 1. Ms. Wanna Kolsrichai       | Chairman of the Executive Committee |
| 2. Mrs. Duangthip Eamrungrroj | Member of the Executive Committee   |
| 3. Mrs. Pensri Dettingeng     | Member of the Executive Committee   |
| 4. Mrs. Walairat Pongjitt     | Member of the Executive Committee   |

#### Authorities and Responsibilities of Chairman of the Executive Committee

The Chairman of the Executive Committee has the authorities and responsibilities to supervise the management of the Company's affairs and its Subsidiary as assigned by the Board of Directors, including the following matters or businesses.

- 1) Consider and scrutinize policies, strategies, work plans and budgets, management structures and various administrative powers of the Company and its Subsidiary before presenting to the Board of Directors for approval.
- 2) Supervise and monitor the management of the Company and its Subsidiary to comply with approved policies, strategies, work plans and budgets to be efficient and effective.
- 3) Have the authority to execute and approve various expenditures within the scope prescribed in the authorization manuals of the Company and its Subsidiary.
- 4) Provide consultation and advice on management to senior executives.
- 5) Supervise and maintain the good core values of the organization and promote the management of the business according to the good core values of the organization and in accordance with corporate governance and risk management.
- 6) Perform other duties as assigned by the Board of Directors.

#### Authorities and Responsibilities of the Executive Committee

- 1) Plan the overall image, policy, mission or strategy, plan and budget.
- 2) Provide advice on the administration of the Company and its Subsidiary in accordance with approved policies, mission or strategies, plans and budgets.
- 3) Foster and preserve the core values of the organization and promote the management of the business in accordance with the core values of the organization.
- 4) Consider and acknowledge any other matters both related and unrelated to the management of the Company's business that the Executive Directors deem necessary or appropriate to propose for acknowledgement.
- 5) Acknowledge the internal audit report on issues related to protective measures, review and rectify problems and in case of the occurrence of damage or probable damage to the Company or its Subsidiary.
- 6) Perform any other duties assigned by the Board of Directors and/or the Audit Committee.

#### Authorities and Responsibilities of the Managing Director

The Managing Director has the authority and duty to manage the affairs of the Company as assigned by the Chairman of the Executive Committee, which includes the following matters and businesses:

- 1) Administer and/or manage the Company in accordance with its objectives, goals, and plans.

- 2) Prepare policies, strategies, plans and budgets, structure of administration and various management authorities of the Company and submit to the Chairman of the Executive Committee for consideration.
- 3) Conduct business in accordance with the approved policies, strategies, plans and budgets.
- 4) Authorized to process and approve all expenditures within the scope prescribed by the Company's authority manual.
- 5) Supervise the development of the organization and personnel to ensure quality and continuous efficiency.
- 6) Administer and monitor the Company's businesses in compliance with the core values, corporate governance and risk management of the organization.
- 7) Perform any other duties assigned by the Board of Directors and/or Chairman of the Executive Committee.

Remark: Authorities and Responsibilities of the Managing Director means the Managing Director of the Company and its Subsidiary.

The list of the executives of the Subsidiary, Datapro Computer Systems Company Limited, as of 31 December 2024, comprises 10 executives as follows:

Name

1. Ms. Wanna Kolsrichai

**Position** Chairman of the Executive Committee

2. Mr. Sidthakorn Usanno

**Position** Managing Director Enterprise Systems & Infrastructure Business

3. Mr. Chokchai Thamyutikarn

**Position** Deputy Managing Director Server & Storage Division

4. Mr. Thanavanich Jiraaszawakul

**Position** Deputy Managing Director Security Infrastructure Division

5. Mr. Worrawat Korsurat

**Position** Deputy Managing Director Delivery & IT Service Management Division

6. Mr. Wattanapong Veerakul

**Position** Deputy Managing Director

IT Managed Service & Application Managed Service Division,

Professional Multimedia Solutions Division

7. Mrs. Rawadee Chaisuksant

**Position** Deputy Managing Director Legal & Business Practice Division

8. Ms. Piyada Sooksamai

**Position** Deputy Managing Director Finance & Administration Division

9. Mrs. Chantiwa Suwanwitwaj

**Position** Deputy Managing Director Marketing & Corporate Communications Division

10. Ms. Natthakrita Skulchunnabhata

**Position** Deputy Managing Director Human Resources Management Division

## List of the highest-ranking executive and the next four executives

List of executives	Position	First appointment date	Skills and expertise
1. Ms. WANNA KOLSRICHAJ Gender: Female Age : 67 years Highest level of education : Bachelor's degree Study field of the highest level of education : Education Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	CHAIRMAN OF THE EXECUTIVE COMMITTEE (The highest-ranking executive)	12 Feb 2020	IT Management, Business Administration, Marketing

*Additional Explanation :*

*(\*) Highest responsibility in corporate accounting and finance*

*(\*\*) Accounting supervisor*

*(\*\*\*) Appointed after the fiscal year end of the reporting year*

#### 7.4.2 Remuneration policy for executive directors and executives

The Company has a policy to remunerate the directors, executive directors and executives at a level that is appropriate with consideration of the Company's performance and by comparison with companies within the same industry, as well as the appropriateness to the duties and responsibilities of each director and executive. The remuneration for the directors is in the form of regular compensation and meeting allowance while the remuneration of the executives is in the form of salary, compensation based on performance and provident fund contribution.

Does the board of directors or the remuneration committee : No  
have an opinion on the remuneration policy for executive  
directors and executives

#### 7.4.3 Remuneration of executive directors and executives

##### (1) Monetary Remuneration

###### Remuneration of Executives

1) Premier Technology Public Company Limited

- None -

2) Subsidiary: Datapro Computer Systems Company Limited

In 2024, the Company has paid management compensation for its Subsidiary: Datapro Computer Systems Company Limited, consisting of salary and compensation based on performance (excluding incentives and sales returns which constitutes selling expenses) totaling 32.69 million baht.

##### (2) Other remuneration (if any)

1) Premier Technology Public Company Limited

- None -

2) Subsidiary: Datapro Computer Systems Company Limited

The Company has provided provident funds for management and employees by the Company contributed at the percentage of salary as specified by the Company. In 2024, the Company made contributions to the provident fund for the management of Subsidiary totaling 2.22 million baht.

#### Monetary remuneration of executive directors and executives

	2022	2023	2024
Total remuneration of executive directors and executives (baht)	32,690,000.00	30,870,000.00	31,920,000.00
Total remuneration of executives (baht)	32,690,000.00	30,870,000.00	31,920,000.00

#### Other remunerations of executive directors and executives

	2022	2023	2024
Company's contribution to provident fund for executive directors and executives (Baht)	2,220,000.00	2,090,000.00	2,090,000.00
Employee Stock Ownership Plan (ESOP)	No	No	No
Employee Joint Investment Program (EJIP)	No	No	No

#### Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive directors : 0.00  
and executives in the past year

Estimated remuneration of executive directors and executives : 0.00  
in the current year

## 7.5 Information on employees

The Company assigns employees' remuneration policy depending on the operating results. As of 31 December 2024, the Subsidiary has a total of 408 employees. In 2024, the Subsidiary paid total remuneration of 599.68 million baht to its employees, which included salary, overtime pay, cost of living allowance, rewards, financial support, social security contribution, provident fund contribution, sales returned and welfare etc.

### Human Resources Development Policy

Development of concept has been focused on professional and experienced personnel where every processes of operations have been aware of responsibilities towards consumers and society as well as vision and goals in business operations that focuses on selling products and providing complete information technology services with quality, both hardware and environment, along with business operations such as providing services by selecting innovations that save energy and reduce environmental impacts, as a consequence of the Company's belief that doing business could be a part in taking care of society and the environment to be sustainable.

The Company and its subsidiary foresee employees as valuable resources and the key to achieving business goals. In addition to taking care of employees in every dimension, the Subsidiary has emphasized on continuous and consistent development and promotion of knowledge and competence for employees by creating tools, providing methods suitable for employee learning in terms of soft skills development, hard skills, and a dedicated IDP program covering core competencies, functional competencies and managerial competencies. The Subsidiary has allocated employees and executives to attend such training sessions with experts in various fields continually.

In 2024, the Subsidiary has expenses of 3.95 million baht for human resources development related to skills in information technology. Employees attended the training accounting for 83.57 percent of the total number of employees (341 persons from total employee of 408 persons). The average number of training hours for employee was 17.59 hours per person per year.

### Information on the company's employees

#### Employees

	2022	2023	2024
<b>Total employees</b> (persons)	387	404	408
Male employees (persons)	248	271	272
Female employees (persons)	139	133	136

### Number of employees by position and department

#### Number of male employees by position

	2022	2023	2024
Total number of male employees in operational level (Persons)	166	182	179
Total number of male employees in management level (Persons)	77	84	88
Total number of male employees in executive level (Persons)	5	5	5

#### Number of female employees by position

	2022	2023	2024
Total number of female employees in operational level (Persons)	103	94	92

	2022	2023	2024
Total number of female employees in management level (Persons)	32	35	40
Total number of female employees in executive level (Persons)	4	4	4

### Significant changes in the number of employees

Significant changes in number of employees over the past 3 : No  
Years

### Information on employee remuneration

#### Employee remuneration

	2022	2023	2024
<b>Total employee remuneration (baht)</b>	332,501,040.51	360,459,615.83	386,743,491.69
Total male employee remuneration (Baht)	219,946,985.06	241,772,873.38	258,601,389.82
Total female employee remuneration (Baht)	112,554,055.45	118,686,742.45	128,142,101.87

### Provident fund management policy

Provident fund management policy : Have

For welfare policy, the Company provides additional benefits for employees than those stipulated by law, such as employee provident fund and savings and credit cooperatives as a tool to motivate employees' performance and retain personnel with the Company for the long term, as well as to secure their retirement life.

### Provident fund for employees (PVD)

	2022	2023	2024
Number of employees joining in PVD (persons)	349	360	377
Proportion of employees who are PVD members (%)	89.95	89.11	92.40
Total amount of provident fund contributed by the company (baht)	20,736,297.85	22,447,785.87	23,986,002.12



## 7.6 Other significant information

### 7.6.1 Assigned person

#### List of persons assigned for accounting oversight

##### Person who is directly responsible for overseeing the accounting

The Company has appointed Ms. Piyada Sooksamai to be the person who is directly responsible for overseeing the accounting and financial work, detail is shown in Attachment 1.

General information	Email	Telephone number
1. Ms. Piyada Sooksamai	piyada.s@dcg.premier.co.th	026848400

#### List of the company secretary

##### Company Secretary

The Board of Directors has appointed Ms. Kulthida Verathaworn as Company Secretary from 17 May 2021 to be responsible for the shareholders' meeting, the Board of Directors' meeting and other sub-committees, as well as support the implementation of corporate governance to be in accordance with the good corporate governance standard. In this regard, the profile of Ms. Kulthida Verathaworn is shown in Attachment 1. The Company Secretary shall have the following qualifications and responsibilities:

##### Qualifications

- 1) Must possess basic knowledge of the principles of laws and regulations of regulatory agencies related to the Public Company Limited Act and Securities and Exchange Act.
- 2) Must possess knowledge and understanding of the principles of good corporate governance and the good practices in corporate governance.
- 3) Must possess knowledge in the various businesses of the Company and good communication skills, which are supplementary qualifications that assist the Company Secretary in performing his duties efficiently.

##### Roles and Responsibilities

The main roles and responsibilities of the Company Secretary are to support the Board of Directors regarding regulatory requirements. The specific roles and responsibilities of the Company Secretary include the following duties:

- 1) Undertake arrangement for meetings of the shareholders, the Board of Directors and related committees appointed by the Board in accordance with the laws, the Company's Articles of Association, Board and Committee charters, and best practices.
- 2) Inform the related executives of the resolutions and policies of the Board of Directors and shareholders, and monitor the implementation through the Chairman of the Executive Committee of such resolutions and policies.
- 3) Provide advice and preliminary recommendations to the Board of Directors and the sub-committees appointed by the Board on statutory matters, regulatory practices and desirable practices related to corporate governance.
- 4) Ensure that the Company Secretary's unit is the center for corporate data, such as the juristic person registration certificate, Memorandum of Association, Articles of Association, shareholder's register and licenses for various types of businesses.
- 5) Supervise the disclosure of information and reports under his responsibility to the regulatory agencies in accordance with the law, regulation and policy on the disclosure of information and news of the Company.
- 6) Contact and communicate with the general shareholders to inform them of their various rights.
- 7) Provide news and information to the directors on issues related to the business operations of the Company to support them in the execution of their duties.
- 8) Arrange for advice to be provided to the newly appointed directors.

##### Company Secretary contact information

Telephone : 0-2301-2071

Facsimile : 0-2748-2063

E-mail : [Kulthida.v@pfc.premier.co.th](mailto:Kulthida.v@pfc.premier.co.th)

General information	Email	Telephone number
1. Ms. Kulthida Verathaworn	kulthida.v@pfc.premier.co.th	023012071

## List of the head of internal audit or outsourced internal auditor

### Head of Internal Auditor

The Company has appointed Mr. Teeraded Srithongphim, Director of Internal Audit, is the person who in charge of reviewing and evaluating the internal control system, plan the internal audit with direct report to the Audit Committee. The biography of Mr. Teeraded Srithongphim appears in Attachment 3.

General information	Email	Telephone number
1. Mr. Teeraded Srithongphim	teeraded.s@pfc.premier.co.th	023011154

## List of the head of the compliance unit

### Employment of Management and Business Consultant

The Company and its Subsidiary have engaged Premier Fission Capital Company Limited (PFC) to provide management and administrative support services to the Company and its Subsidiary under a management and business consultancy agreement. The objective of such hiring is the separation of tasks (outsourcing) in order to employ the services of the centralized unit of the Premier Group, which is a type of centralization and cost sharing according to the size and volume of transactions of each company, in order to reduce overall costs from the Company having to recruit more personnel to handle all aspects of the support functions.

#### The scope of services covers various areas as follows:

Management and governance of the business and support of strategies and business innovations to achieve the goals of each organization, operation of the business in accordance with the core values of the organization and in compliance with relevant rules and legal requirements, and provision of personnel with ability and expertise to serve as directors and executives in each organization serviced.

Consulting services where counsel is provided to the organizations in all aspects related to business operation of the enterprises, including planning, determining business strategies, financial planning, compliance with relevant laws on human resources management, office administration and corporate communication together with provision of knowledge in various areas to develop the knowledge base of officers within the organizations.

Services on education, analysis, planning and work to the organizations in order that the business operations achieve the goals and are in accordance with various relevant rules and regulations or in case where such matters require specialized expertise such as internal audit, corporate governance, compliance with laws related to The Stock Exchange of Thailand, litigation, company register, accounting and taxation, information service, including management of funding sources of the businesses and in contacting financial institutions.

Services on internal audit under the International Professional Practice Framework (IPPF) aiming to add value and improve operational efficiency to support operations to achieve objectives and goals.

Service on building management offering guidance to tenants on the decoration and improvement of rental spaces, preparing and managing budgets, and overseeing services related to safety, cleanliness, hygiene, and various building systems, ensuring compliance with relevant standards and legal requirements.

However, the agreement with PFC is considered a related transaction that may have conflict of interest. The Company must strictly adhere to its policy, measure and procedure for related transactions. In addition, if PFC proposes to amend the terms of the agreement or the basis for calculating the fees payable by the Company and its Subsidiary, the Company shall always present the proposed amendments to the Audit Committee for consideration and approval prior to entering into a new agreement.

## 7.6.2 Head of investor relations

Does the Company have an appointed head of investor relations : Yes

### List of the head of investor relations

General information	Email	Telephone number
1. Mrs. Chantiwa Suwanwitwaj	ircontact@premier-technology.co.th	0-2684-8405

## 7.6.3 Company's auditor

The Company and its Subsidiary paid remuneration for the audit to EY Office Ltd., the audit firm.

EY Office Limited is auditors approved by The Securities and Exchange Commission, Thailand and the Annual General Meeting of Shareholders for the year 2024, to be independent auditors to review and express opinions on the financial statements of the Company, reliable and have no relationship or interest with the Company / Subsidiary / directors / executives / major shareholders or any person related to such person.

The audit fee paid to the auditor in the past financial year is as follows:

#### Details of the company's auditor

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
EY OFFICE LIMITED 33RD FLOOR, LAKE RAJADA OFFICE COMPLEX, 193/136-137 RAJADAPISEK ROAD KHLONG TOEI KHLONG TOEI Bangkok 10110 Telephone +66 2264 9090	620,000.00	-	1. Mr. CHATCHAI KASEMSRITHANAWAT Email: chatchai.kasemsrithanawat@th.ey.com License number: 5813

#### 7.6.4 Assigned personnel in case of a foreign company

Does the company have any individual assigned to be : No  
representatives in Thailand

## 8. Report on key operating results on corporate governance

### 8.1 Summary of duty performance of the board of directors over the past year

#### 8.1.1 Selection, development and evaluation of duty performance of the board of directors

##### Information about the selection of the board of directors

##### List of directors whose terms have ended and have been reappointed

List of directors	Position	First appointment date of director	Skills and expertise
Mr. SURADEJ BOONYAWATANA	Director (Non-executive directors)	22 Mar 2005	Risk Management, Corporate Management, Governance/ Compliance, Engineering
Mr. PIROM CHAMSAI	Director (Non-executive directors, Independent director)	22 Apr 2015	Audit, Internal Control, Engineering, Business Administration

##### Selection of independent directors

##### Criteria for selecting independent directors

The Board of Directors or the shareholders' meeting (depending on the case) shall appoint independent directors to join the Company's Board of Directors. The Company has a policy that not less than one-third of the Board must be independent directors and that it must have at least 3 independent directors. Currently, the Company has 3 independent directors including Mr. Pirom Chamsai, Mrs. Suphasri Sutanadhan and Mr. Surapol Srangsomwong.

The Company has defined an independent director as specified in the regulations of The Securities and Exchange Commission, Thailand and The Stock Exchange of Thailand according to notification Tor Jor. 4/2552 of the Capital Market Supervisory Board dated 20 February 2009 regarding the qualifications of the independent director. Independent director means a director who has the following qualifications:

1. Must not hold more than 1 percent of all shares with voting rights of the Company, its parent Company, a Company's Subsidiary, an affiliated Company, major shareholder or a controlling person of the Company. This shall also include shareholding by related persons of the independent director.

2. Must not be or have been either a director with management authority, an employee, a staff, a consultant on retainer or a controlling person of the Company, unless relieved of such characteristics for not less than 2 years prior to appointment. Such prohibited characteristic shall not include independent directors who are former government officials or consultants to a government agency that is a major shareholder or a controlling person of the Company.

3. Not being a person related by blood or by legal registration as a father, mother, spouse, sibling and child, including spouse of children of the executive, a major shareholder, a controlling person of the Company or any person that has been nominated as an executive or controlling person of the Company or its Subsidiary.

4. Neither having nor used to having a business relationship with the Company, its parent Company, the Company's Subsidiary, affiliated Company, major shareholder or controlling person of the Company in a manner which may impede his independent judgment. Neither being nor used to being a principal shareholder or a controlling person of any person having a business relationship with the Company, its parent company, the Company's Subsidiary, affiliated Company, major shareholder or controlling person of the Company unless relieved of such characteristics for not less than two years prior to the date of appointment as an independent director.

The business relationship under the first paragraph includes normal business transactions for rental or lease of immovable property, transactions related to assets or service or the granting or receipt of financial assistance through the receipt or extension of loans, guarantees, provision of asset as collateral, and other similar actions that result in the Company or its counterparty being subject to indebtedness payable to the other party of 3 percent or more of the Company's net tangible

assets, or of 20 million baht or more, whichever is the lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions specified in the notification of the Capital Market Supervisory Board concerning rules on connected transactions *mutatis mutandis*. However, in the consideration of such indebtedness, any indebtedness that occurred during the course of one year prior to the commencement date of the business relationship with the same person shall also be included.

5. Neither being nor used to being an auditor of the Company, its parent Company, Company's Subsidiary, affiliated Company, major shareholder or controlling person of the Company, and not being a principal shareholder, controlling person or partner of an audit firm that employs the auditors of the Company, its parent company, the Company's Subsidiary, an affiliated company, a major shareholder or a controlling person of the Company unless relieved of such characteristics for not less than 2 years prior to the date of appointment as an independent director.

6. Neither being nor used to being a provider of any professional service, including legal counselor or financial advisor, who receives a service fee exceeding 2 million baht per year from the Company, its parent company, the Company's Subsidiary, an affiliated company, a major shareholder or a controlling person of the Company, and not being a principal shareholder, a controlling person or a partner of the provider of professional service unless relieved of such characteristics for not less than 2 years prior to the date of appointment as an independent director.

7. Not being a director appointed as a representative of the Company's director, a major shareholder or a shareholder who is related to the major shareholder.

8. Not operate any business of the same nature as and is in significant competition with the business of the Company or its Subsidiary or not being a principal partner in a partnership or being an executive director, an employee, a staff, a consultant on retainer or holding more than 1 percent of all shares with voting rights of any other company operating a business of the same nature as and is in significant competition with the business of the Company or its Subsidiary.

9. Not having any other characteristic that impedes the ability to render independent opinions regarding to the Company's operations.

## Business or professional relationships of independent directors over the past year

Business or professional relationships of independent : No  
directors over the past year

## Selection of directors and the highest-ranking executive

### A. Board of Directors

In the selection of directors, the entire Board of Directors, except those with conflicts of interest, performs duties for the Nomination Committee to identify and select qualified candidates for nomination to the Board of Directors for its approval. The Board of Directors would then nominate the selected candidates to the shareholders' meeting for election and appointment. The appointment of the Company's directors will be in line with the criteria prescribed in the Company's Articles of Association as follows:

1. The Board of Directors of the Company will comprise not less than 5 members whose appointment has been approved by the shareholders' meeting and not less than half of the directors must reside in Thailand.

2. The shareholders' meeting elects the directors according to the following criteria and procedures:

(1) Each shareholder shall be entitled to one share to one vote.

(2) Each shareholder must exercise all his votes under (1) above to elect one or more nominees to be directors but may not divide the votes among several nominees.

(3) Nominees who receive the largest number of votes in descending order shall be elected as directors equal to the number of directors to be elected at that time. In the event of that the nominees elected in subsequent order receives equal votes and the number of directors to be elected at that time is exceeded, the chairman of the meeting shall cast the deciding vote.

3. At every Annual General Meeting of Shareholders, one-third of the directors shall retire. If one-third is not a round number, the number closest thereto shall be the applicable number.

The directors to vacate office within the first and the second year following Company registration shall draw lots. In subsequent years, the directors serving the longest shall retire. The directors who retire by rotation are eligible for re-election by the shareholders.

4. Any director who wishes to resign from office shall submit a letter of resignation to the Company. The resignation shall be effective on the date that the Company receives the letter. The director may notify the Registrar of his resignation.

5. In the event that a position of director becomes vacant for any reason other than the end of the office term, the Board of Directors shall appoint any individual with the characteristics prescribed by law to be a new director at the next Board meeting, except if the remaining office term is less than 2 months. The replacement director shall hold office only for the remainder of the office term of the

director whom he replaces.

The resolution of the Board of Directors pursuant to the first paragraph must consist of votes of not less than three-fourths of the number of remaining directors.

6. The shareholders' meeting may vote to remove any director from office before the end of term with a resolution of not less than three-fourths of the total votes of shareholders present and eligible to vote and altogether holding not less than one-half of the total number of all shares held by the shareholders present and eligible to vote at that meeting.

#### **B. Audit Committee**

The Board of Directors appoints at least 3 members to serve as the Audit Committee of the Company. Each member of the Audit Committee must be an independent director and must possess the qualifications stipulated by the securities and exchange laws, as well as relevant notifications, regulation and/or rules of the Stock Exchange of Thailand that prescribes the qualifications and scope of duties and responsibilities of the Audit Committee.

#### **C. Executives**

The Company has a policy to recruit executives through the selection of persons who possess knowledge, capability, skills and experience beneficial for the Company's operations, fully understands the Company's business and is capable of managing the business to achieve the objectives and goals set by the Board of Directors. Selections are made in accordance with the human resources regulations and must be approved by the Board of Directors and/or any person assigned by the Board of Directors.

### **Method for selecting directors and the highest-ranking executive**

Method for selecting persons to be appointed as	:	Yes
directors through the nomination committee		
Method for selecting persons to be appointed as the	:	Yes
highest-ranking executive through the nomination committee		

### **Rights of minority shareholders on director appointment**

The Board of Directors has established procedures for minority shareholders to nominate candidates to serve as directors and to provide supporting information regarding the candidates' qualifications and their consent in advance of the shareholders' meeting date. The rules for nomination are as per the following topics:

- 1) Nomination channel is by submitting a letter to the Board of Directors.
- 2) Nomination period is from 1 January to 31 December of every year.
- 3) Supporting information for consideration, such as detailed information on the qualifications of the proposed candidates, the candidates' letters of consent, etc.
- 4) The Board of Directors informs the shareholders of the rules for nomination candidates through the dissemination channels of The Stock Exchange of Thailand and through the Company's website.
- 5) The Board of Directors considers the qualifications of the candidates proposed by the minority shareholders according to the criteria set by the Company.
- 6) The Company Secretary informs the shareholders who proposed candidates of the Board of Directors' decision and its reasoning and the Chairman informs the shareholders' meeting.

Method of director appointment	:	Method whereby each director requires approval votes more than half of the votes of attending shareholders and casting votes
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### **Information on the development of directors**

1. The Board of Directors encourages and facilitates training and educating for those involved in corporate governance of the Company, such as directors, members of the Audit Committee, executives, the Company Secretary, etc., to assist them to continuously improve their performance. Training and educating can be done internally or through the use of the services of external institutions.
2. The Board of Directors determines the orientation for all new directors to build the understanding in the Company's business and the implementation of various aspects in order to prepare for the performance of the Directors. The Company Secretary is the coordinator of the various matters such as business structure, board structure, scope of duties, related laws, business introduction, operation guidelines, etc.

3. The Board of Directors has established a personnel development policy for directors and executives and it has been disclosed in the Company's Annual Registration Statement (Form 56-1 One Report).

4. The Board of Directors assigns the Managing Director to present them with the Company's succession plan at least once a year. The Managing Director and senior executives have prepared continuous succession plans in case they cannot perform their duties.

### **Development of directors over the past year**

## Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
1. Mr. VICHIE PHONGSATHORN Chairman of the board of directors	Non-participating	-
2. Mr. SURADEJ BOONYAWATANA Director	Participating	Other <ul style="list-style-type: none"> <li>• 2024: How to move Sustainable Supply Chain “How to select a awaste processor for risk reduction and standardization” 2024</li> <li>• 2024: CMA Refresher Course EP: Cyber Security</li> <li>• 2024: Director’ s Briefing 7/2024 : Essential Innovation Metrics for Board Members</li> <li>• 2024: Adjust Thailand towards a low carbon economy and societyIndependent Directors Forum 2024 in article “Maximizing Board Effectiveness: The Role of Lead Independent Directors in Thai Business</li> <li>• 2024: The Economic of Balancing Today and Tomorrow</li> </ul>
3. Ms. WANNA KOLSRICHA Director	Non-participating	-
4. Mr. PIROM CHAMSAI Director	Participating	Other <ul style="list-style-type: none"> <li>• 2024: “Summary of changes in laws, important regulations and technological advances” and “Discussion – Challenges for Audit Committees in Corporate Governance under Uncertainty”</li> </ul>
5. Mrs. DUANGTHIP EAMRUNGROJ Director	Non-participating	-
6. Mr. SURAPOL SRANGSOMWONG Director	Participating	Other <ul style="list-style-type: none"> <li>• 2024: “Summary of changes in laws, important regulations and technological advances” and “Discussion – Challenges for Audit Committees in Corporate Governance under Uncertainty”</li> <li>• 2024: Independent Directors Forum 2024 “Maximizing Board Effectiveness: The Role of Lead Independent Directors in Thai Business” by IOD</li> </ul>
7. Mrs. SUPHASRI SUTANADHAN Director	Participating	Other <ul style="list-style-type: none"> <li>• 2024: “Summary of changes in laws, important regulations and technological advances” and “Discussion – Challenges for Audit Committees in Corporate Governance under Uncertainty”</li> </ul>
8. Mrs. WALAIRAT PONGJITT Director	Participating	Other <ul style="list-style-type: none"> <li>• 2024: TLCA CFO CPD No.2/2024 in article Economic Update for CFO</li> <li>• 2024: TLCA CFO CPD No.3/2024 in article “Tax Governance”</li> <li>• 2024: TLCA CFO CPD No.6/2024 in article “Cybersecurity &amp; Risk Management for CFOs”</li> <li>• 2024: TLCA CFO CPD No.8/2024 in article How AI will transform the CFO’s role</li> </ul>



## Information on the evaluation of duty performance of directors

### Criteria for evaluating the duty performance of the board of directors

1. The Board of Directors and the sub-committees conduct self-assessment of its performance at least once a year so that the Board of Directors and the sub-committees can collectively consider its performance and problems for further improvement by setting a benchmark for systematic comparison with its performance.

2. The Board of Directors' performance evaluation is in form of both the group and individual while the sub-committees' evaluation is in the entire group only. Such evaluation's criteria and procedures have been disclosed in the Annual Registration Statement (Form 56-1 One Report).

3. The Board of Directors assesses the performance of the Chairman of the Executive Committee or the highest ranking executive of the Company regularly every year for use in determining the remuneration. The criteria for the assessment is in accordance with the rules for the assessment specified by The Stock Exchange of Thailand.

For the Board self-assessment process, the Company Secretary sends the evaluation form mentioned above to all directors in November and respond within 15 December of every year. After that, the Company Secretary will collect and report the results of the evaluation in comparison with the previous year to the next Board of Directors' Meeting to acknowledge and improve the work to be more effective.

For the Board self-assessment criteria, the Company has evaluated the performance of the entire committee and evaluate the performance of individual by using the method of 5 level scoring for each topic, which are:

- 0 = Strongly disagree or there has been no implementation of the matter,
- 1 = Disagree or there has been little implementation of the matter,
- 2 = Agree to a limited extent or there has been initial implementation of the matter,
- 3 = Mostly agree or there has been progressive implementation of the matter,
- 4 = Strongly agree or there has been complete implementation of the matter.

The evaluation topics consist of 6 main topics, which are:

- 1. Structure and qualification of the Board
- 2. Roles, duties and responsibility of the Board
- 3. Board meetings
- 4. Dynamics of the performance of the Board
- 5. Relationship with the management division
- 6. Development of directors

### Evaluation of the duty performance of the board of directors over the past year

The results of the 2024 performance appraisal for the entire Board of Directors in an overview of 6 topics, summarizing the overall average score is in the strongly agree criteria.

#### 8.1.2 Meeting attendance and remuneration payment to each board member

In 2024, remuneration was paid to the directors of the Company, in the form of meeting allowance and director's reward for the number of attendance and paid regular compensation to the Audit Committee in the form of meeting for the number of attendance allowance as follows:

### Meeting attendance of the board of directors

#### Meeting attendance of the board of directors

Number of the board of directors meeting over the past	:	4
year (times)		
Date of AGM meeting	:	22 Apr 2024
EGM meeting	:	Yes
Date of the EGM over the past year (1st time)	:	27 Nov 2024

## Details of the board of directors' meeting attendance

List of directors	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
1. Mr. VICHIE PHONGSATHORN (Chairman of the board of directors)	4	/	4	1	/	1	1	/	1
2. Mr. SURADEJ BOONYAWATANA (Director)	4	/	4	1	/	1	1	/	1
3. Ms. WANNA KOLSRICHA (Director)	4	/	4	1	/	1	1	/	1
4. Mr. PIROM CHAMSAI (Director, Independent director)	4	/	4	1	/	1	1	/	1
5. Mrs. DUANGTHIP EAMRUNGROJ (Director)	4	/	4	1	/	1	1	/	1
6. Mr. SURAPOL SRANGSOMWONG (Director, Independent director)	4	/	4	1	/	1	1	/	1
7. Mrs. SUPHASRI SUTANADHAN (Director, Independent director)	4	/	4	1	/	1	1	/	1
8. Mrs. WALAIRAT PONGJITT (Director)	4	/	4	1	/	1	1	/	1

## Remuneration of the board of directors

### Types of remuneration of the board of directors

#### Meeting Allowance of the Board of Directors

- Chairman	(baht/time)	22,500
- Director	(baht/person/time)	17,500

#### Meeting Allowance of the Audit Committee

- Chairman of the Audit Committee	(baht/time)	22,500
- Audit Committee	(baht/person/time)	17,500

#### Meeting Allowance of the Corporate Governance and Risk Oversight Committee

- Chairman of the Corporate Governance	(baht/time)	13,500
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- and Risk Oversight Committee
- Member of the Corporate Governance and Risk Oversight Committee (baht/person/time) 11,000

**Regular Compensation**

- Chairman (Baht/year) 320,000
- Chairman of the Audit Committee (baht/year) 355,000
- Audit Committee (baht/person/year) 320,000
- Other Director (baht/person/year) 250,000
- Other special benefits and any other benefits -None-

**Remuneration of the board of directors**

**Details of the remuneration of each director over the past year**

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
<b>1. Mr. VICHIE PHONGSATHORN</b> (Chairman of the board of directors)			0.00		0.00
Board of Directors	0.00	0.00	0.00	No	
<b>2. Mr. SURADEJ BOONYAWATANA</b> (Director)			0.00		0.00
Board of Directors	0.00	0.00	0.00	No	
Corporate Governance and Risk Oversight Committee	0.00	0.00	0.00	No	
<b>3. Ms. WANNA KOLSRICHA</b> (Director)			0.00		0.00
Board of Directors	0.00	0.00	0.00	No	
<b>4. Mr. PIROM CHAMSAI</b> (Director)			515,000.00		0.00
Board of Directors	70,000.00	355,000.00	425,000.00	No	
Audit Committee	90,000.00	0.00	90,000.00	No	
<b>5. Mrs. DUANGTHIP EAMRUNGROJ</b> (Director)			0.00		0.00

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Board of Directors	0.00	0.00	0.00	No	
<b>6. Mr. SURAPOL SRANGSOMWONG (Director)</b>			<b>460,000.00</b>		<b>0.00</b>
Board of Directors	70,000.00	320,000.00	390,000.00	No	
Audit Committee	70,000.00	0.00	70,000.00	No	
<b>7. Mrs. SUPHASRI SUTANADHAN (Director)</b>			<b>460,000.00</b>		<b>0.00</b>
Board of Directors	70,000.00	320,000.00	390,000.00	No	
Audit Committee	70,000.00	0.00	70,000.00	No	
<b>8. Mrs. WALAIRAT PONGJITT (Director)</b>			<b>0.00</b>		<b>0.00</b>
Board of Directors	0.00	0.00	0.00	No	
<b>9. Mr. Somchai Choonharas (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
Corporate Governance and Risk Oversight Committee	0.00	0.00	0.00	No	
<b>10. Mrs. Pensri Dettingeng (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
Corporate Governance and Risk Oversight Committee	0.00	0.00	0.00	No	

#### Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	210,000.00	995,000.00	1,205,000.00
2. Audit Committee	230,000.00	0.00	230,000.00

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
3. Corporate Governance and Risk Oversight Committee	0.00	0.00	0.00

### Remunerations or benefits pending payment to the board of directors

Remunerations or benefits pending payment to the : 0.00  
board of directors over the past year  
(Baht)

### 8.1.3 Supervision of subsidiaries and associated companies

The Company has a policy for its Subsidiary to adhere to and comply with the corporate governance principles of the Company according to the guidelines set by the Company. It is set in the authorization manual of the Subsidiary that important operations or material transactions must first be approved by the Company's Board of Directors. In addition, a large number of directors of the Subsidiary are also directors of the Company and, therefore, the various operations of the Subsidiary will largely take into consideration and adhere to the guidelines for operation of the Company.

### Mechanism for overseeing subsidiaries and associated companies

Does the Company have subsidiaries and associated : Yes  
companies

Mechanism for overseeing subsidiaries and associated : Yes  
companies

Mechanism for overseeing management and taking : The determination of the scope of duties and responsibilities of directors  
responsibility for operations in subsidiaries and and executives as company representatives in establishing important  
associated companies approved by the board of policies, Disclosure of financial condition and operating results, Transactions  
directors between the company and related parties, Internal control system of the  
subsidiary operating the core business is appropriate and sufficient in the  
subsidiary operating the core business

The Chairman of the Executive Committee has authority and duties in supervision and management of the Company's subsidiaries in accordance with the authority and responsibility of the Chairman of the Executive Committee (7.4.1)

### 8.1.4 The monitoring of compliance with corporate governance policy and guidelines

#### Prevention of conflicts of interest

### Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of : Yes  
interest over the past year

The Board of Directors has established a policy on related transactions and items that may have conflicts of interest as written. These are included in the corporate governance policy and the Code of Conduct. The Company has a policy to follow the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Act for the best interests of the Company. It is the duty of personnel at all levels to consider resolving conflicts of interest prudently, adhering to the principle of honesty, rationale, and independence within the framework of good ethics

### Number of cases or issues related to conflict of interest

	2022	2023	2024
Total number of cases or issues related to conflict of interest (cases)	0	0	0

## Prevention of the use of inside information to seek benefits

### Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of : Yes  
inside information to seek benefits over the past year

The Company supervises and protects against the use of insider information according to the good corporate governance principles, as well as requires the directors and executives to disclose information on their interests and those their related parties. The Company has the following guidelines:

1) Set policies regarding the safe-guarding of the information system in order to maintain the standard of the work system, computer system, and information and communication system, which are important in the creation of a control system of quality.

2) Set policies regarding trade secrets and intellectual properties. The Company has entered into confidentially agreements with its employees, contractors, suppliers / service providers and visitors of the Company to prevent disclosure of information or news of the Company and its Subsidiary that are confidential. In addition, the employees are prohibited from infringement of the intellectual property rights of others.

3) The Board of Directors has set in writing the procedures for use of insider information to promote transparency, equality and fairness equally to all shareholders and to prevent the use of such non-public information for personal gains, as well as avoid criticism regarding the appropriateness of the trading of the Company's stocks. The directors, executives and employees of the Company must protect the secret and/or insider information of the Company and may not disclose or use such information, directly or indirectly, for personal gains for oneself or others. They must not trade, transfer or receive stocks of the Company by using the Company's secret and/or insider information except where the information has been made public and must not enter into any transaction by using the Company's secret and/or insider information, which may directly or indirectly cause losses to the Company. They are also prohibited from trading, transferring or receiving the Company's stocks for a period of 1 month before the financial statements were disclosed and within 2 working days after the said disclosure. This requirement includes spouses and minor children of the directors, executives and employees of the Company. Violators of the requirements will be punishable according to the Company's disciplinary rules and/or the law depending on the case.

4) The Company has advised the directors and executives of their duty to report on their shareholding in the Company. In the case where the director or executive trades in the Company's stocks, they must also report their stock holding and the holdings of their spouses and minor children of the stocks of the Company as prescribed by Section 59 of the Securities and Exchange Act B.E. 2535 within 3 working days to the Securities and Exchange Commission, Thailand for further dissemination to the public. The Company also requires the directors and executives to report their stock holding to the Board or person who has been designated by the Board on a quarterly basis, including the disclosure by the Board of Directors meeting and the Annual Registration Statement (Form 56-1 One Report).

5) The Board of Directors has set guidelines and procedures for reporting the interest of directors and executives as prescribed by Section 89/14 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and notification Tor Jor. 2/2552 of the Capital Market Supervisory Board.

### Number of cases or issues related to the use of inside information to seek benefits

	2022	2023	2024
Total number of cases or issues related to the use of inside information to seek benefits (cases)	0	0	0

## Anti-corruption action

### Operations in anti-corruption in the past year

Has the company operated in anti-corruption over the : Yes  
past year

Form of operations in anti-corruption : Review of appropriateness in anti-corruption, The participation in anti-corruption projects, Assessment and identification of corruption risk, Communication and training for employees on anti-corruption policy and guidelines, The monitoring of the evaluation of compliance with the anti-corruption policy

The Company emphasizes in Good Corporate Governance and ensure to manage under the Corporate Governance Framework that are transparent and accountability for the best interest of all stakeholders. The Company has also set the “Anti-Fraud and Corruption” policy and informed the Executives and employees of all level to adhere and practice in accordance with the policy. There are scope of anti-fraud and corruption management system that covered every steps and every working process of the Company and its Subsidiary that involved with the business, procurement, employ, distribute, supply and other operating procedure where there is risk of fraud and corruption. The Company was certified as a member of the Private Sector Collective Action Against Corruption (CAC) on 4 July 2014 and was certified for renewal of membership of the Private Sector Collective Action Against Corruption for the first time on 25 May 2017, the second time on 30 June 2020, and the third time on 30 June 2023. In addition, the Subsidiary, Datapro Computer Systems Company Limited was certified as a member of the Private Sector Collective Action Against Corruption by the Private Sector Collective Action Coalition Against Corruption Committee (CAC) on 31 March 2024.

In 2024, the Subsidiary has developed the “Anti-Corruption Policy” course for the orientation of new employees, incorporating video presentations and lectures conducted by the Human Resources Department. An “Anti-Corruption Policy” e-Learning course was also introduced, requiring all employees to complete the training independently via the Subsidiary’s intranet system, followed by a post-course assessment. Employees across all subsidiary departments can access this course through the Company’s internal network, enabling the Subsidiary to monitor employee participation as planned.

In this regard, the Company has clearly defined the responsibility of management as follows:

#### 1. Management Commitment

The Company is committed to push forward the anti-fraud and corruption measure system into the operating process and adjust management system to be transparent in accordance with the corporate governance principles. By doing so, Chairman of the Executive Committee has established policies and are committed to operate the business without fraud and corruption, which is in accordance with the regulations of anti-corruption measure, as well as a complete promote of the resources. The Company has clarified and made understanding with all employees in the consumer good business line and related external parties to realize the importance in operating each procedure transparently to be in line with the regulations, policy and requirements of laws and other related regulations.

#### 2. Anti-Corruption Policy

- The directors, management and employees of the Company and its business lines are prohibited from performing, accepting or supporting corruption in any form, whether directly and/or indirectly. This shall be applicable to all companies in the consumer products business line, including all related contractors and sub-contractors. Regular reviews on compliance with the anti-corruption policy shall be made, as well as reviews on implementation to ensure compliance with the policy, practices, regulations, rules, notifications, laws and business changes.
- The anti-corruption standard is part of business operation and it is the duty and responsibility of the Company’s board of Directors, management, supervisors, employees at all levels and suppliers or sub-contractors to express their opinion regarding the practice on the implementation of the anti-corruption actions to ensure achievement of compliance with the policy set.
- The Company formulates its anti-corruption measures in accordance with related laws, including the principles of moral. Risk assessment was conducted on activities that are related or at risk for corruption and the results were used in preparing the operating guidelines for all related parties.
- The Company does not offer or support bribery in any form in all activities under its supervision, including supervision of charitable contributions, political contributions, and the offer of gifts in business transactions, and supports various activities with transparency and without the intention of convincing officials of the government or private

sector to undertake inappropriate actions.

- The Company has appropriate internal control with regular reviews in order to prevent improper practices by employees, especially in sales, marketing and procurement.
- The Company provides knowledge on anti-corruption to its directors, management and employees to promote integrity, honesty and sense of responsibility in fulfilling their duties, and to show the Company's commitment.
- The Company has in place mechanisms for transparent and accurate financial reporting.
- The Company has provided a variety of communication channels for employees and stakeholders to raise concerns and report suspicious circumstances with confidence of being protected from punishment, unfair transfer or harassment in any way, as well as appoint person(s) to investigate and monitor the complaints.

## Number of cases or issues related to corruption

	2022	2023	2024
Total number of cases or issues related to corruption (cases)	0	0	0

## Whistleblowing

### Operations related to whistleblowing over the past year

Has the company implemented whistleblowing : Yes  
procedures over the past year

#### Policy for Whistleblowing and violations of human rights

The Company requires that executives at all levels assume responsibility for ensuring that employees under their supervision acknowledge, understand and comply rigorously with the code of conduct and policy/regulations/requirements of the Company, the principles of good corporate governance and various laws. The Company has determined the procedures for consideration and investigation of grievances or complaints that are systematic, transparent and accountable so that the complainants will have trust and confidence in a fair investigation process.

In order to treat all stakeholders equally and with fairness, the Company has set up channels for whistle-blowing, complaints, suggestions or recommendations that indicate that the stakeholders are affected or are at risk of being affected by any action that may cause damages for all groups of stakeholders arising from its business operations or violation of laws, rules, regulations and the code of conduct by its employees, as well as behaviors that may indicate fraud, unfair treatment, or careless or reckless actions. Whistle-blowing or filing of complaints together with details and evidence can be made through the following channels:

- Audit Committee
- Company Secretary  
Premier Technology Public Co., Ltd.  
No.1 Premier Corporate Park, Soi Premier 2, Srinakarin Road  
Nong-bon, Prawet, Bangkok 10250  
Telephone: 0-2301-2071  
Facsimile: 0-2748-2063  
E-mail: [kulthida.act@pt.premier.co.th](mailto:kulthida.act@pt.premier.co.th)

Once the Company has been notified of the clues / complaints / comments / suggestions, the Company will collect data, process, investigate and set measures to mitigate the damage to the affected people, taking the overall trouble into consideration. After that, the person responsible for the matter has the duty to follow up on the results and report to the recipients of the clues / complaints / comments / suggestions and the whistleblowers of clues / complaints / comments / suggestions, as well as report the results to the Audit Committee and / or the Board of Directors, as the case may be.

To protect the rights of whistleblowers of clues / complaints / comments / suggestions or those who cooperate in fact investigation, including employees, customers, and persons who are hired to work for the Company or other stakeholders, the Company will not disclose any other information of the whistleblowers of clues / complaints / comments / suggestions or those who cooperate in fact investigation, of which shall have a protection of rights and other protections according to law or the



guidelines determined by the Company.

In 2024, the Company did not have any significant disputes with stakeholders, as well as directors that there were no news/no cases of being fined, accused, or civil or criminal action taken by regulatory agencies. Additionally, there were no cases of misconduct arising from ethical issues that violated the rules and regulations which were considered serious offenses and were considered by the regulatory agency.

#### Number of cases or issues related to whistleblowing

	2022	2023	2024
Total number of cases or issues received through whistleblowing channels (cases)	0	0	0

## 8.2 Report on the results of duty performance of the audit committee in the past year

### 8.2.1 Meeting attendance of audit committee

Meeting attendance of audit committee (times) : 5

List of directors	Meeting attendance of audit committee		
	Meeting attendance (times)	/	Meeting attendance rights (times)
1 Mr. PIROM CHAMSAI (Chairman of the audit committee)	5	/	5
2 Mr. SURAPOL SRANGSOMWONG (Member of the audit committee)	5	/	5
3 Mrs. SUPHASRI SUTANADHAN (Member of the audit committee)	5	/	5

### 8.2.2 The results of duty performance of the audit committee

The Performance of the Audit Committee is shown in Attachment 6.

## 8.3 Summary of the results of duty performance of subcommittees

### 8.3.1 - 8.3.2 Meeting attendance and the results of duty performance of subcommittees

#### Meeting attendance Corporate Governance and Risk Oversight Committee

The Corporate Governance and Risk Oversight Committee as of 31 December 2024

Meeting Corporate Governance and Risk : 4  
Oversight Committee (times)

List of Directors	Meeting attendance Corporate Governance and Risk Oversight Committee		
	Meeting attendance (times)	/	Meeting attendance right (times)
1 Mr. SURADEJ BOONYAWATANA (The chairman of the subcommittee)	4	/	4
2 Mr. Somchai Choonharas (Member of the subcommittee)	4	/	4
3 Mrs. Pensri Dettingeng (Member of the subcommittee)	4	/	4

#### The results of duty performance of Corporate Governance and Risk Oversight Committee

The results of the Corporate Governance and Risk Oversight Committee 's performance are detailed in the Report of Corporate Governance and Risk Oversight Committee as shown in Attachment 7.

## 9. Internal control and related party transactions

### 9.1 Internal control

The Board of Directors of the Company and its Subsidiary has continuously placed importance on the internal control system, covering all aspects of reporting, performance, implementation in accordance with the relevant laws, rules and regulations in accordance with the related laws, rules and regulations since this is an important mechanism that builds the managements' confidence in reducing business risks. Adequate, efficient and effective risk management are established by appropriately allocate resources in securing and maintaining properties as well as clearly specified risk management policy. The Corporate Governance and Risk Oversight Committee is assigned to supervise and monitor the Corporate Governance System and Risk Management System and the Audit Committee, which comprises of the independent directors, is assigned to review the internal control system of the Company and its Subsidiary to be appropriate and efficient; ensuring that the Company and its Subsidiary practices in accordance with the related laws and policies as well as supervises to prevent conflict of interest, conducting related party transaction and monitoring the use of assets in order to prevent fraud or misconduct. By which the Internal Audit Unit will perform independently from the management and report directly to the Audit Committee as well as reviewing and evaluating the efficiency and the adequacy of the Company and its Subsidiary internal control system and operations of all departments to be in compliance with the annual audit plan approved by the Audit Committee; by applying the international standards framework guideline of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) and the Enterprise Risk Management framework into practices and to be in accordance with the rules of corporate governance guideline of The Stock Exchange of Thailand, Thai Institute of Directors (IOD) and Organization for Economic Co-operation and Development (OECD). These guidelines are adapted for a more completeness, in order for the Company's performances to pursue every aspect of effective and efficient work.

In addition, the Board of Directors has determined that all employees must adopt The Control Self-Assessment (CSA) to take personal responsibility and develop the internal control systems of their work system under their own responsibility in order to strengthen the internal control system to meet all applicable requirements and in accordance with the changing situation in a timely manner to reasonably ensure that the outcome will be able to help achieve the Company and its Subsidiary's objective as well as an evaluation of internal control system at least once a year annually.

#### Summary of the opinion of the board of directors regarding the internal control of the company

The Board of Directors held the Meeting No. 4/2024 on 6 November 2024, with the Audit Committee attending the meeting and expressing opinions on the adequacy assessment and appropriateness of the Company's internal control system. In 2024, the Company and its Subsidiary have reviewed the assessment of the adequacy of the internal control system with reference to "Internal Control Sufficiency Evaluation Form" of The Securities and Exchange Commission, Thailand (SEC) from reviewing the internal control system and giving recommendations on the internal control system which focuses on continuous operational audits to be efficient and effective. The committee has asked the management and approved evaluation form and reported it to the Audit Committee. From the assessment of the Company's internal control system in various aspects, including 5 components, 17 sub-principles according to the internal control assessment form developed by The Securities and Exchange Commission, Thailand (SEC), which is internal control, risk assessment, operational control, information and communication systems and monitoring system.

#### 9.1.1 Adequacy and appropriateness of the company's internal control system

The Board of Directors agrees that the internal control systems of the Company and its Subsidiary are sufficient and appropriate, by providing sufficient personnel to operate the system effectively as well as having an internal control system, monitoring, and overseeing the operations to be able to protect assets of the Company and its Subsidiary from use assets illegally or without authority, including sufficient transactions with conflicted persons and related persons. In discussion with the auditor, the Company and its Subsidiary prepare financial statements in accordance with financial reporting standards and disclose information in accordance with the law.

The Company and its Subsidiary evaluated the internal control system aligned with the internal control evaluation form fully based on the standard of The Stock Exchange of Thailand which are as follows:

##### 1) Organization's Internal Control

The Company and its Subsidiary clearly define the targets and objectives which are measurable. The target will be reviewed and compared the actual outcomes to the expected ones periodically. Moreover, the Company has provided the structure of reporting and the organization chart classifying the duties and responsibilities, as well as determined proper authority and responsibility in order to reach the objectives under oversight of the Board of Directors. Additionally, the Company has established the Code of Ethics, Code of Business Ethics, the corporate's good governance policies, anti-corruption policy and the conflict of interest which represents the adherence of moral and

integrity values. The Company has determined the important delegation of authority manual and work manual for the entire system in written document, which are regularly revised to be in conformity to the new standard. Furthermore, the manuals are used as operational guideline by considering from roles and responsibilities as well as internal control system. The Company has established personal development policy, recruitment process and employee performance evaluation process by applying Competency System and Key Performance Indicators: KPI to the Enterprise level, field of work, department, division and personal level by connecting to the employee performance evaluation results in the organization. Moreover, the Company has recruit employees with potential in compliance with the succession plan to develop, promote and maintain personnel with knowledge and competency to stay with the Company as well as promote and campaign for all employees to have conscience and continually comply with. The Company offered training to provide knowledge to the employee annually in order for the employee performance to be transparent and fair to all group of stakeholders. A clear monitoring process and penalties are established and promote the Executives to practice in conform to the good corporate governance policy as specified by the Company and its Subsidiary.

The Board of Directors possess knowledge and expertise that are beneficial for the business. The Company has clearly specified the roles and responsibilities of the committees and management team as well as supervise to ensure that the committees and the management team practices are in accordance with the roles and responsibilities. The Board of Directors is responsible for determining the organizational structure and clear chain of command for a proper check and balances as well as appropriate internal control, in order to assess the efficiency of performance and to regularly follow its results compared with the organization's goals. The Board of Directors' responsibilities are to perform the oversight functions, develop the operations of internal control and aim to motivate, develop and keep efficient employees with knowledge and capability. Besides, the Board of Directors also determined the personnel's be responsible for the internal control to achieve the organization's objectives. The Internal Control Department, which reports directly to the Audit Committee, will promote and add value to the internal control system of the Company and its Subsidiary.

The Audit Committee and the Board of Directors mention that the internal control system of the Company and its Subsidiary is sufficient and appropriate for the size of the business. It is able to protect the assets of the Company and its Subsidiary from loss or use by unauthorized persons and support the financial reports of the Company and its Subsidiary to be accurate and reliable.

In anti-corruption, the Company has provided an assessment of the risks associated with fraud within the Company, including a review of the implementation of anti-corruption policy. The Company has been certified as a member of Thai Private Sector Collective Action Against Corruption and are confident that the Company has adequate measures to combat and detect fraud and corrupt effectively.

## **2) Risk Assessment**

The Company and its Subsidiary have clearly determined the objectives in order to identify and assess risk concerning the organization's goal achievement. The Audit Committee is responsible for reviewing and monitoring risk management. The Corporate Governance and Risk Oversight Committee has worked with the management of the Company and its Subsidiary to regulate the risk management of the organization in accordance with its objective and acceptable risk levels (risk appetite), determine the risk management policy for everyone to comply, consider and assess the internal and external risks affecting the business operations. The risk identification and analysis such as strategy, operation, reporting, compliance and other situation, divided by organizational and department, including the Corruption Risk Assessment will be determined the impact of each type of potential threat on the objectives within the organization. And the Company needs to prioritize risks according to their impact and probability in each business process for defining the risk management plan and measures to maintain adequate manner. The Company and its Subsidiary have determined the significant policies and strategies of risk management by combining the risk management with its business plan along with considering the chance of corruption in the business through the identification and assessment of variation which may effect on the internal control system. In addition, the Company and its Subsidiary have followed up the circumstance and risk factors from The Control Self-Assessment (CSA) regularly, including review the risk factors that change both internally and externally, which might impact the organization annually.

The Corporate Governance and Risk Oversight Committee believes that the Company and its Subsidiary have good corporate governance under the principles of good governance and in line with the vision and mission of the organization, and has managed risks effectively and appropriately including both strategy and business operation under conditions of risk in compliance with the international framework for governance and risk management.

## **3) Operational Control**

The Company and its Subsidiary have defined the significant policies in the business operations for using as guideline to operate the business systematically and efficiently as well as be able to reach the goals and objectives. There are control measures to reduce risks to an acceptable level. Besides, the Company has also selected and developed the general control activities with the technology system in order to ensure the achievement of objectives of the Company by arranging the control activities through the policies determined the expectation and the operational procedures in order to become the practical policies. The delegation of authority manual has been designed to determine the scope of authority and incur the expenditure of the management at each level clearly in writing. The

preparation and review of the delegation of authority manual and the work manual/procedures suit for present organizational structure and operational practices. An anti-corruption manual has also been prepared in accordance with the determined policy. The operational structure has been organized by separating their duties and responsibilities of each position clearly in approving and recording transactions, and custody of assets. Furthermore, the organization will conduct the operations in strict compliance with laws and regulations. Internal Audit Unit is assigned to continuously revise the performance to be in line with the rules, regulations, the delegation of authority manual and the work manual to ensure that the operations are efficient and under adequate internal control system which includes using information system in the operation to make it fast and more efficient

Moreover, the Company and its Subsidiary have established policies, rules and regulations in conducting transactions with those related to the Company, to practice in the same direction, to be accurate, transparency and fairness in accordance with the rules of The Securities and Exchange Commission, Thailand (SEC) and The Stock Exchange of Thailand (SET).

#### **4) Information Systems and Data Communications**

The Company and its Subsidiary focus on information system and data communication and have provided the important information systems adequately, promote and encourage the development continuously such as providing the internal and external information completely, precisely and potentially in order to ensure that the internal control is able to operate as designed. Besides, the organization is required to achieve the objectives. The Company has set and to make the reports of all departments to propose the management for decision-making by using modern and effective information technology, including data security since data collection, data processing, storage and data result monitoring so that the operation and important data used for the management and business decision making is accurate enough and within a reasonable time, by preparing the analytical report comparing between principle and reason with reference to the facts. For accounting and financial reporting, the accounting recorded documents are completely filed with transparency and to be used as operation's information. The Audit Committee has considered with the auditors, Internal Audit Unit and those associated with the preparation of the Company and its Subsidiary's financial statements of each quarter to ensure that the Company and its Subsidiary are in accordance with accounting standards and financial reporting standards suitable for the nature of the business of the Company and its Subsidiary, including appropriate timely disclosure of information. There are additional meetings on the agenda as appropriate.

The Company has established the proper communication channels to share duties and responsibilities, and other relevant topics with its employees. The Company has also set secure channels for whistle-blowing and filing of complaints regarding fraud and corruption. There is communication between the business units within the Company and with external parties regarding matters that may affect the functioning of internal control as well as specified information technology and data usage security policies and provide communication channel for the recipient both inside and outside the organization to conveniently and quickly access the data.

The Company and its Subsidiary have assigned the Company Secretary to be responsible in preparing meeting information and documents prior to the meeting, provide opinion and resolution of the meeting in the minute of the Board of Directors' meeting at all times.

#### **5) Monitoring System**

The Company has monitored the performance of the Company whether it will meet the goals by evaluating all levels from the Board of Directors, Executive Committee and administrators as to track progress and monitor the implementation of the strategic plans, plans and projects determined in the annual business plan approved by the Board of Directors on a monthly basis, and to resolve any problems that may occur so the Company can adjust plans in line with changing of circumstances by comparing actual results with estimated results. In case that actual results are different from estimated results, the responsible person will present the report to review operations and cause analysis as well as to consider and approve a solution to the problem and provide continuous practice reports with a clearly defined follow-up period. In addition, relevant and useful information for decision-making is sufficient, complete, accurate, and connected transactions or conflicts of interest transactions are disclosed transparently and can be examined.

Company's internal control system : The Committee of Sponsoring Organizations of the Treadway Commission (COSO), COSO - Enterprise Risk Management Framework (ERM)

### **The Committee of Sponsoring Organizations of the Treadway Commission (COSO)**

-

### **COSO - Enterprise Risk Management Framework (ERM)**

-

### 9.1.2 Deficiencies related to the internal control system

The Board of Directors provides evaluating and monitoring system of the internal control system covering all aspects such as accounting and finance, operation, compliance with law / regulations and asset custody, and corruption that has a significant effect on the reputation of the Company and its Subsidiary to promptly take corrective actions and provides regular audits for internal control system compliance to ensure that internal controls are operated in a complete and appropriate manner, timely assessment and communication of defects in internal control to the responsible persons. This includes senior management and the Board of Directors, as appropriate. The responsible persons of the department are responsible for overseeing the implementation of the internal control system.

	2022	2023	2024
Total number of deficiencies related to the internal control system (cases)	0	0	0

### 9.1.3 Opinions of the audit committee and auditor's observations on internal control

The Audit Committee oversees and reviews the internal control system through the Internal Audit Unit by auditing, monitoring, and evaluating performance standards for the practice of the professional practice of internal auditing to ensure that audit findings or reviews are appropriately and timely revised. The Audit Committee's opinion is consistent with the Board of Directors; it is of the view that the internal control system of the Company and its Subsidiary is sufficient, appropriate and there are no significant flaws.

Does the audit committee have opinions on internal control : No  
different from the board of directors' opinions?

Does the auditor have any observations on the company's : No  
internal control?

### 9.1.4 Opinions of the audit committee on the position of the head of the internal audit unit

Head of the internal audit unit : Outsourced service

The Audit Committee has supervised the Internal Audit Unit to build confidence and give advice freely and fairly to audit and assess the sufficiency of the internal control system, as well as to follow up on the improvement of the operating process as appropriate, covering the work processes of the Company and its Subsidiary, and report directly to the Audit Committee to ensure that the operations of the Company and its Subsidiary have sufficient, appropriate and efficient internal control systems, along with risk management at an acceptable level and have good corporate governance for the Company and its Subsidiary. Mr. Teeraded Srithongphim, the position of Director of Internal Audit Department, Premier Fission Capital Company Limited, is assigned to be the Chief of the Internal Audit Unit of the Company and its Subsidiary in which the qualifications of Mr. Teeraded Srithongphim is considered as appropriate enough to perform the said duties, due to his independence, educational qualification, experience in internal auditing, good understanding of the business of the Company and its subsidiaries, and continuous participation in training courses related to internal auditing.

### 9.1.5 Appointment, discharge, and transfer of the head of the internal audit unit

Does the appointment, discharge, and transfer of the head of : Yes  
the internal audit unit require the audit committee approval?

The appointment, dismissal, and transfer of the Chief of the Internal Audit Unit of the Company and its Subsidiary is considered and approved by the Audit Committee.

In this regard, the Internal Audit Department has performed its duties in accordance with the standards for professional practice of internal auditing by requiring a self-assessment according to professional standards and assessment of stakeholder satisfaction. In addition, Audit expertise and competence are assessed to assess the quality of internal auditors' auditing in order to continually develop and improve the efficiency and effectiveness of internal audit operations. It makes them aware of their actual conditions and performance as well as to use such results to analyze the problems, obstacles and limitations in order to perform their task appropriately. This is in consistent with the development of the internal auditor to have skills, knowledge and competency of the international standard as well as to efficiently conduct the auditing by means of promoting and

encouraging the auditors to participate in the knowledge of the internal audit profession training and training in the various business areas of the Premier Group of Companies, including other professional knowledge and promoting certification testing for those who practice internal audit related professions, etc.



## 9.2 Related party transactions

### Related party transactions

Does the company have any related party transactions? : Yes

9.2.1 - 9.2.2 Names of the group of persons who may have a conflict of interest, nature of relationship, and information on related party transactions <sup>(4)</sup>

## Persons/entities with potential conflicts

Name of person or entity/type of business	Nature of relationship	Information as of date
<p>Premier Capital (2000) Co., Ltd. - Selling products related to computer equipment and various software along with providing services related to various information systems and other related services. In addition, there are other companies which are;</p> <p>Premier Inter Leasing Co., Ltd. Premier Brokerage Co., Ltd. Premier Marketing Public Co., Ltd. P.M. Food Co., Ltd. Premier Canning Industry Co., Ltd. Premier Frozen Products Co., Ltd. PM SE Co., Ltd. / Mivana Co., Ltd. The Good Drinks Co., Ltd. Premier Enterprise PLC. Premier Products PLC. Premier Assets Co., Ltd. Premier Resorts and Hotels Co., Ltd. Tamarind Village Co., Ltd. Seri Premier Co., Ltd./Moo Bann Seri Co., Ltd. Premier Innova Co., Ltd. Seri Properties Holding Co., Ltd. Premier Fission Capital Co., Ltd. The Raya Curated Collection Co., Ltd.</p>	Common Directors	31 Dec 2024
<p>Infinite Green Co., Ltd. Producing and wholesaling electricity</p>	Common Directors	31 Dec 2024
<p>Premier Products Public Co., Ltd. Conducting a business producing and distributing products for the environment. Wastewater treatment and water backup systems including construction material product groups and complete clean energy</p>	Common Directors	31 Dec 2024

Name of person or entity/type of business	Nature of relationship	Information as of date
Premier Fission Capital Co., Ltd. Providing consulting services on investment business management	Common Directors	31 Dec 2024
Premier Resorts and Hotels Co., Ltd. / Tamarind Village Co., Ltd. Providing accommodation, food and beverages (hotel)	Common Directors	31 Dec 2024
Seri Properties Holding Co., Ltd. Renting space in buildings and providing common facilities services	Common Directors	31 Dec 2024

## Details of related party transactions

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
Premier Capital (2000) Co., Ltd.			
<b>Transaction 1</b>  <u>Nature of transaction</u>  A Subsidiary - Selling products related to computer equipment and various software along with providing services related to various information systems and other related services. In addition, there are other companies which are; Premier Inter Leasing Co., Ltd. Premier Brokerage Co., Ltd. Premier Marketing Public Co., Ltd. P.M. Food Co., Ltd. Premier Canning Industry Co., Ltd. Premier Frozen Products Co., Ltd. PM SE Co., Ltd. / Mivana Co., Ltd. The Good Drinks Co., Ltd. Premier Enterprise PLC. Premier Products PLC. Premier Assets Co., Ltd. Premier Resorts and Hotels Co., Ltd. Tamarind Village Co., Ltd. Seri Premier Co., Ltd./Moo Bann Seri Co., Ltd. Premier Innova Co., Ltd. Seri Properties Holding Co., Ltd. Premier Fission Capital Co., Ltd. The Raya Curated Collection Co., Ltd. Infinite Green Co., Ltd.  <u>Details</u>  -  <u>Necessity/reasonableness</u>  Selling prices and service fee are under normal business conditions.  <u>Audit committee's opinion</u>  -	47.46	52.47	65.72
Infinite Green Co., Ltd.			
<b>Transaction 1</b>  <u>Nature of transaction</u>  A Subsidiary - Account receivable	0.59	1.46	11.00

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
<u>Details</u> - <u>Necessity/reasonableness</u> Selling prices and service fee are under normal business conditions. <u>Audit committee's opinion</u> -			
<b>Transaction 2</b> <u>Nature of transaction</u> The Company - Rental and service contract of 32.00 square metres at Premier Place, owned by the Company, for the period of 3 years <u>Details</u> - <u>Necessity/reasonableness</u> Rental and service are under normal business conditions and, electricity is actual cost. <u>Audit committee's opinion</u> -	0.27	0.21	0.21
Premier Products Public Co., Ltd.			
<b>Transaction 1</b> <u>Nature of transaction</u> The Company - Rental and service contract of 913.34 square metres at Premier Place, owned by the Company, for the period of 3 years (903.74 square metres since 1 November 2024) <u>Details</u> - <u>Necessity/reasonableness</u> Rental and service are under normal business conditions and, electricity is actual cost. <u>Audit committee's opinion</u> -	6.57	6.23	6.25

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
<b>Transaction 2</b>  <u>Nature of transaction</u>  The Company - Contract for the design, construction, procurement of equipment and installation of the Solar Rooftop System for use in the Premier Place Building.  <u>Details</u>  -  <u>Necessity/reasonableness</u>  Service fee is under normal business conditions.  <u>Audit committee's opinion</u>  -	0.87	1.73	0.29
<b>Transaction 3</b>  <u>Nature of transaction</u>  The Company - Account payable  <u>Details</u>  -  <u>Necessity/reasonableness</u>  Service fee is under normal business conditions.  <u>Audit committee's opinion</u>  -	0.00	0.00	0.04
Premier Fission Capital Co., Ltd.			
<b>Transaction 1</b>  <u>Nature of transaction</u>  The Company and a Subsidiary - Building management service fees  <u>Details</u>  -  <u>Necessity/reasonableness</u>  Consulting fees are calculated based on actual costs and average according to the business structure of each company in the group that Premier Fission Capital Co., Ltd. provides service.	0.00	0.00	3.46

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
<u>Audit committee's opinion</u> -			
<b>Transaction 2</b> 21.93	21.93	21.93	26.16
<u>Nature of transaction</u> <p>The Company and a Subsidiary</p> <ul style="list-style-type: none"> <li>- Consulting fee is under management and business consultancy contract</li> </ul>			
<u>Details</u> -			
<u>Necessity/reasonableness</u> <p>Consulting fees are calculated based on actual costs and average according to the business structure of each company in the group that Premier Fission Capital Co., Ltd. provides service.</p>			
<u>Audit committee's opinion</u> -			
<b>Transaction 3</b> 0.16	0.16	0.16	0.00
<u>Nature of transaction</u> <p>The Company and a Subsidiary</p> <ul style="list-style-type: none"> <li>- Account payable</li> </ul>			
<u>Details</u> -			
<u>Necessity/reasonableness</u> <p>Consulting fees are calculated based on actual costs and average according to the business structure of each company in the group that Premier Fission Capital Co., Ltd. provides service.</p>			
<u>Audit committee's opinion</u> -			
Premier Resorts and Hotels Co., Ltd. / Tamarind Village Co., Ltd.			
<b>Transaction 1</b> 0.33	0.33	0.02	0.02
<u>Nature of transaction</u> <p>A Subsidiary</p> <ul style="list-style-type: none"> <li>- Accommodation allowance for employee welfare</li> </ul>			
<u>Details</u>			

Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
<p>-</p> <p><u>Necessity/reasonableness</u></p> <p>Price is under the normal business practice.</p> <p><u>Audit committee's opinion</u></p> <p>-</p>			
<p><b>Transaction 2</b></p> <p>0.04</p> <p>0.02</p> <p>0.00</p> <p><u>Nature of transaction</u></p> <p>A Subsidiary</p> <p>- Account payable</p> <p><u>Details</u></p> <p>-</p> <p><u>Necessity/reasonableness</u></p> <p>Price is under the normal business practice.</p> <p><u>Audit committee's opinion</u></p> <p>-</p>			
Seri Properties Holding Co., Ltd.			
<p><b>Transaction 1</b></p> <p>0.22</p> <p>0.12</p> <p>0.08</p> <p><u>Nature of transaction</u></p> <p>A Subsidiary</p> <p>- Telephone bill and maintenance cost</p> <p><u>Details</u></p> <p>-</p> <p><u>Necessity/reasonableness</u></p> <p>Telephone bill and maintenance cost are actual cost.</p> <p><u>Audit committee's opinion</u></p> <p>-</p>			
<p><b>Transaction 2</b></p> <p>0.06</p> <p>0.00</p> <p>0.00</p> <p><u>Nature of transaction</u></p> <p>A Subsidiary</p> <p>- Account payable</p> <p><u>Details</u></p> <p>-</p>			



Related party transactions	Transaction value at the end of the fiscal year (million baht)		
	2022	2023	2024
<u>Necessity/reasonableness</u>  Telephone bill and maintenance cost are actual cost.  <u>Audit committee's opinion</u>  -			

Remark : <sup>(4)</sup> Remark: The Audit Committee considered the related transactions occurred and had the opinion that they were reasonable.

Shareholders and / or investors can find the 3-year historical data from the Company's website, [www.premier-technology.co.th](http://www.premier-technology.co.th).

### 9.2.3 Policy and future trends of related party transactions and the compliance with the obligations specified in the prospectus of the company

#### Future trends in related party transactions

The Company and/or its Subsidiary expect that related transactions still remain based on normal business practice or normal business support in the future e.g. revenue from sales and service, office space rental, service on office space rental contract, hiring of executives under the management and business consultancy agreement, leasing of cars for use in business operations, other rental fees and services, etc. Such related party transactions will occur as necessary and for the efficiency of business operations within the group of companies, with a clear policy for calculating prices between each other based on appropriate and fair market prices and conditions, taking into account the Company's benefits as the main consideration. Incidentally, the Company's Audit Committee will review related party transactions on a quarterly basis.

For any new material related party transactions, the Company will propose them to the Audit Committee for consideration and propose recommendations to the Board for consideration and approval.

For any related party transactions that may incur to a conflict of interest in the future, the Board of Directors must comply with the Securities and Exchange Act and the regulations, announcements, orders or requirements of The Securities and Exchange Commission, Thailand, as well as the requirements regarding Disclosure of Connected Transactions and Acquisition and Disposition of Assets of the Company and its subsidiary and accounting standards set by Thailand Federation of Accounting Professions (TFAC).

### 9.2.4 Information on appraised assets and appraisal price in conjunction with the execution of related party transactions

Can be referred in attachment 4: assets for business undertaking and details of asset appraisal

## Part 3 Financial Statement

Board of Directors' Responsibility Statement for the  
Financial Report

## **Report of the Board of Directors' Responsibilities for Financial Reporting**

The Board of Directors is responsible for the financial reports as prepared by Premier Technology Public Company Limited and its Subsidiary in order to ensure the accurate and reasonable presentation of financial position, revenues and expenses and statement of cash flows. The report reflects accurate, complete, and sufficient to preserve assets as well as to prevent fraud and abnormal business operations. In preparing the financial reports, appropriate accounting policies have been practiced consistently and in accordance with the Thai Financial Reporting Standards. Significant information has also been sufficiently disclosed in notes to financial statements and the auditors provided their opinion in the Report of the Independent Auditors.

The Board of Directors appoints the Audit Committee consisting of the independent directors to review the financial report and review the sufficiency of the internal control system. The opinion of the Audit Committee appears in the Report of the Audit Committee in the Annual Registration Statement (Form 56-1 One Report).

The Board of Directors has the opinion that the Company's overall internal control is adequate and appropriate to be rationally confident that the Company and its Subsidiary's financial statements and the consolidated financial statements for the year ended 31 December 2024 are reliable in accordance with the Thai Financial Reporting Standards and accurate under the relevant laws and regulations.



(Mr. Vichien Phongsathorn)

Chairman

On behalf of the Board of Directors

## Auditor's Report

## Independent Auditor's Report

To the Shareholders of Premier Technology Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of Premier Technology Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to financial statements, including material accounting policy information, and have also audited the separate financial statements of Premier Technology Public Company Limited for the same period (collectively "the financial statements").

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Premier Technology Public Company Limited and its subsidiaries and of Premier Technology Public Company Limited as at 31 December 2024, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matter and how audit procedures respond for the matter are described below.

### **Recognition of sales revenue**

The subsidiary's revenue from sales, amounting to Baht 2,268 million, consists of revenue from sales of goods and revenue from IT integrated solutions. The amount of sales revenue recognised by the subsidiary is significant to the Group's total revenue and has a direct impact on the profit or loss of the entity. In addition, the process of measurement underlying the recognition of revenue from IT integrated solutions requires management to exercise significant judgement to assess the percentage of completion of the project work. I therefore focused on the audit of the amount and timing of the subsidiary's recognition of revenue from sales.

In order to examine the subsidiary's recognition of revenue from sales of goods I assessed and tested internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative sample to test the operation of the designed control. Moreover, on a sampling basis, I examined documents supporting actual sales transactions occurring during the year and near the end of the accounting period, reviewed credit notes issued by the subsidiary after the period-end and performed analytical procedures on data of the revenue account to detect possible irregularities in sales transactions throughout the period.

For revenue from IT integrated solutions, I gained an understanding of the internal controls related to this revenue, including those related to procurement and the recording of project costs, inquired of responsible executives, and gained an understanding of the processes that the subsidiary applied in assessing the percentage of completion, estimating project costs and estimating possible losses. I also considered the conditions in the contracts relating to revenue recognition. In addition, I examined the estimation of project costs and, on a sampling basis, I examined the supporting documents for project costs incurred during the year and review the estimates of percentage of completion. I also read related contracts and performed an analytical review of gross profit margin to detect possible irregularities.



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## **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.





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## **Auditor's Responsibilities for the Audit of the Financial Statements**

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

*Chatchai Kasemsrithanawat*

Chatchai Kasemsrithanawat

Certified Public Accountant (Thailand) No. 5813

EY Office Limited

Bangkok: 11 February 2025

## Financial Statements

Premier Technology Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
Assets					
Current assets					
Cash and cash equivalents	7	67,071,600	84,910,525	26,254	56,660
Trade and other receivables	6, 8	1,003,864,517	605,787,329	-	380,853
Prepaid service cost		640,567,753	391,777,611	-	-
Inventories	10	32,594,271	121,648,517	-	-
Work in progress		253,763,644	268,498,917	-	-
Other current financial assets	11	96,345,719	79,852,138	96,345,719	48,341,764
Other current assets	12	37,679,154	68,658,022	-	2,904,298
		2,131,886,658	1,621,133,059	96,371,973	51,683,575
Assets held for sale	13	213,328,522	-	213,545,283	-
Total current assets		2,345,215,180	1,621,133,059	309,917,256	51,683,575
Non-current assets					
Restricted bank deposits	14	-	1,203,100	-	1,203,100
Long-term trade receivables	9	25,644,737	43,270,021	-	-
Non-current financial assets	11	31,424,918	31,337,214	-	-
Investment in subsidiaries	15	-	-	325,886,600	325,886,600
Investment properties	16	-	153,637,694	-	213,995,938
Property, plant and equipment	17	55,713,237	115,278,374	-	26,413
Right-of-use assets	18	19,648,422	26,004,289	-	-
Intangible assets		6,339,116	2	-	-
Deferred tax assets	25	34,232,856	27,817,476	-	-
Other non-current assets		5,787,879	5,791,881	-	4,000
Total non-current assets		178,791,165	404,340,051	325,886,600	541,116,051
Total assets		2,524,006,345	2,025,473,110	635,803,856	592,799,626

The accompanying notes are an integral part of the financial statements.

Premier Technology Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institution	19	50,000,000	170,000,000	-	-
Trade and other payables	6, 20	614,604,062	469,489,493	765,184	2,851,977
Derivatives liabilities		102,343	2,004,322	-	-
Advances received for goods and services	23	686,158,628	420,861,824	-	-
Current portion of lease liabilities	18	16,756,658	16,265,772	-	-
Income tax payable		25,045,103	12,737,551	-	-
Other current liabilities		54,914,895	34,319,454	-	264,115
		1,447,581,689	1,125,678,416	765,184	3,116,092
Liabilities directly associated with					
the assets held for sale	13	9,936,370	-	12,445,905	-
Total current liabilities		1,457,518,059	1,125,678,416	13,211,089	3,116,092
Non-current liabilities					
Lease liabilities, net of current portion	18	35,435,498	52,192,156	-	-
Provision for long-term employee benefits	21	157,818,256	126,964,090	-	-
Deferred tax liabilities	25	-	31,135	-	31,135
Other non-current liabilities		-	2,922,035	-	5,431,570
Total non-current liabilities		193,253,754	182,109,416	-	5,462,705
Total liabilities		1,650,771,813	1,307,787,832	13,211,089	8,578,797

The accompanying notes are an integral part of the financial statements.

Premier Technology Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
Shareholders' equity					
Share capital					
Registered					
283,888,942 ordinary shares of Baht 1 each		283,888,942	283,888,942	283,888,942	283,888,942
Issued and fully paid up					
283,888,942 ordinary shares of Baht 1 each		283,888,942	283,888,942	283,888,942	283,888,942
Retained earnings					
Appropriated - statutory reserve	22	28,388,894	28,388,894	28,388,894	28,388,894
Unappropriated		561,005,728	405,460,537	310,314,931	271,942,993
Other components of shareholders' equity		(49,032)	(53,095)	-	-
Total shareholders' equity		873,234,532	717,685,278	622,592,767	584,220,829
Total liabilities and shareholders' equity		2,524,006,345	2,025,473,110	635,803,856	592,799,626
		-	-	-	-

The accompanying notes are an integral part of the financial statements.

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Directors

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Premier Technology Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
			(restated)		(restated)
Profit or loss:					
Continuing operations					
Revenues					
Sales	23	2,267,772,756	2,009,874,620	-	-
Rental and service income	23	1,748,927,458	1,469,443,918	-	-
Dividend income	15	-	-	249,997,000	203,997,552
Other income		81,847,122	62,069,939	1,528,612	601,471
Total revenues		4,098,547,336	3,541,388,477	251,525,612	204,599,023
Expenses					
Cost of sales and services		3,113,024,011	2,756,473,269	-	-
Selling and distribution expenses		118,096,149	98,150,417	-	-
Administrative expenses		406,660,509	366,932,135	20,599,896	14,140,549
Total expenses		3,637,780,669	3,221,555,821	20,599,896	14,140,549
Operating profit		460,766,667	319,832,656	230,925,716	190,458,474
Finance cost		(3,522,059)	(4,600,361)	-	(65,621)
Reversal of impairment (loss) on financial assets		3,065,689	(436,335)	-	-
Profit before income tax expenses		460,310,297	314,795,960	230,925,716	190,392,853
Income tax expenses	25	(94,469,276)	(65,098,631)	-	-
Profit for the year from continuing operations		365,841,021	249,697,329	230,925,716	190,392,853
Discontinued operations					
Profit after tax for the year from discontinued operations	13	3,029,825	4,394,077	6,168,482	9,450,716
Profit for the year		368,870,846	254,091,406	237,094,198	199,843,569
Other comprehensive income:					
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods:					
Exchange differences on translation of					
financial statements in foreign currency		4,063	(13,877)	-	-
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		4,063	(13,877)	-	-
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods					
Actuarial loss	21	(18,254,243)	(2,288,390)	-	-
Add: Income tax effect	25	3,650,848	457,678	-	-
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax		(14,603,395)	(1,830,712)	-	-
Other comprehensive income for the year		(14,599,332)	(1,844,589)	-	-
Total comprehensive income for the year		354,271,514	252,246,817	237,094,198	199,843,569
Earnings per share					
Basic earnings per share	26	1.30	0.90	0.84	0.70
Earnings per share for continuing operations	26				

Basic earnings per share	<u>1.29</u>	<u>0.88</u>	<u>0.81</u>	<u>0.67</u>
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The accompanying notes are an integral part of the financial statements.



Premier Technology Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2024

(Unit: Baht)

	Consolidated financial statements					
	Other components of shareholers' equity					
	Other comprehensive income					
	Exchange differences					
	Issued	Retained earnings		on translation of	Total other	
	and paid-up	Appropriated -		financial statements	components of	Total
	share capital	statutory reserve	Unappropriated	in foreign currency	shareholders' equity	shareholders' equity
Balance as at 1 January 2023	283,888,942	28,388,894	337,727,595	(39,218)	(39,218)	649,966,213
Profit for the year	-	-	254,091,406	-	-	254,091,406
Other comprehensive income for the year	-	-	(1,830,712)	(13,877)	(13,877)	(1,844,589)
Total comprehensive income for the year	-	-	252,260,694	(13,877)	(13,877)	252,246,817
Dividends paid (Note 29)	-	-	(184,527,752)	-	-	(184,527,752)
Balance as at 31 December 2023	283,888,942	28,388,894	405,460,537	(53,095)	(53,095)	717,685,278
						-
Balance as at 1 January 2024	283,888,942	28,388,894	405,460,537	(53,095)	(53,095)	717,685,278
Profit for the year	-	-	368,870,846	-	-	368,870,846
Other comprehensive income for the year	-	-	(14,603,395)	4,063	4,063	(14,599,332)
Total comprehensive income for the year	-	-	354,267,451	4,063	4,063	354,271,514
Dividends paid (Note 29)	-	-	(198,722,260)	-	-	(198,722,260)
Balance as at 31 December 2024	283,888,942	28,388,894	561,005,728	(49,032)	(49,032)	873,234,532

The accompanying notes are an integral part of the financial statements.

**Premier Technology Public Company Limited and its subsidiaries**

**Statement of changes in shareholders' equity (continued)**

**For the year ended 31 December 2024**

(Unit: Baht)

	Separate financial statements			
		Retained earnings		
	Issued and paid-up share capital	Appropriated - statutory reserve	Unappropriated	Total shareholders' equity
Balance as at 1 January 2023	283,888,942	28,388,894	256,627,176	568,905,012
Profit for the year	-	-	199,843,569	199,843,569
Total comprehensive income for the year	-	-	199,843,569	199,843,569
Dividends paid (Note 29)	-	-	(184,527,752)	(184,527,752)
Balance as at 31 December 2023	283,888,942	28,388,894	271,942,993	584,220,829
				-
Balance as at 1 January 2024	283,888,942	28,388,894	271,942,993	584,220,829
Profit for the year	-	-	237,094,198	237,094,198
Total comprehensive income for the year	-	-	237,094,198	237,094,198
Dividends paid (Note 29)	-	-	(198,722,260)	(198,722,260)
Balance as at 31 December 2024	283,888,942	28,388,894	310,314,931	622,592,767

The accompanying notes are an integral part of the financial statements.

**Premier Technology Public Company Limited and its subsidiaries**

**Cash flow statement**

**For the year ended 31 December 2024**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2024</u>	<u>2023</u> (restated)	<u>2024</u>	<u>2023</u> (restated)
<b>Cash flows from operating activities</b>				
Profit for the year from continuing operations	460,310,297	314,795,960	230,925,716	190,392,853
Profit before tax for the year from discontinued operations	3,193,983	4,424,160	6,332,640	9,480,800
Profit before tax	463,504,280	319,220,120	237,258,356	199,873,653
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Unrealised gain on exchange rate	(535,317)	(965,298)	-	-
Unrealised (gain) loss on changes in value of investments in unit trust-open-ended fund	(369,806)	3,266,378	(282,103)	(150,418)
Allowance for expected credit losses (reversal)	(3,730,353)	436,335	-	-
Write-off of bad debt	664,663	-	-	-
Reduce cost of inventory to net realisable value	324,626	4,562,006	-	-
Depreciation	40,460,091	51,381,272	12,295,663	12,687,028
Gain on sales/write-off of equipment	(45,031)	(35,779)	(3,544)	-
Long-term employee benefits expenses	19,147,364	17,284,644	-	-
Income from investment - dividend received from investment in subsidiary	-	-	(249,997,000)	(203,997,552)
Interest income	(3,263,687)	(2,194,506)	(808,149)	(113,671)
Interest expenses	3,522,059	4,600,361	-	65,621
Profit (loss) from operating activities before changes in operating assets and liabilities	519,678,889	397,555,533	(1,536,777)	8,364,661
(Increase) decrease in operating assets				
Trade and other receivables	(395,301,379)	(102,292,530)	(125,788)	(136,032)
Prepaid service cost	(248,790,142)	(44,119,172)	-	-
Inventories	88,729,620	(42,326,380)	-	-
Work in progress	14,735,273	358,318,961	-	-
Other current assets	594,415	(7,579,312)	300,390	(51,608)
Long-term trade receivables	17,625,284	(10,171,748)	-	-
Other non-current assets	2	5,499	-	-
Increase (decrease) in operating liabilities				
Trade and other payables	145,061,908	(9,625,192)	(772,792)	432,274
Advance received for goods and services	265,296,804	(41,055,496)	-	-
Other current liabilities	21,566,875	28,526,709	707,318	115,997
Cash paid for long-term employee benefit	(6,547,441)	(1,266,850)	-	-
Other non-current liabilities	4,641,345	385,000	4,641,345	298,184
Cash flows from operating activities	427,291,453	526,355,022	3,213,696	9,023,476
Cash paid for interest expenses	(3,522,059)	(4,602,025)	-	(67,285)
Cash refund from withholding tax deducted at source	30,312,937	-	2,532,392	-
Cash paid for income tax	(86,482,431)	(60,221,910)	(1,556,175)	(1,249,338)
<b>Net cash flows from operating activities</b>	<b>367,599,900</b>	<b>461,531,087</b>	<b>4,189,913</b>	<b>7,706,853</b>

The accompanying notes are an integral part of the financial statements.

**Premier Technology Public Company Limited and its subsidiaries**

**Cash flow statement (continued)**

**For the year ended 31 December 2024**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(restated)		(restated)
<b>Cash flows from investing activities</b>				
Increase in investments in unit trust				
in debt securities open-ended fund	(16,211,478)	(69,674,765)	(47,721,852)	(42,980,401)
Repayment of short-term loans to related party	-	-	-	25,000,000
Renovation of investment properties	(6,173,456)	(1,852,328)	(8,584,900)	(2,580,035)
Acquisition of equipment	(25,613,765)	(22,452,815)	-	-
Acquisition of intangible asset	(6,339,114)	-	-	-
Proceeds from sales of equipment	619,270	251,057	3,544	-
Dividend received from investment in subsidiary	-	-	249,997,000	203,997,552
Interest income	3,263,687	2,194,506	808,149	113,670
<b>Net cash flows from (used in) investing activities</b>	<b>(50,454,856)</b>	<b>(91,534,345)</b>	<b>194,501,941</b>	<b>183,550,786</b>
<b>Cash flows from financing activities</b>				
Decrease in short-term loans from financial institution	(120,000,000)	(81,000,000)	-	-
Repayment of long-term loans	-	(6,750,000)	-	(6,750,000)
Repayment of lease liabilities	(16,265,772)	(24,336,742)	-	-
Dividend paid	(198,722,260)	(184,527,752)	(198,722,260)	(184,527,752)
<b>Net cash flows used in financing activities</b>	<b>(334,988,032)</b>	<b>(296,614,494)</b>	<b>(198,722,260)</b>	<b>(191,277,752)</b>
<b>Exchange differences on translation of</b>				
<b>financial statements in foreign currency</b>	<b>4,063</b>	<b>(13,877)</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(17,838,925)</b>	<b>73,368,371</b>	<b>(30,406)</b>	<b>(20,113)</b>
Cash and cash equivalents at beginning of the year	84,910,525	11,542,154	56,660	76,773
<b>Cash and cash equivalents at end of the year</b>	<b>67,071,600</b>	<b>84,910,525</b>	<b>26,254</b>	<b>56,660</b>
	-	-	-	-
<b>Supplementary disclosures of cash flows information:</b>				
Non-cash items				
Reclassified assets	248,130	2,994,380	-	-

The accompanying notes are an integral part of the financial statements.

## Notes to the Financial Statements

# Premier Technology Public Company Limited and its subsidiaries

## Notes to financial statements

For the year ended 31 December 2024

### 1. General information

#### 1.1 Corporate information

Premier Technology Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in a holding company. The registered office of the Company is at 1 Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon, Prawet, Bangkok.

### 2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

#### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Premier Technology Public Company Limited (“the Company”) and the following subsidiaries (“the subsidiaries”) (collectively as “the Group”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2024</u> Percent	<u>2023</u> Percent
<u>Owned by the Company</u>				
Datapro Computer Systems Company Limited	Distribution and provision of services relating to computer and computer systems	Thailand	100	100
<u>Owned by the Company's subsidiary</u>				
Datapro Computer Systems (Myanmar) Company Limited (Wholly owned by Datapro Computer Systems Company Limited)	Provision of services relating to computer systems	The Republic of the Union of Myanmar	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

### **3. New financial reporting standards**

#### **3.1 Financial reporting standards that became effective in the current year**

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2025**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2025. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

## **4. Accounting policies**

### **4.1 Revenues and expense recognition**

#### **a) Revenue from contracts with customers**

The subsidiary recognised revenue from contracts with customers when the subsidiary entered into agreements which had enforceable rights and obligations. The subsidiary identifies the performance obligations in the contract and allocate the transaction price to the performance obligations in the contract.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the subsidiary expects to be entitled in exchange for those goods or services, net of value added tax ("VAT"). Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time.

The subsidiary principally earns revenue from IT integrated solutions and services relating to information technology systems which can be broadly categorised as follows:

#### **IT integrated solutions**

IT integrated solutions comprise a comprehensive range of services, from project design and planning, assessment of hardware and/or software options and their suitability, sourcing and sale of hardware and/or software. Contracts for bundled sales of hardware and/or software and integration services are treated as a single performance obligation. Revenue from IT integrated solutions is recognised over time, when services have been rendered taking into account the stage of completion, using an output method, based on information provided by the subsidiary's engineers or project managers or recognised at a point in time depending on the terms of the contracts.



### **Services relating to information technology systems**

Services relating to information technology systems is recognised over time when services have been rendered taking into account the stage of completion, measuring based on a straight-line basis over the contractual terms.

#### **b) Rental income**

Rental income is recognised as revenue on a straight-line basis over the related rental agreement.

#### **c) Finance cost**

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

#### **d) Dividends**

Dividends are recognised when the right to receive the dividends is established.

### **4.2 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and cash at banks, and all highly liquid investments with an original maturity of 3 months or less and not subject to withdrawal restrictions.

### **4.3 Inventories**

Inventories are valued at the lower of cost (under the first-in, first-out method and the specific identification method) and net realisable value.

### **4.4 Non-current assets held for sale and discontinued operations**

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Investment properties and property, plant and equipment are not depreciated once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of comprehensive income.

The Group will reclassify transactions associated with discontinued operations in the current period in both the statement of comprehensive income and cash flows for the prior period as comparative information.

#### **4.5 Investments in subsidiaries**

Investments in subsidiaries are accounted for in the separate financial statements using the cost method net of allowance for impairment loss (if any).

#### **4.6 Investment properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 3 - 20 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### **4.7 Property, plant and equipment/Depreciation**

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Building	-	20 years
Leasehold improvements	-	5 and 10 years
Furniture and fixtures	-	5 and 10 years
Office equipment	-	5 years
Computer and equipment	-	3, 5 and 10 years
Motor vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### **4.8 Intangible assets**

Intangible assets are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

## 4.9 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

### **The Group as a lessee**

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

### ***Right-of-use assets***

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred (if any), and lease payments made at or before the commencement date of the lease less any lease incentives received (if any).

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Building and improvements	3 - 6 years
Computer and equipment	5 years
Motor vehicles	5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### ***Lease liabilities***

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

***Short-term leases and leases of low-value assets***

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

**The Group as a lessor**

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

**4.10 Related party transactions**

Related parties comprise enterprises and individuals that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors and officers with authority in the planning and direction of the Group's operations.

#### **4.11 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### **4.12 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use asset, investment properties and intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment, if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

#### **4.13 Employee benefits**

##### **Short-term employee benefits**

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

##### **Post-employment benefits**

##### **Defined contribution plans**

The subsidiary and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the subsidiary. The fund's assets are held in a separate trust fund and the subsidiary's contributions are recognised as expenses when incurred.

##### **Defined benefit plans**

The subsidiary has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The subsidiary treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the subsidiary recognises restructuring-related costs

#### **4.14 Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **4.15 Income tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

##### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

##### **Deferred tax**

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

#### **4.16 Financial instruments**

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

##### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.



### ***Financial assets at amortised cost***

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

### ***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value including interest income recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

### **Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition the Group’s financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

### **Regular way purchases and sales of financial assets**

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date on which the Group commits to purchase or sell the asset.

### **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

## **Impairment of financial assets**

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

## **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **4.17 Derivatives**

The Group uses derivatives, such as forward currency contracts to hedge its foreign currency risks, respectively.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as other non-current assets or other non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

#### **4.18 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## **5. Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Revenue from contracts with customers**

#### ***Identification of performance obligations***

In identifying performance obligations, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

#### ***Determination of timing of revenue recognition***

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time, taking into consideration terms and conditions of the arrangement. The Group recognises revenue over time in the following circumstances:

- the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs
- the entity's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date

Where the above criteria are not met, revenue is recognised at a point in time. Where revenue is recognised at a point in time, the management is required to determine when the performance obligation under the contract is satisfied.

In calculating the revenue recognised over time, the management is required to use judgement regarding measuring progress towards complete satisfaction of a performance obligation, measuring based on information provided by the subsidiary's engineers or project managers.

## **Leases**

### ***Determining the lease term with extension and termination options - The Group as a lessee***

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

### **Allowance for expected credit losses of trade receivables**

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

### **Investment property**

In determining depreciation of investment property, the management is required to make estimates of the useful lives and residual values of investment property and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review investment property for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### **Property plant and equipment/Depreciation**

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

## Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

## Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

## 6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)					
	Consolidated		Separate		Pricing policy
	financial statements		financial statements		
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	
<u>Transactions with subsidiary</u>					
(eliminated from the consolidated financial statements)					
Dividend income	-	-	250	204	As announcement
Rental and service income	-	-	20	19	Contract price, which is price in the ordinary course of business
Interest income	-	-	1	-	2.40 percent per annum
<u>Transactions with related companies</u>					
Sales and service income	66	52	-	-	Note 6.1
Rental and service income	6	6	6	6	Contract price, which is price in the ordinary course of business
Cost of goods sold	4	-	4	-	Contract price, which is price in the ordinary course of business
Administrative expenses	28	23	4	7	Contract price, which is price in the ordinary course of business
Purchase of assets	-	2	-	2	Contract price, which is price in the ordinary course of business

- 6.1 Sales prices are determined based on cost plus a margin while price of service are based on the contract price, which is price in the ordinary course of business. However, pricing depends on the type of product or service and the pricing policy may change according to the type of business and the market situation at the time of the transaction.

As at 31 December 2024 and 2023, the balances of the accounts between the Group and those related parties are as follows:

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<b><u>Trade receivables - related parties (Note 8)</u></b>					
Related companies (related by common directors)		<u>11,000</u>	<u>1,457</u>	<u>-</u>	<u>-</u>
<b><u>Accrued income - related parties (Note 8)</u></b>					
Related companies (related by common directors)		<u>1,197</u>	<u>2,736</u>	<u>264</u>	<u>294</u>
<b><u>Amounts due to related parties (Note 20)</u></b>					
Related companies (related by common directors)		<u>42</u>	<u>288</u>	<u>41</u>	<u>32</u>
<b><u>Accrued expenses - related parties (Note 20)</u></b>					
Related companies (related by common directors)		<u>15</u>	<u>27</u>	<u>-</u>	<u>-</u>

#### **Short-term loans to related party**

As at 31 December 2024 and 2023, the balance of loans between the Company and the subsidiary and the movement in loans are as follows:

		(Unit: Thousand Baht)			
		Separate financial statements			
		Balance as at	Increase	Decrease	Balance as at
		31 December	during the	during the	31 December
		<u>2023</u>	<u>year</u>	<u>year</u>	<u>2024</u>
<b><u>Short-term loans to related party</u></b>					
Datapro Computer Systems Company Limited	Subsidiary	<u>-</u>	<u>236,000</u>	<u>(236,000)</u>	<u>-</u>

The balance of short-term loans to the subsidiary represent loans in form of promissory notes, due at call and carrying interest at the rate of 2.40 percent per annum.

### **Directors and management's benefits**

During the years ended 31 December 2024 and 2023, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Short-term employee benefits	36	34	1	1
Post-employment benefits	4	2	-	-
Total	<u>40</u>	<u>36</u>	<u>1</u>	<u>1</u>

### **7. Cash and cash equivalents**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cash	95	95	5	5
Bank deposits	66,977	84,816	21	52
Total	<u>67,072</u>	<u>84,911</u>	<u>26</u>	<u>57</u>

As at 31 December 2024, bank deposits carried interests between 0.15 to 0.40 percent per annum (2023: between 0.15 to 0.55 percent per annum).

### **8. Trade and other receivables**

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
<u>Trade receivables - related parties</u> (Note 6)		
Aged on the basis of due dates		
Not yet due	3,019	461
Past due		
Up to 3 months	7,981	996
Total trade receivables - related parties	<u>11,000</u>	<u>1,457</u>



	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
<u>Trade receivables - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	737,542	363,542
Past due		
Up to 3 months	149,995	120,510
6 - 12 months	45	260
Over 12 months	10,043	13,617
Total	897,625	497,929
Less: Allowance for expected credit losses	(10,065)	(13,795)
Total trade receivables - unrelated parties, net	887,560	484,134
Total trade receivables - net	898,560	485,591
<u>Other receivables</u>		
Accrued income - related parties (Note 6)	1,150	2,736
Accrued income - unrelated parties	86,530	100,546
Total accrued income (Note 23)	87,680	103,282
Current portion of receivable under long-term contract (Note 9)	6,598	6,282
Current portion of lease receivable under long-term contract (Note 18)	11,027	10,632
Total other receivables	105,305	120,196
Total trade and other receivables - net	1,003,865	605,787

	(Unit: Thousand Baht)	
	Separate financial statements	
	<u>2024</u>	<u>2023</u>
<u>Other receivables</u>		
Accrued income - related parties (Note 6)	-	294
Accrued income - unrelated parties	-	87
Total other receivables	-	381
Total trade and other receivables	-	381

The normal credit term is 5 to 60 days.

Set out below is the movement in the allowance for expected credit losses of trade receivables.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Beginning balance	13,795	13,359
Provision for expected credit losses	342	472
Amount recovered	(3,407)	(36)
Write-off	(665)	-
Ending balance	<u>10,065</u>	<u>13,795</u>

## 9. Long-term trade receivables

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Receivable under long-term contract	14,206	20,804
Lease receivable (Note 18)	11,439	22,466
Total	<u>25,645</u>	<u>43,270</u>

### Receivable under long-term contract

As at 31 December 2024, terms for receivable under long-term contract are 5 years and are payable in equal yearly installments, with interests charged at fixed rates throughout contracts. The balances of receivable under long-term contract are classified by due date per contract, as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Receivable under long-term contract	22,644	30,192
Less: Unearned financial incomes	(1,840)	(3,106)
Total	<u>20,804</u>	<u>27,086</u>
Less: Portion due within one year (Note 8)	(6,598)	(6,282)
Receivable under long-term contract - net of current portion	<u>14,206</u>	<u>20,804</u>

As at 31 December 2024, the balance of long-term trade receivables are not yet due.

## 10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net		Inventories - net	
			realisable value			
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Finished goods	42,668	132,093	(12,048)	(11,723)	30,620	120,370
Goods in transit	1,974	1,279	-	-	1,974	1,279
Total	<u>44,642</u>	<u>133,372</u>	<u>(12,048)</u>	<u>(11,723)</u>	<u>32,594</u>	<u>121,649</u>

During the current year, the subsidiary reduced cost of inventories by Baht 10 million (2023: Baht 9 million), to reflect the net realisable value. This was included in cost of sales. In addition, the subsidiary reversed the write-down of cost of inventories by Baht 10 million (2023: Baht 5 million) and reduced the amount of inventories recognised as expenses during the year.

## 11. Other financial assets

11.1 As at 31 December 2024 and 2023, the outstanding other financial assets of the Group consist of the following:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<u>Financial assets at FVTPL</u>				
Investments in unit trust in debt securities				
open-ended fund	96,346	79,852	96,346	48,342
investment in unit trust in equity securities				
open-ended fund	31,425	31,337	-	-
Total financial assets at FVTPL	<u>127,771</u>	<u>111,189</u>	<u>96,346</u>	<u>48,342</u>
Current	96,346	79,852	96,346	48,342
Non-current	31,425	31,337	-	-
	<u>127,771</u>	<u>111,189</u>	<u>96,346</u>	<u>48,342</u>

Investments in unit trust in open-ended fund are stated at fair value using inputs of Level 2 which is use of other observable inputs for such assets or liabilities, whether directly or indirectly. Such fair value of investments in unit trust has been determined by using the net asset value as published by the Asset Management.

11.2 Movement in other current financial assets - investments in unit trusts in debt securities open-ended fund are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 1 January 2024	79,852	48,342
Increase during the year	1,189,432	229,202
Dispose during the year	(1,173,220)	(181,480)
Unrealised gain on changes in value of investments in unit trust	282	282
Net book value as at 31 December 2024	96,346	96,346

11.3 Movement in other non-current financial assets - investments in unit trust in equity securities open-ended fund are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 1 January 2024	31,337	-
Unrealised gain on changes in value of investments in unit trust	88	-
Net book value as at 31 December 2024	31,425	-

**12. Other current assets**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Withholding tax deducted at source	17,469	48,060	-	2,532
Prepaid expenses	11,654	8,843	-	250
Others	8,556	11,755	-	122
Total other current assets	<u>37,679</u>	<u>68,658</u>	<u>-</u>	<u>2,904</u>

### 13. Non-current assets held for sale and discontinued operations

On 27 November 2024, the Extraordinary General Meeting of shareholders of the Company passed a resolution approving the sale of land and buildings of the Premier Place Building, which the Company recorded as investment property in the statement of financial position, to Premier Fission Capital Company Limited, a related company, for a total value of Baht 450 million.

Subsequently, on 24 January 2025 the Company entered into a sale and purchase agreement for the land and buildings of Premier Place Building with the aforementioned related company. Under this agreement, both parties must comply with the specified terms and conditions. The Company's management expects the transaction to be completed by the second quarter of 2025.

The Company has presented the land and buildings as a separate item under the caption of "Assets Held for Sale" in the statement of financial position as of 31 December 2024 and has separately presented the operating results of the rent out space and services segment arising from the land and buildings as discontinued operations. Therefore, this segment is not included in Note 27 regarding financial information by segment, as the segment has been reclassified as discontinued operations.

The significant assets and liabilities of the Company classified as held for sale as of 31 December 2024 are as follows:

	(Unit: Thousand Baht)	
	Consolidated	Separate
	<u>financial statements</u>	<u>financial statements</u>
<b><u>Statements of financial position</u></b>		
<b>Assets</b>		
Trade and other receivables	291	507
Investment properties (Note 16)	151,227	210,300
Property, plant and equipment (Note 17)	59,084	11
Other current assets	1,520	1,520
Restricted bank deposits (Note 14)	1,203	1,203
Other non-current assets	4	4
Assets held for sale	<u>213,329</u>	<u>213,545</u>

	(Unit: Thousand Baht)	
	Consolidated	Separate
	<u>financial statements</u>	<u>financial statements</u>
<b>Liabilities</b>		
Trade and other payables	1,314	1,314
Other current liabilities	971	971
Other non-current liabilities	7,564	10,074
Deferred tax liability	87	87
Liabilities directly associated with assets held for sale	<u>9,936</u>	<u>12,446</u>

The operating results related to assets classified as assets held for sale and discontinued operations for the years ended 31 December 2024 and 31 December 2023, presented for comparative purposes, have been restated as detailed below:

	(Unit: Thousand Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended 31 December</u>		<u>For the year ended 31 December</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(restated)		(restated)
<b>Revenue</b>				
Rental and service income				
(Note 23)	19,951	16,593	39,660	35,168
Other income	32	-	32	87
<b>Total revenues</b>	<u>19,983</u>	<u>16,593</u>	<u>39,692</u>	<u>35,255</u>
<b>Expenses</b>				
Cost of sales	16,774	12,154	33,344	25,758
Administrative expenses	15	15	16	16
<b>Total expenses</b>	<u>16,789</u>	<u>12,169</u>	<u>33,360</u>	<u>25,774</u>
Profit before income tax				
expenses	3,194	4,424	6,332	9,481
Income tax expenses				
(Note 25)	(164)	(30)	(164)	(30)
<b>Profit for the year for discontinued operations</b>	<u>3,030</u>	<u>4,394</u>	<u>6,168</u>	<u>9,451</u>

Earnings per share for discontinued operations are detailed as follows:

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended 31 December</u>		<u>For the year ended 31 December</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(restated)		(restated)
Earnings per share for				
discontinued operations (Baht)	0.01	0.02	0.03	0.03

The rent out space and services operation will continue until the Company successfully transfers the ownership of the aforementioned land and rental buildings to Premier Fission Capital Company Limited.

The cash flow from the discontinued operations is detailed as follows:

			(Unit: Thousand Baht)	
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>For the year ended 31 December</u>		<u>For the year ended 31 December</u>	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(restated)		(restated)
Cash flows from operating activities	21,274	16,736	24,424	21,590
Cash flows used in investing activities	(8,585)	(2,580)	(8,585)	(2,580)

#### 14. Restricted bank deposits

Deposits with banks of the Company has been pledged as security against credit facilities obtained from the financial institutions which are consist of bank guarantees and other credit facilities.

## 15. Investment in subsidiaries

Details of investment in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)								
Company	Paid-up capital		Shareholding percentage		Cost		Dividend received during the years	
	2024	2023	2024	2023	2024	2023	2024	2023
			(%)	(%)				
<u>Subsidiary directly held by the Company</u>								
Datapro Computer Systems Company Limited	100,000	100,000	100	100	325,887	325,887	249,997	203,998
<u>Subsidiary held through Datapro Computer Systems Company Limited</u>								
Datapro Company Systems (Myanmar) Company Limited	50*	50*	100	100	-	-	-	-
Total					<u>325,887</u>	<u>325,887</u>	<u>249,997</u>	<u>203,998</u>

\*Thousand USD

In April 2023, the Annual General Meeting of shareholders of Datapro Computer Systems Company Limited passed a resolution approving the payment of a dividend for the year 2022 of Baht 104 per share, a total of Baht 104 million, to the subsidiary's shareholders. The subsidiary paid such dividend in April 2023.

In August 2023, the Board of Directors meeting of Datapro Computer Systems Company Limited passed a resolution approving the payment of an interim dividend from operating for 2023 of Baht 100 per share, a total of Baht 100 million, to the subsidiary's shareholders. The subsidiary paid such dividend in August 2023.

In April 2024, the Annual General Meeting of shareholders of Datapro Computer Systems Company Limited passed a resolution approving the payment of a dividend for the year 2023 of Baht 130 per share, a total of Baht 130 million, to the subsidiary's shareholders. The subsidiary paid such dividend in May 2024.

In August 2024, the Board of Directors meeting of Datapro Computer Systems Company Limited passed a resolution approving the payment of an interim dividend from operating for 2024 of Baht 120 per share, a total of Baht 120 million, to the subsidiary's shareholders. The subsidiary paid such dividend in September 2024.



During the current year, Datapro Computer Systems (Myanmar) Company Limited which is registered and incorporated in the Republic of the Union of Myanmar has not yet commenced operation of its business.

## 16. Investment properties

The net book value of investment properties as at 31 December 2024 and 2023 are presented below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
	Land and office building	Land and office building
As at 31 December 2023:		
Cost	240,995	335,673
<u>Less</u> Accumulated depreciation	(87,357)	(121,677)
Net book value	153,638	213,996

A reconciliation of the net book value of investment properties for the years 2024 and 2023 are presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Net book value at beginning of year	153,638	157,888	213,996	224,087
Reclassification	248	2,994	-	-
Acquisitions - at cost	6,173	1,852	8,585	2,580
Depreciation charged	(8,832)	(9,096)	(12,281)	(12,671)
Classified as assets held for sale				
(Note 13)	(151,227)	-	(210,300)	-
Net book value at end of year	-	153,638	-	213,996

The portion of the Company's investment properties, consist of land and office building, has leased to its subsidiary.

The fair values of the above investment properties of the Company (before classification as assets held for sale) amounting to Baht 427 million, were determined under the income approach, based on valuations performed by an accredited independent valuer in 2024. The key assumptions used in estimating the fair value included yield rate, rental rate and occupancy rate. The disclosed fair values are based on the use of Level 3 inputs.

## 17. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements							
	Land	Building	Furniture, fixtures and equipment	Computer and equipment	Motor vehicles	Assets under installation	Total
<b>Cost:</b>							
1 January 2023	41,500	56,644	163,040	406,409	1,066	1,316	669,975
Additions	-	105	10,096	4,419	-	5,537	20,157
Transferred to investment properties	(1,877)	(2,562)	-	-	-	(12)	(4,451)
Disposals/write-off	-	-	(2,476)	(1,860)	-	-	(4,336)
Transfers in (out)	-	134	4,500	1,368	-	(6,002)	-
31 December 2023	39,623	54,321	175,160	410,336	1,066	839	681,345
Additions	-	2,411	3,988	17,184	-	2,031	25,614
Transferred to investment properties	(163)	(223)	-	-	-	(3)	(389)
Disposals/write-off	-	(19)	(40,899)	(27,587)	-	-	(68,505)
Transfers in (out)	-	730	-	106	-	(836)	-
Classified as assets held for sale (Note 13)	(39,460)	(57,220)	(476)	-	-	-	(97,156)
31 December 2024	-	-	137,773	400,039	1,066	2,031	540,909
<b>Accumulated depreciation:</b>							
1 January 2023	-	32,201	133,420	381,226	1,066	-	547,913
Depreciation - transferred to investment properties	-	(1,457)	-	-	-	-	(1,457)
Depreciation for the year	-	3,574	7,853	12,305	-	-	23,732
Depreciation on disposals/ write-off	-	-	(2,295)	(1,826)	-	-	(4,121)
31 December 2023	-	34,318	138,978	391,705	1,066	-	566,067
Depreciation - transferred to investment properties	-	(141)	-	-	-	-	(141)
Depreciation for the year	-	3,449	8,566	13,258	-	-	25,273
Depreciation on disposals/ write-off	-	(19)	(40,329)	(27,583)	-	-	(67,931)
Classified as assets held for sale (Note 13)	-	(37,607)	(465)	-	-	-	(38,072)
31 December 2024	-	-	106,750	377,380	1,066	-	485,196
<b>Net book value:</b>							
31 December 2023	39,623	20,003	36,182	18,631	-	839	115,278
31 December 2024	-	-	31,023	22,659	-	2,031	55,713
<b>Depreciation for the year:</b>							
2023 (Baht 14 million included in service cost, and the balance in administrative expenses)							23,732
2024 (Baht 13 million included in service cost, and the balance in administrative expenses)							25,273

## 17. Property, plant and equipment (continued)

	(Unit: Thousand Baht)
	Separate
	financial statements
	Furniture and
	office equipment
<b>Cost</b>	
1 January 2023	475
Classified as assets held for sale (Note 13)	(475)
31 December 2024	-
<b>Accumulated depreciation</b>	
1 January 2023	433
Depreciation for the year	16
31 December 2023	449
Depreciation for the year	15
Classified as assets held for sale (Note 13)	(464)
31 December 2024	-
<b>Net book value</b>	
31 December 2023	26
31 December 2024	-
<b>Depreciation for the year (include in administrative expenses)</b>	
2023	16
2024	15

As at 31 December 2023, land and building as presented in the consolidated financial statements is the portion of the Company's investment properties that it has leased to its subsidiary.

As at 31 December 2024, certain equipment items of the subsidiary have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to Baht 437 million (2023: Baht 483 million).

## 18. Leases

### 18.1 The Group as a lessee

The Group has lease contracts for various items of building, motor vehicles and other equipment used in its operations. Leases of building has lease terms between 1 - 6 years. While motor vehicles and other equipment have lease terms of 5 years.

#### a) Right-of-use assets

Movements of right-of-use assets for the years ended 31 December 2024 and 2023 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Buildings and improvement	Computer and equipment	Motor vehicles	Total
1 January 2023	31,592	14,608	768	46,968
Additions	-	2,296	-	2,296
Decrease during the year	-	(4,707)	-	(4,707)
Depreciation for the year	(6,182)	(12,197)	(174)	(18,553)
31 December 2023	25,410	-	594	26,004
Depreciation for the year	(6,182)	-	(174)	(6,356)
31 December 2024	19,228	-	420	19,648

#### b) Lease liabilities

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Lease payments	55,165	73,645
Less: Deferred interest expenses	(2,973)	(5,187)
Total	52,192	68,458
Less: Portion due within one year	(16,757)	(16,266)
Lease liabilities - net of current portion	35,435	52,192

Movements of the lease liability account during the years ended 31 December 2024 and 2023 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Balance at beginning of year	68,458	92,795
Accretion of interest	2,214	2,793
Repayments	(18,480)	(27,130)
Balance at end of year	<u>52,192</u>	<u>68,458</u>

A maturity analysis of lease payments is disclosed in Note 31.1 under the liquidity risk.

**c) Expenses relating to leases that are recognised in profit or loss**

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Depreciation expense of right-of-use assets	6,356	18,553
Interest expense on lease liabilities	2,214	2,793
Expense relating to leases of low-value assets	392	408

**d) Others**

The Group had total cash outflows for leases for the year ended 31 December 2024 of Baht 18.9 million (2023: Baht 27.5 million), including the cash outflow related to short-term lease and leases of low-value assets.

**18.2 Group as a lessor**

Finance Lease

The Group has entered into finance lease for its equipment of the lease terms are 5 years.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Lease receivable under finance lease	23,656	35,484
Less: Deferred interest income	(1,190)	(2,386)
Total	<u>22,466</u>	<u>33,098</u>
Less: Portion due within one year (Note 8)	(11,027)	(10,632)
Lease receivable - net of current portion (Note 9)	<u>11,439</u>	<u>22,466</u>

The Group recognises lease receivables under finance lease, which have been presented in the statement of financial position as “Trade and other receivables” for lease receivable - portion due within one year and as “Long-term trade receivables” for lease receivable - net of current portion.

Amounts recognised in profit or loss for finance leases

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
Interest income on the net investment in finance lease	1,196	1,578

### Operating Lease

The Group has entered into operating leases for its investment property portfolio consisting of office of the lease terms are between 3 to 10 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2024 and 2023 as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Within 1 year	7,173*	6,857	8,447*	14,503
Over 1 and up to 5 years	-	18,989	-	20,263
Over 5 years	-	14,242	-	14,242
Total	<u>7,173</u>	<u>40,088</u>	<u>8,447</u>	<u>49,008</u>

\*Estimated based on expected future cash inflows up to the date the Company transfers the ownership of the land and rental buildings as discussed in Note 13.

## **19. Short-term loans from financial institution**

		(Unit: Thousand Baht)	
	Interest rate	Consolidated financial statements	
	(percent per annum)	<u>2024</u>	<u>2023</u>
Short-term loans from financial institution	2.70 - 3.55	50,000	170,000
Total		<u>50,000</u>	<u>170,000</u>

As at 31 December 2024 and 2023, short-term loans from financial institution of a subsidiary is loan from a bank represent promissory notes and due in March 2025 and January 2024, respectively. Such loan is not secured.

## 20. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Trade payables - related parties (Note 6)	1	288	-	32
Trade payables - unrelated parties	475,082	356,057	-	2,071
Accrued expenses - related parties (Note 6)	15	27	-	-
Accrued expenses - unrelated parties	139,506	113,117	765	749
Total trade and other payables	<u>614,604</u>	<u>469,489</u>	<u>765</u>	<u>2,852</u>

## 21. Provision for long-term employee benefits

Provision for long-term employee benefits which, represents compensations payable to employees after they retire from a subsidiary was as follows:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	<u>2024</u>	<u>2023</u>
<b>Provision for long-term employee benefits at beginning of year</b>	126,964	108,658
Included in profit or loss:		
Current service cost	14,462	13,861
Interest cost	3,772	3,424
Losses on settlement	913	-
Included in other comprehensive income:		
Actuarial (gain) loss arising from		
Demographic assumptions changes	(1,898)	183
Financial assumptions changes	18,849	2,791
Experience adjustments	1,303	(686)
Past service costs due to employee transfer	(562)	-
Benefits paid during the year	<u>(5,985)</u>	<u>(1,267)</u>
<b>Provision for long-term employee benefits at end of year</b>	<u>157,818</u>	<u>126,964</u>

The subsidiary expects to pay Baht 10.6 million of long-term employee benefits during the next year (2023: the subsidiary expected to pay Baht 9.1 million of long-term employee benefits during the next year).

As at 31 December 2024, the weighted average duration of the liabilities for long-term employee benefit of subsidiary is 14 years (2023: 14 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements	
	<u>2024</u>	<u>2023</u>
	(%)	(%)
Discount rate	2.6	3.0
Future salary increase rate	5.0	4.2
Turnover rate	0 - 17.5	0 - 17.5

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2024 and 2023, are summarised below:

	(Unit: Million Baht)	
	2024	
	Consolidated financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(15)	17
Salary increase rate	18	(15)
	<u>Increase 10%</u>	<u>Decrease 10%</u>
Turnover rate	(4)	5

	(Unit: Million Baht)	
	2023	
	Consolidated financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(12)	14
Salary increase rate	14	(13)
	<u>Increase 10%</u>	<u>Decrease 10%</u>
Turnover rate	(3)	3



## 22. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

## 23. Revenue from contracts with customers

### 23.1 Disaggregated revenue information

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		<u>2024</u>	<u>2023</u>
		(restated)	(restated)
<b>Revenue from continued operations</b>			
<b>Type of goods or service:</b>			
IT integrated solutions	2,267,773	2,009,875	-
Provision of services relating to information technology systems	1,748,927	1,469,444	-
Total revenue from contracts with customers	4,016,700	3,479,319	-
<b>Timing of revenue recognition:</b>			
Revenue recognised at a point in time	2,270,581	1,568,685	-
Revenue recognised over time	1,746,119	1,910,634	-
Total revenue from contracts with customers	4,016,700	3,479,319	-
<b>Revenue from discontinued operations</b>			
<b>(Note 13)</b>			
<b>Timing of revenue recognition:</b>			
Revenue recognised over time	19,951	16,593	39,660

## 23.2 Revenue to be recognised for the remaining performance obligations

As at 31 December 2024, revenue totaling Baht 1,145 million is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied (or partially unsatisfied) (2023: Baht 516 million) (the Company only: Baht 7 million, 2023: Baht 39 million). The Group expects to satisfy these performance obligations within 5 years.

The above information does not include revenue to be recognised for the unsatisfied portions of performance obligations related to contracts with a duration of one year or shorter. In addition, it does not include income from operating lease agreements, for which the Group has disclosed anticipated future minimum rentals receivable under non-cancellable operating leases in Note 18.2.

## 23.3 Contract balances

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Contract assets (Note 8)	<u>87,680</u>	<u>103,282</u>	<u>-</u>	<u>381</u>
Contract liabilities	<u>686,159</u>	<u>420,862</u>	<u>-</u>	<u>-</u>

### Contract assets

Contract asset is an entity's right to consideration in exchange for goods or services that the entity has transferred to a customer when that right is conditioned on something other than the passage of time. Contract assets are transferred to trade receivables when the rights to consideration become unconditional.

The Group recognised revenue which is not yet due per the contracts has been presented under the caption of "Accrued income" in the statement of financial position.

### Contract liabilities

Contract liabilities are the Group's obligations to transfer goods or services to customers for which the Group has received consideration from customers, including progress billings received from customers for services in progress and upfront deposits collected from customers prior to the commencement of the provision of services or delivery of products. Contract liabilities are recognised as revenue when the Group performs the obligation under the contract.

The Group recognised the obligation to transfer goods or services to a customer for which the Group has received consideration or an amount of consideration is due from the customer is presented under the caption of “Advances received for goods and services” in the statement of financial position.

The Group's revenue recognised during 2024, previously included in the brought forward balance of contract liabilities at the beginning of the year, amounted to Baht 388 million (2023: Baht 402 million).

## 24. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(restated)		(restated)
<b>Continued operations:</b>				
Salaries and other employee benefits	601,124	555,228	1,443	1,443
Depreciation	34,275	45,395	-	-
Purchase of goods and services	2,791,508	2,222,640	-	-
Changes in finished goods	88,730	(42,327)	-	-
Changes in work in progress	14,735	358,319	-	-
<b>Discontinued operations:</b>				
Depreciation	6,185	5,986	12,296	12,687
Purchase of goods and services	10,597	6,174	21,064	13,087

## 25. Income tax expenses

Income tax expenses for the years ended 31 December 2024 and 2023 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
		(restated)		(restated)
<b>Current income tax:</b>				
Current corporate income tax charge	97,341	71,701	107	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(2,708)	(6,572)	57	30
<b>Income tax expenses reported in profit or loss</b>	<u>94,633</u>	<u>65,129</u>	<u>164</u>	<u>30</u>
<b>Income tax expenses from discontinued operations (Note 13)</b>	<u>(164)</u>	<u>(30)</u>	<u>(164)</u>	<u>(30)</u>
<b>Income tax expenses from continued operations reported in profit or loss</b>	<u>94,469</u>	<u>65,099</u>	<u>-</u>	<u>-</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2024 and 2023 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Deferred tax on actuarial loss	(3,651)	(458)	-	-
	<u>(3,651)</u>	<u>(458)</u>	<u>-</u>	<u>-</u>

The reconciliation between accounting profit and income tax expenses is shown below.

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Accounting profit before tax from continued operations	460,310	314,796	230,926	190,393
Accounting profit before tax from discontinued operations	3,194	4,424	6,332	9,481
Total	<u>463,504</u>	<u>319,220</u>	<u>257,258</u>	<u>199,874</u>
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	92,701	63,844	47,452	39,975
Tax loss for the year which unrecognised as deferred tax assets	11	190	-	180
Tax loss from prior year	(214)	-	(214)	-
Effects of:				
Tax-exempt income	-	-	(49,999)	(40,800)
Tax income	928	-	928	-
Non-deductible expenses	1,582	1,461	1,997	693
Additional expense deductions allowed	(375)	(366)	-	(18)
Total	<u>2,135</u>	<u>1,095</u>	<u>(47,074)</u>	<u>(40,125)</u>
Income tax expenses reported in profit or loss	<u>94,633</u>	<u>65,129</u>	<u>164</u>	<u>30</u>
Income tax expenses from discontinued operations (Note 13)	<u>(164)</u>	<u>(30)</u>	<u>(164)</u>	<u>(30)</u>
Income tax expenses from continued operations	<u>94,469</u>	<u>65,099</u>	<u>-</u>	<u>-</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<b>Deferred tax assets</b>				
Allowance for diminution in value of inventories	2,410	2,345	-	-
Revaluation of non-current financial assets	25	41	-	-
Provision for long-term employee benefits	31,564	25,393	-	-
Lease	6,528	8,210	-	-
Total	40,527	35,989	-	-
<b>Deferred tax liabilities</b>				
Lease receivable	6,294	8,167	-	-
Unrealised gain on change in value of investments	-	36	-	31
Total	6,294	8,203	-	31
<b>The presentation in statements of financial position</b>				
Deferred tax assets	34,233	27,817	-	-
Deferred tax liabilities	-	31	-	31

## 26. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	Consolidated		Separate	
	financial statement		financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<b>Earnings per share</b>				
Profit for the year (Thousand Baht)	368,871	254,091	237,094	199,844
Weighted average number of ordinary shares (Thousand shares)	283,889	283,889	283,889	283,889
Earnings per share (Baht per share)	1.30	0.90	0.84	0.70
<b>Earnings per share for continuing operations</b>				
Profit for the year from continuing operations (Thousand Baht)	365,841	249,697	230,926	190,393
Weighted average number of ordinary shares (Thousand shares)	283,889	283,889	283,889	283,889
Earnings per share (Baht per share)	1.29	0.88	0.81	0.67

## **27. Financial information by segment**

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Group's Board of Directors.

The Group is principally engaged in the Provision of services relating to information technology systems. Its operations are carried on only in Thailand. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

### **Major customers**

For the year 2024, the Group has revenue from three major customers in amount of Baht 1,514 million (2023: Baht 1,435 million derived from three major customers).

## **28. Provident fund**

The subsidiary and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the subsidiary contributed to the fund monthly at the rate of 5 and 8 percent of basic salary. The fund, which is managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2024 amounting to approximately Baht 24 million (2023: Baht 22 million) were recognised as expenses.

## 29. Dividends

	Approved by	Total dividends (Unit: Million Baht)	Dividend per share (Unit: Baht)
Final dividends for 2022 from operating for 2022	Annual General Meeting of the shareholders on 26 April 2023	99	0.35
Interim dividends from operating for 2023	Board of Directors Meeting on 9 August 2023	86	0.30
<b>Total dividend paid in 2023</b>		<b>185</b>	
Final dividends for 2023 from operating for 2023	Annual General Meeting of the shareholders on 26 April 2024	99	0.35
Interim dividends from operating for 2024	Board of Directors Meeting on 7 August 2024	99	0.35
<b>Total dividend paid in 2024</b>		<b>198</b>	

## 30. Commitments and contingent liabilities

### 30.1 Capital commitments

As at 31 December 2024, the Group had capital commitments approximately Baht 7.3 million (2023: Baht 7.7 million), relating to ERP systems and renovation.

### 30.2 Service commitments

The Group had entered into several service agreements in respect of the office building services and other services with other companies and a related company. The terms of the agreements are generally between 1 to 3 years.

As at 31 December 2024 and 2023, future minimum payments required under these service agreements were as follows:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Payable:				
In up to 1 year	4.2	6.8	2.5	2.4
In over 1 year and up to 3 years	1.3	0.6	-	-



### **30.3 Long-term management service commitments**

The Group has entered into management service agreements with a related company, whereby management fees totaling Baht 2.7 million per month (2023: Baht 1.8 million per month) the separate financial statement: Baht 0.7 million per month (2023: Baht 0.6 million per month) is payable in the future. The agreements end in December 2024 but they automatically renew for period of one year each time until terminate.

### **30.4 Bank guarantees**

As at 31 December 2024, the Group has outstanding bank guarantees of approximately Baht 94.1 million (2023: Baht 88.1 million) issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business of the Group. These included letters of guarantee amounting to Baht 92.9 million (2023: Baht 86.9 million) to guarantee contractual performance of the subsidiary and amounting to Baht 1.2 million (2023: Baht 1.2 million) to guarantee electricity use of the Company.

## **31. Financial instruments**

### **31.1 Financial risk management objectives and policies**

The Group's financial instruments principally comprise cash and cash equivalents, investment, trade accounts receivable, receivable under long-term contract, lease receivable, short-term loans to related party, restricted bank deposits, trade and other payables, short-term loans from financial institution and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

#### **Credit risk**

The Group is exposed to credit risk primarily with respect to deposits with banks, trade and other receivables and short-term loans to related party. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

#### ***Trade and other receivables***

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade and other receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

### ***Financial instruments and cash deposits***

The Group manages the credit risk associated with balances with banks and financial institutions in accordance with its policy by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors upon a credit limits application and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

### **Market risk**

There are two types of market risk comprising currency risk and interest rate risk. The Group enters into a variety of derivatives to manage its risk exposure, including foreign exchange forward contracts to hedge the foreign currency risk arising on the import of goods and services.

### ***Foreign currency risk***

The subsidiary manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period.

When a derivative is entered into for the purpose of being a hedge, the subsidiary negotiates the terms of the derivative to match the terms of the hedged exposure. For hedges of forecast transactions, the derivative covers the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting payable that is denominated in the foreign currency.

The subsidiary's exposure to foreign currency risk arises mainly from trading transactions that are denominated in foreign currencies. As at 31 December 2024, the subsidiary had the net liabilities denominated in foreign currency amounting to USD 1 million (2023: USD 2 million).

As at 31 December 2024 and 2023, the subsidiary had outstanding forward exchange contracts in order to hedge the foreign currency risk as follows:

Consolidated financial statements					
Foreign currency	Bought amount		Contractual exchange rate of bought amount		Contractual maturity date
	(Million)		(Baht per 1 foreign currency unit)		
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u> <u>2023</u>
US Dollar	2	2	32.19 - 35.50	34.02 - 35.88	30 January - 31 October 2025 5 January - 2 July 2024

### Foreign currency sensitivity

The following tables demonstrate the sensitivity of the Group's profit before tax to a reasonably possible change in US dollar exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities including non-designated foreign currency derivatives as at 31 December 2024 and 2023. The subsidiary's exposure to foreign currency changes for all other currencies is not material.

Currency	2024		2023	
	Change in FX	Effect on profit	Change in FX	Effect on profit
	rate	before tax	rate	before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
US dollar	+10	(4,758)	+10	(5,948)
	- 10	4,758	- 10	5,948

### Interest rate risk

The Group's exposure to interest rate risk relates primarily to their cash at banks, receivable under long-term contract, lease receivable, short-term loans to related party, restricted bank deposits, short-term loans from financial institution and lease liabilities. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2024 and 2023, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements	2024						Effective interest rate  (% per annum)
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	
	Within 1 year	1-5 years	Over 5 years				
<u>Financial assets</u>							
Cash and cash equivalent	-	-	-	66	1	67	0.15 - 0.40
Other current financial assets	-	-	-	-	96	96	-
Trade receivables	-	-	-	-	899	899	-
Receivable under long-term contract	7	14	-	-	-	21	5.03
Lease receivable	11	11	-	-	-	22	3.73
Non-current financial assets	-	-	-	-	31	31	-
	18	25	-	66	1,027	1,136	

(Unit: Million Baht)

2024							
Consolidated financial statements	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<u>Financial liabilities</u>							
Short-term loans from financial institution	50	-	-	-	-	50	2.70
Trade and other payables	-	-	-	-	615	615	-
Lease liabilities	17	35	-	-	-	52	3.48 and 3.78
	67	35	-	-	615	717	

(Unit: Million Baht)

2023							
Consolidated financial statements	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years				
<u>Financial assets</u>							
Cash and cash equivalent	-	-	-	84	1	85	0.15 - 0.55
Other current financial assets	-	-	-	-	80	80	-
Trade receivables	-	-	-	-	486	486	-
Receivable under long-term contract	6	21	-	-	-	27	5.03
Lease receivable	11	22	-	-	-	33	3.73
Restricted bank deposits	-	-	-	1	-	1	1.10
Non-current financial assets	-	-	-	-	31	31	-
	17	43	-	85	598	743	
<u>Financial liabilities</u>							
Short-term loans from financial institution	170	-	-	-	-	170	3.55
Trade and other payables	-	-	-	-	469	469	-
Lease liabilities	16	52	-	-	-	68	3.48 and 3.78
	186	52	-	-	469	707	

(Unit: Million Baht)

2024						
Separate financial statements	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years				
<u>Financial assets</u>						
Other current financial assets	-	-	-	96	96	-
	-	-	-	96	96	
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	1	1	-
	-	-	-	1	1	

(Unit: Million Baht)

2023						
Separate financial statements	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years				
<u>Financial assets</u>						
Other current financial assets	-	-	-	48	48	-
Restricted bank deposits	-	-	1	-	1	1.10
	-	-	1	48	49	
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	3	3	-
	-	-	-	3	3	

*Interest rate sensitivity*

The Group considers that the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to and loans from affected as at 31 December 2024 is not material.

## Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, bank loans and lease contracts. The Group's policy is maintain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the bank loans agreement. Approximately 88% of the Group's debt will mature in less than one year at 31 December 2024 (2023: 86%) and the Company: 100% (2023: 36%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2024 and 2023 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2024				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Short-term loans from financial institution	-	50,113	-	-	50,113
Trade and other payables	-	614,604	-	-	614,604
Lease liabilities	-	18,370	36,795	-	55,165
<b>Total non-derivatives</b>	-	683,087	36,795	-	719,882
<b>Derivatives</b>					
<b>Derivatives: gross settled</b>					
Cash inflows	-	81,708	-	-	81,708
Cash outflows	-	(81,810)	-	-	(81,810)
<b>Total derivatives</b>	-	(102)	-	-	(102)

(Unit: Thousand Baht)

## Consolidated financial statements

As at 31 December 2023

	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Short-term loans from financial institution	-	171,002	-	-	171,002
Trade and other payables	-	469,489	-	-	469,489
Lease liabilities	-	18,480	55,165	-	73,645
<b>Total non-derivatives</b>	-	658,971	55,165	-	714,136
<b>Derivatives</b>					
<b>Derivatives: gross settled</b>					
Cash inflows	-	67,689	-	-	67,689
Cash outflows	-	(69,693)	-	-	(69,693)
<b>Total derivatives</b>	-	(2,004)	-	-	(2,004)

(Unit: Thousand Baht)

## Separate financial statements

As at 31 December 2024

	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Trade and other payables	-	765	-	-	765
<b>Total non-derivatives</b>	-	765	-	-	765

(Unit: Thousand Baht)

## Separate financial statements

As at 31 December 2023

	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Trade and other payables	-	2,852	-	-	2,852
<b>Total non-derivatives</b>	-	2,852	-	-	2,852

### **31.2 Fair values of financial instruments**

As the majority of financial instruments are short-term, long term financial assets and long-term financial liabilities carry interest rates which are close to market rates, the Group expects that fair value of their financial instruments are close to the amounts presented in the statements of financial position.

### **32. Capital management**

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value and it meets financial covenants attached to the loan agreements.

As at 31 December 2024, the Group's debt-to-equity ratio was 1.89:1 (2023: 1.82:1) and the Company's was 0.02:1 (2023: 0.01:1).

### **33. Event after the reporting period**

On 11 February 2025, the Board of Directors Meeting of the Company passed the resolution to raise the agenda to Annual General Meeting of the shareholders for approval to pay a dividend for the year 2024 to the shareholders of Baht 1.05 per share, a total of Baht 298 million. The Company has already paid an interim dividend of Baht 0.35 per share, a total of Baht 99 million. The remaining dividend is Baht 0.70 per share, a total of Baht 199 million will be paid and recorded after it is approved by the Annual General Meeting of the Company's shareholders.

### **34. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 11 February 2025.



Back up attachment

## Back up attachment

Attachment 1 : Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary, and the representative for contact and coordination in case of a foreign company

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808914.pdf>



Attachment 2 : Details of the directors of subsidiaries

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808916.pdf>



Attachment 3 : Details of the Heads of the Internal Audit and Compliance Units

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808918.pdf>



Attachment 4 : Assets for business undertaking and details of asset appraisal

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808920.pdf>



Attachment 5 : Unabridged policy and guidelines on corporate governance and unabridged code of business conduct prepared by the Company

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808922.pdf>



Attachment 6 : Report of the Audit Committee

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808924.pdf>



Attachment 7 : Attachment 7

Link to attachment: <https://eonemedia.setlink.set.or.th/report/0229/2024/1742340808926.pdf>

