



Invitation to the 2025 Annual General Meeting of Shareholders Premier Technology Public Company Limited

Tuesday, April 22, 2025 at 10.00 hrs.

At the Meeting Room No. 501,
5th Floor, Premier Corporate Park,
No.1, Soi Premier 2, Srinakarin Road,
Nongbon Sub-district, Prawet District, Bangkok

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

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

21 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders
To: Shareholders of Premier Technology Public Company Limited
Attachments: 1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2024
2. 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) in QR Code format
3. Information of the persons nominated as directors to replace those retiring by rotation
4. The Articles of Association of the Company relating to the Shareholders' Meeting
5. Procedures for the registration process for the Annual General Meeting of Shareholders and appointment of a proxy
6. Information of the Independent Directors for consideration as a proxy
7. Proxy Form A and Form B
8. Attendance form for the 2025 Annual General Meeting of Shareholders
9. Advance question submission form according to the agenda of the 2025 Annual General Meeting of Shareholders
10. Map to the meeting venue

As the Board of Directors of Premier Technology Public Company Limited ("the Company") resolved to convene the 2025 Annual General Meeting of Shareholders on Tuesday, April 22, 2025 at 10.00 hrs. **at the Meeting Room No.501, 5th Floor, Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok, to consider the following agenda:**

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2024

Details: The Extraordinary General Meeting of Shareholders No.1/2024 was held on 27 November 2024 and a copy of the minutes to this meeting is attached herewith as Attachment 1.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2024 which was held on 27 November 2024.

Agenda 2 To acknowledge the report on the Company's operating results for the year 2024

Details: The report on the Company's operating results for the year 2024 is shown in the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report), which has been sent to shareholders together with this meeting invitation as Attachment 2.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2024.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2024

Details: The audited financial statements for the year ended 31 December 2024 are shown under the "Financial Statements" section of the Company's 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) which has been sent to shareholders together with this meeting invitation as Attachment 2.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended 31 December 2024 which was audited by the auditor.

Agenda 4 To consider and approve the appropriation of the profit and the dividend payment for the year 2024

Details: The Company has a policy to pay the dividends of not less than 50 percent of the Company's net profit after applicable income tax and legal reserves regarding to the Company's separate financial statements. Nevertheless, such ratio of dividend payment is subject to change due to the investment plan, necessity and other appropriateness in the future. For the year 2024, the Company has profit for the year of THB 237,094,198 and unappropriated retained earnings at the end of the period of THB 310,314,931 which has been fully reserved according to laws. The Board therefore has resolved to propose the shareholders' meeting to consider and approve the additional payment of dividends from retained earnings to shareholders of THB 0.70 per share amounted to THB 198,722,259.40, in which when combined with the interim dividend paid to shareholders on 5 September 2024 at the rate of THB 0.35 per share amounted to THB 99,361,129.70, the total dividend payment for the year 2024 is of THB 1.05 per share amounted to THB 298,083,389.10 or 100 percent of the profit for the year 2024 and the excess in profit for the

year being paid from the Company's retained earnings that is in accordance with the determined dividend policy of the Company. The name of the shareholders entitling to receive the proposed dividend was recorded on Tuesday, March 4, 2025 and the date of dividend payment will be on Wednesday, May 14, 2025.

Incidentally, the Company paid dividends from the operating results for the year 2023 at the rate of THB 0.65 per share or 92.33 percent of the profit for the year 2023.

Opinion of the Board: It is appropriate to propose the shareholders' meeting approve the dividend payment for the year 2024 as proposed.

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

Details: According the Public Limited Companies Act B.E. 2535 with Article 13 and Article 15 of the Articles of Association of the Company stipulates that the Company shall have a Board of Directors consisting of at least 5 directors who shall be appointed at the shareholders' meeting and at every Annual General Meeting of Shareholders, one-third of the directors or the number of directors closest to one-third shall retire by rotation. The directors to vacate office within the first and the second year following company registration shall be drawn by lot. In subsequent years, the directors serving the longest period shall retire by rotation. Those directors to vacate office may be re-appointment.

The Company presently has total 8 directors. Therefore, at the Annual General Meeting of Shareholders for the year 2025, there are 3 directors who shall retire by rotation, namely,

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|-------------------|--------------|----------------------|
| 1. Ms. Wanna | Kolsrichai | Director |
| 2. Mrs. Duangthip | Eamrungraj | Director |
| 3. Mr. Surapol | Srangsomwong | Independent Director |

The entire Board of Directors except for directors with conflicts of interests, performs duties as the Nomination Committee. Duties performed are within the scope of considering the criteria and process for the nomination of persons with appropriate qualifications and in accordance with the Company's business strategy to serve as directors as well as selecting persons regarding to the determined nomination process, and considering their past performance as directors of the Company. The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the re-appointment of these 3 retiring-by-rotation directors as listed above, who are qualified as directors of the Company, to serve as directors of the Company for another term.

The curricula vitae and information on these 3 persons are as per [Attachment 3](#) enclosed.

In this regard, the Board of Directors does not determine the policy on limitation of the mandate of a yearly basis of independent director, as foresees that the continuous tenure of the directorship may be beneficial to the Company's management and business operations.

Incidentally, the nominated persons have been considered according to the process set by the Company and have qualifications according to relevant regulations and appropriate for the Company's business operations. In addition, the Company provides an opportunity for shareholders to nominate any qualified candidates for consideration for appointment as director according to the criteria disclosed on the Company's website, but no nomination was made.

For the criteria and procedures for nomination of directors, the Board of Directors considers that the person who will be nominated as an independent director has qualifications in accordance with the relevant laws and regulations relating to independent directors. The definition of Independent Director appears in the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) under the "Corporate Governance" section.

Opinion of the Board: It is appropriate to propose to the shareholders' meeting to consider reappointing 3 directors who will retire by rotation to serve as directors of the Company for another term, as the following names:

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|-------------------|--------------|----------------------|
| 1. Ms. Wanna | Kolsrichai | Director |
| 2. Mrs. Duangthip | Eamrungraj | Director |
| 3. Mr. Surapol | Srangsomwong | Independent Director |

Agenda 6 To consider and approve the director's remuneration for the year 2025

Details: The entire Board of Directors except those with conflicts of interests performs duties as the Remuneration Committee. Duties performed are within the scope of considering the remuneration to the directors by comparing with the listed companies in the same industry, the same revenue level, and the same market capitalization in the same period, as well as a considering the Company's operating results and the duties and responsibilities of directors. The Board considers it appropriate to propose the remuneration of the directors for 2025, as detailed below:

Components of Remuneration	2024	2025 (Proposed)
<u>Meeting Allowance of the Board of Directors</u>		
- Chairman (THB/time)	22,500	22,500
- Director (THB/person/time)	17,500	17,500
<u>Meeting Allowance of the Audit Committee</u>		
- Chairman of the Audit Committee (THB/time)	22,500	22,500
- Member of the Audit Committee (THB/person/time)	17,500	17,500
<u>Meeting Allowance of the Corporate Governance and Risk Oversight Committee</u>		
- Chairman of the Corporate Governance and Risk Oversight Committee (THB/time)	13,500	13,500
- Member of the Corporate Governance and Risk Oversight Committee (THB/person/time)	11,000	11,000
<u>Regular Compensation</u>		
- Chairman (THB/year)	320,000	320,000
- Chairman of the Audit Committee (THB/year)	355,000	355,000
- Member of the Audit Committee (THB/person/year)	320,000	320,000
- Non-Audit Committee Director (THB/person/year)	250,000	250,000
<u>Other special Benefits and any other benefits</u>	None	None

Remark: The Company pays meeting allowances only to the directors who attend the meeting. In this regard, the components of the remuneration proposed for approval are in form of money and other special benefits, including any other benefits.

Details of the remuneration paid to the directors in the previous year are presented in the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) under the section "Corporate Governance Structure".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2025 as proposed.

Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2025

Details: In order to comply with the Public Listed Companies Act B.E. 2535 which requires the Annual General Meeting of Shareholders to appoint an auditor and determine the audit fees of the company every year, the Board of Directors determines the selection of the auditor by considering an independence, knowledge, capability, reliability and the quality of service. As for auditor's remuneration, the Board considers the scope of the responsibility of the auditor and other auditing firms' remuneration. Therefore, the Board of Directors considers it appropriate to propose to the shareholders' meeting to appoint the auditor of EY Office Company Limited to be the Company's auditor for the year 2025, as it has equitable standards as other auditing firms and proposes appropriate audit fee, with the name list of auditors as follows:

1. **Mrs. Chonlaros Suntiasvaraporn**, C.P.A. Registration No. 4523, who has been nominated to be appointed as the Company's auditor for the year 2025 for the first year, or
2. **Ms. Sirirat Sricaroensup**, C.P.A. Registration No. 5419, who has been nominated to be appointed as the Company's auditor since the year 2020, or
3. **Ms. Isaraporn Wisutthiyan** C.P.A. Registration No. 7480 who has been nominated to be appointed as the Company's auditor for the year 2025 for the first year,

and proposes to set the remuneration of the auditor for the year 2025 in the amount of THB 620,000, which is equal to the previous year, with no other service fee.

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

Remuneration of the Auditor	2024	2025 (Proposed)	Increase (Decrease)
Audit Fee (THB)	620,000	620,000	-
Non-Audit Fee (THB)	None	None	-

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

The Company's auditor and those of its subsidiary belong to the same auditing firm.

Incidentally, the Audit Committee considers and opines the appointment of auditors and their audit fees are appropriate and the Board of Directors supervises and monitors the financial statements to be prepared time.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to consider and approve the auditor and the audit fee for the year 2025 as proposed.

Agenda 8 Other businesses (if any)

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The Company therefore invites shareholders to attend the meeting at the date, time and place stated above. Any shareholder who would like to appoint a proxy to vote on behalf at the meeting is kindly requested to fill in the details and sign the proxy form attached to this invitation letter, attach evidence as required, and submit the proxy form to the Company prior to the meeting date or present these documents to the Company's staff on the meeting date prior to the start of the meeting.

The Company determined the record date for shareholders who were eligible to attend the 2025 Annual General Meeting of Shareholders on Tuesday, March 4, 2025.

Yours faithfully
-Signature-
(Mr. Vichien Phongsathorn)
Chairman

- Remarks:**
- 1) Proxy Form C (for those foreign shareholders who appoint a custodian in Thailand) is publicized on the Company's website www.premier-technology.co.th from 21 March 2025, so that shareholders can download it as appropriate.
 - 2) The Company has sent the 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR Code format to shareholders and also is downloadable on the website www.premier-technology.co.th from 21 March 2025.
 - 3) The Company would like to inform the refrain from giving souvenirs/complimentary gifts to shareholders attending all shareholders' meetings, including the 2025 Annual General Meeting of Shareholders, as the Company would like shareholders to attend the meeting and participate in decision-making on various matters according to the agendas, not the issue of souvenirs/ complimentary gifts as a factor for the meeting.
 - 4) The Company will conduct the 2025 Annual General Meeting of Shareholders in Thai, without translation into other languages.