



Message from the Board of Directors

At present, changes around happen quickly, information technology has played an important role and has affected every aspect of people's lives, as well as taking charge as a tool to drive business operations of every organization; consequently, to build up potential and manage work systems at maximum efficiency. Each organization places importance on big data management and corporate and customer data security due to cyber threats evolved in different forms quickly in the current rapid pace of global change. Cyber attacks originating from all over the world pose a serious threat to businesses and consumers in a wider and exponentially more severe impact.

Therefore, the role of information technology service providers is very important. Datapro Computer Systems Company Limited (DCS), a subsidiary of Premier Technology Public Company Limited, has been committed to conduct business of modern and international standard quality information technology products and services for 38 years. As a product distributor of both IT infrastructure equipment and software products with after-sales service by personnel with expertise in each product, DCS provides installation service and advise, training, maintenance service and the dissemination of information of products and services, with aims to help customers manage systems for efficient operation, generate growth, and increase competitiveness as well as promote cyber security utilization in work systems for product and service development at the highest safety and efficiency for consumers.

In 2023, the Company had total income of 3,557.98 million baht from investment in information technology of the government sector and the private sector i.e. financial and banking business, insurance business, hospital business, transportation business, telecommunication business, real estate business etc, as major businesses that drive Thailand's economy.

The Company believes in operating business with goal "Harmonious Alignment of Success" where the Company is committed to develop knowledge and expertise in modern technology with standards together with experts to join in raising potential for customers' business, which will further help create growth for the economy on the basis of information security, to grow a sustainable society together.

On behalf of the Company's Board of Directors and management, we would like to express our appreciation to our customers, business partners and business allies and all employees for their continuous support and jointly create sustainable success for society, and most importantly, the shareholders who trust in our management and drive the Company forward and grow sustainably together.

The Board of Directors
Premier Technology Public Company Limited

Mutual Success Guidelines for the Premier Group of Companies

Today's world is changing rapidly, and Thailand is facing various social challenges that affect quality of life. Issues related to children and youth, the environment, public health, and corruption are significant problems that require the collaboration of many parties in society to address and effect change.

Businesses within the Premier Group of Companies operate with a focus on addressing social issues from the outset, adhering to the "Harmonious Alignment of Success" approach. This means rigorously applying the group's five core values to the operation of business: creativity, knowledge integration, quality, ethics, and mutual benefits. The Company actively address problems, leverage expertise for positive societal impacts, elevate the business value chain, build collaboration with stakeholders, instill a sense of responsibility among employees in solving social problems, and continuously initiate projects that help build a better society, with the aim of achieving mutual happiness between the business, the employees, and society,



With the current world situation changing rapidly, information technology has become an important part in driving the business operations of organizations in every sector. Whether it is a financial business, industrial business, product trading business or service business, information technology systems have been introduced to enhance the management of various systems which are complicated to be able to work conveniently, quickly, secure corporate and customer data, increase business potential, and increase competitiveness, to create sustainable growth for the organization.

Premier Technology Public Company Limited focuses on providing quality service for customers to create strength and success in customers' business operations by serving as a modern information technology provider who considers the needs of customers as important. Indeed, the Company provides products and services that can meet the needs of various customers, and encourage employees with knowledge and expertise to provide services in various fields comprehensively, so as to create business value and support customers' businesses to move forward efficiently and maintain competitiveness as well as be ready to adapt to the ever-changing technological landscape of the future.

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Part 1 Business Operations and Operations Results

1 Structure and Business Operations

1.1 Policy and Business Operation 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.

In the late 2005, the Company adjusted its business directions by investing in the core business of Information Technology through a Subsidiary, Datapro Computer Systems Company Limited (DCS), because such business was continuously expanding and profitable for the Company. Then, the Company changed its name to Premier Technology Public Company Limited (PT) on 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 people.

1.1.1 Vision, objectives, goal, strategy

The Board of Directors has reviewed vision and mission every year. Regarding the vision and mission for the year 2023, they were already approved by the Board of Directors.

Vision

Focus on investing and operating the information technology service business with professionalism, have excellent products and services, and create sustainable balance for businesses, employees and society.

Mission

- To produce quality products and services.
- To present a new concept in developing quality of life, social and environment.
- To conduct business in ways that are mutually beneficial to employees, organization and society.
- To incorporate knowledge and abilities to co-create ideas.
- To operate with regards to the principles of good governance and adhere to the principles of morality and ethics in a good Thai way.

1.1.2 Development and significant changes (Over 3 Years)

1. The Company has significantly changed its shareholding structure, management or business operations in the past 3 years as follows:

1.1 Dividend payment

Year 2021: The Annual General Meeting of Shareholders of the Company held on 28 April 2021 resolved to approve the dividend payment for the year 2020 to shareholders at the rate of 0.40 baht per share, total amount 113,555,576.80 baht in May 2021 and paid interim dividends from the 6-month operating results from 1 January 2021 to 30 June 2021 to shareholders at the rate of 0.25 baht per share, total amount 70,972,235.50 baht in September 2021.

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.

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.

1.2 Dividend Received:

Year 2021: The Company receive dividends from the operating results of the year 2020 of a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 175,000,000.00 baht in April 2021 and received interim dividends from a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 200,000,000 baht in August 2021.

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.

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 2022 from a Subsidiary: Datapro Computer Systems Co., Ltd. in the amount of approximately 100,000,000 baht in August 2023.

2. The Company has renovated the Premier Place building outside and inside as follows:

Year 2021: The Company paid the payment according to the contract for the installation of wastewater treatment systems in 2020 amounting to 1.5 million baht.

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.

Year 2023: The Company paid the contract for the procurement, design, construction and installation of solar rooftop systems in the amount of 1.73 million baht and the Company has taken steps to increase 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

3. The Company allocated 11,295.00 square meters of Premier Place Building space to 9,719.45 square meters of space for lease.

Year 2021: The total occupancy rate in the Premier Place building is 70.19 percent of the total rental area, divided into 56.34 percent of the Subsidiary's and 43.66 percent by other companies.

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.

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.

4. The Company was assessed by the Securities and Exchange Commission (SEC) and the Thai Listed Companies Association to the 2023 Annual General Meeting of Shareholders (AGM) rated as "excellent" with a score of 100 points for a period of 10 consecutive years from 2014 - 2023, out of a total of 781 listed companies participated.

5. The Company received 89 percent of the rating from the Thailand Institute of Directors (IOD) regarding 2023 Corporate Governance of listed companies, which is 5 stars or "Excellent" according to the newly updated of criteria used in considering (more than 80 percent) is the first year. The listed companies that participated in the survey in 2023 totaled 782 companies and the average score was 81.

6. The Company is in the process of renewing as membership in the Thai Private Sector Collective Action Against Corruption by the Thai Private Sector Collective Action Against Corruption Committee for the third time.

7. The Subsidiary had new information technology products and multimedia products to meet various business needs of customers as follows:

- IT Operations and IT Management Software of ServiceNow and ManageEngine
- GRC (Governance, Risk, and Compliance); ESG (Environment, Social, and Governance) Software of ServiceNow
- Audit Management Software of Wolters Kluwer TeamMate
- A wide range of multimedia products such as BenQ and Epson
- Wireless online conferencing support products of ScreenBeam
- Cyber Security Management Software of CrowdStrike

8. The Subsidiary received various certifications and awards from business partners in the year 2023 such as

- Infoblox Emerald Skilled to Secure Partner
- VMware Evangelist of the Year 2023
- Veritas Platinum Partner Award 2023
- HPE Hybrid IT Gold Partner
- HPE Best Reseller of the Year 2023 - Top Performance Gold Partner
- Veeam FY2023 Value-Added Reseller, Platinum Level
- The Top Outstanding Contributor 2023" from nForce Secure
- ABOVE & BEYOND SOLUTION PARTNER PRE-SALES 2023 from Forcepoint

1.1.3 Is the utilization of proceeds from fundraising in accordance with the objectives or not

The Company has used funds from fund raising in the Stock Exchange of Thailand in accordance with the objectives stated to the Stock Exchange of Thailand and investors in all respects.

Laws applicable to debt instruments

None

1.1.4 Obligations pledged by the Company in the registration statement for the offer for sale of securities and/or conditions for authorization by the Office (if any) and/or conditions for listing on the Stock Exchange of Thailand (if any)

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.

1.1.5 Company name, head office address, type of business, company registration no., telephone, fax, website (if any) and number and type of shares issued

Name of Listed Company	:	Premier Technology Public Company Limited
Company Registration Number	:	0107535000320
Type of Business	:	Investment in Information Technology business And Office Rental
Head Office	:	1 Premier Corporate Park, Soi Premier 2 Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250
Telephone	:	0-2301-1550
Facsimile	:	0-2398-1188
Homepage	:	www.premier-technology.co.th
Registered Capital	:	283,888,942 baht
Number of Issued Shares	:	283,888,942 shares

1.2 Nature of Business

1.2.1 Revenue structure by product / business group

The Revenue Structure of the Company and its Subsidiary over the past 3 years is shown below:

Unit: million baht

Products/Services	Operator	% of shareholding	2023		2022		2021	
			Revenue	%	Revenue	%	Revenue	%
Revenue from Sales and Services								
- Hardware and Software Product Group	DCS	100.00	2,009.87	57.49	1,266.95	50.26	1,036.29	49.23
- Service Group	DCS	100.00	1,469.44	42.03	1,237.66	49.10	1,047.14	49.74
- Office Rental and Services	PT		16.60	0.48	16.10	0.64	21.66	1.03

Products/Services	Operator	% of shareholding	2023		2022		2021	
			Revenue	%	Revenue	%	Revenue	%
Total Revenue from Sales and Services			3,495.91	100.00	2,520.71	100.00	2,105.09	100.00

Remark: DCS means Datapro Computer Systems Company Limited

1.2.2 Product information

(1) Type of products

At present, the Company's main business is office building for rent and invest in information technology business with a subsidiary, Datapro Computer Systems Co., Ltd., The Subsidiary operates as a Total Enterprise Solutions and Service Provider, has products developed by itself and products that have been appointed as distributors from leading companies in the world, and provides various information technology services. The product group is divided into 3 groups as follows:

1. Hardware products group consists of

1) IT Products

- Server & Storage
- Network Infrastructure and Data Center Infrastructure
- Security Infrastructure
- Voice and Unified Communications Products
- Accessories and peripherals
- 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 consists of

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 consists of

- 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

Innovation development

Datapro Computer Systems Company Limited not only offers new products and services to business organizations but also provide 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 flexibility in business operations as well as quickly analyze large and complex data. These help 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 flexibility 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.

(2) Marketing and competition

Marketing policy

The Company and its subsidiary focuses 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 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 to its customized customer needs and together with after-sales service. Such services that the Subsidiary offers to the customers are perceived as a strength which make the Subsidiary to gain confidence and trust from the customers for a long time. Moreover, the Subsidiary is also a data centers 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 advise 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 the product, can give advice, provide information of products and services with regard to customers' maximum benefit. Also, building good relationships and continuously providing services can help gain customer trust by the following strategies:

- 1) Develop and maintain the service procedures according to the acceptable international standards such as ISO 20000, Information Technology Service Management, and ISO 27001, Information Security.
- 2) Have 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) Provide durable and complete products and services that cover all areas of customer business.
- 4) Build alliances with information technology providers, both within domestic and international, to offer products and services that cover customer needs.
- 5) Establish 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) Develop and own intellectual property/software to expand full-service business such as human resources, etc.

- 7) Have high skilled personnel with international acceptable certifications as well as continually develop knowledge and competence to build confidence and efficiently respond to needs of customers and create customer satisfaction.
- 8) Place an emphasis on being the Best Quality Service Provider

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, 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, 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 service businesses with needs to increase work efficiency, by partnering with distributors to provide services that suit 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 have information that requires knowledge and understanding 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 so as to deliver good products and services that suit the needs of each customer effectively and efficiently 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 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 understanding of rapidly changing technology.
2. Presenting solutions that are designed to utilize modern innovations such as AI, Machine Learning, and Cloud Service that can 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.

(3) Products and serviced sourcing

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

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 which have quality and have been recognized internationally by entering into a partnership agreement with the product owner that is trusted and recognized by users around the world, to have a variety to meet the needs of different customers 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.

(4) Assets used in business operations

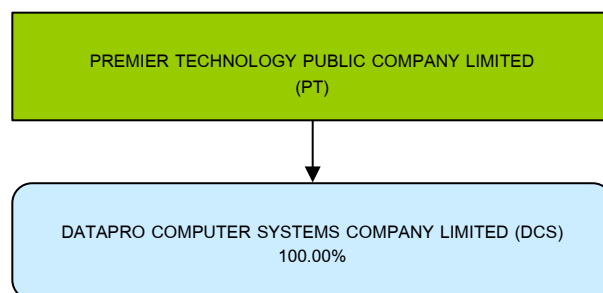
Details are in Attachment 4

(5) Work that has not yet been delivered only for the project or a piece of high value and take time to deliver the work

On 31 December 2023, the Subsidiary had the incomplete projects accounting for 268.50 million baht.

1.3 Shareholding structure of Premier Technology Public Company Limited

1.3.1 Shareholding structure of Premier Technology Public Company Limited



Juristic person that the Company holding shares of 10 percent or more: Subsidiary

Name of Company	: Datapro Computer Systems Company Limited
Company Registration number	: 0105529045455
Type of Business	: Total Enterprise Solutions and Service Provider
Head Office	: 2 Premier Place, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250
Telephone	: 0-2684-8484
Facsimiles	: 0-2301-1199
Homepage	: www.datapro.co.th
Registered Capital	: 100,000,000 baht
Number of Issued Shares	: 1,000,000 Shares
Shares held by the Company	: 999,988 Shares

1.3.2 Persons who may have conflicts hold shares in Subsidiary more than 10 percent of the voting shares of that company.

None

1.3.3 Relationship with the business group of major shareholders

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

(1) Major Shareholders of the Company

a. 10 Major shareholders whose names are shown in the shareholder register as of 28 December 2023 are as follows:

No.	Name	Number of Shares		% Shareholding
1	Mrs. Vimolthip Phongsathorn		104,916,046	36.95672
	Mrs. Vimolthip Phongsathorn	104,915,966		
	Mr. Vichien Phongsathorn	80		
2	Mr. Harkishin Tanwani		25,000,000	8.80626
3	Premier Fission Capital Company Limited		17,640,800	6.21398
4	Dr. Thep Himathongkam (MD)		8,000,000	2.81800
5	Thai NVDR Company Limited		5,461,125	1.92368
6	Mr. Anan Raveesangsoon		3,411,100	1.20156
7	Mr. Sophon Winseni		2,744,000	0.96658
8	Miss Nisha Chaisilwattana		2,606,000	0.91796
9	Mr. Varabhongsa Ladsena		2,396,000	0.84399
10	Mr. Sirisak Tharatharn		2,346,700	0.82663
	Total		174,521,771	61.47537

Shareholding proportion of minor shareholders (% Free Float): 45.66

b. A group of major shareholders who, by behavior, has an influence on setting management policies or the operations of the Company significantly

Name	Type of Business	Related Persons
1. Mrs. Vimolthip Phongsathorn	-	Mr. Vichien Phongsathorn, her spouse, is Chairman

(2) List of shareholders of a Subsidiary operating its main business.

Shareholders of a Subsidiary: Datapro Computer System Company Limited, whose names are shown in the shareholder register as of 28 December 2023 are as follows:

Name	Number of Shares	% Shareholding
1. Premier Technology Public Co., Ltd.	999,988	100.00
2. Miss Tipchaya Phongsathorn	9	0.00
3. Mr. Viwat Phongsathorn	1	0.00
4. Lieutenant Seri Osathanugrah	1	0.00
5. Mrs. SrisumaOsathanugrah	1	0.00
Total	1,000,000	100.00

- (3) Agreement between the major shareholders in matters affecting the issuance and offering of securities or the management of the Company

The Company does not have any agreement between any shareholder (Shareholders' agreement) so it will not affect the management of the Company in any way.

1.4 Registered Capital and Paid-up Capital

1.4.1 Registered Capital / Paid-up Capital / Number of Shares

On 31 December 2023, the Company has registered capital of 283,888,942.00 baht, divided to 283,888,942 ordinary shares of 1.00 baht per par, and paid-up capital of 283,888,942.00 baht, divided to 283,888,942 ordinary shares of 1.00 baht at par.

1.4.2 Other types of shares with rights or conditions different from ordinary shares

None

1.4.3 In the case of having shares or convertible securities of the Company

None

1.5 Issuance of Other Securities

1.5.1 Convertible securities

None

1.5.2 Bond

None

1.6 Dividend Payment Policy

(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.

Dividend payment from the operating results of the Company to its shareholders from the past 5 years.

Year	Earnings per share	Cash Dividend per share (baht)			Dividend payout ratio per share (%)
		Interim	For the year	Grand Total	
2018	0.67	0.15	0.50	0.65	97.01
2019	0.56	0.12	0.40	0.52	92.86
2020	0.55	0.10	0.40	0.50	90.91
2021	1.32	0.25	0.41*	0.66*	50.00
2022	0.15	0.20	0.35*	0.55*	366.67
2023	0.70	0.30	0.35*	0.65*	92.86*

Remarks: * The Board of Directors' Meeting No. 1/2024 on 14 February 2024 has passed the resolution to the Annual General Meeting of Shareholders to be held on 22 April 2024 to propose the dividend payment for the year 2023 to the shareholders of the Company at the rate of 0.35 baht per share.

2 Risk Management

2.1 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 31000:2018, in order to manage risks to an accepted level and regularly monitor risk management process. The Company has performed the Control Self-Assessment at all levels to work together to assess risks 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 either internal or external 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 to prepare plans to support/promote and develop operations according to risk management and internal control plans. Assessment and monitoring of 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 evaluated the risks and obstacles that may have an effect on the operations together with assessing the adequate system of internal control in order to consider the guidelines for improving the operations with the coverage of the administration and management, marketing, selling, warehouses and logistics, human resources, purchasing and administrative services, financial and accounting, and credit. The Company has delegated to the executives who are in charge of each operation to monitor following the improvement guidelines including encouraging all relevant to adhere the guidelines for increasing the performance efficiency.

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 to the Business Operation of the Company

2.2.1 Business risks of the Company

Risk management framework

The Company has developed a risk management system by applying the regulations, principles and framework of ISO 31000:2018 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 that are suitable for efficient business operation, by being person who has the ultimate responsibility for auditing and monitoring the risk management process that is independent, able to express opinions honestly, be transparent and can be checked. This is 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.

Risk Management Structure and Responsibility as of 31 December 2023



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 risk management process by starting from determining 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.

As of 31 December 2023, the Company and its Subsidiary have significant risk factors affecting the Company's operational goals and affecting the Company's operations, both economic, social and environmental. The Company and its Subsidiary have summarized the risk factors that are still at the level that must be supported by measures and has a risk value exceeding the acceptable value (Key Risk Indicator: KRI) for the control and reduction of impacts in this report as follows:

External Risk and Emerging Risk

Risk Factors	Risk Characteristics	Support Measures / Guidelines for Risk Management
External Risk		
Changing the pattern of office space use of various organizations after the ease of the COVID-19 pandemic.	Various organizations have continued to adjust their work styles due to the COVID-19 outbreak situation. These result in a decrease in the needs to use space for offices, causing a request to cancel, adjust and not renew the space rental contract.	<ul style="list-style-type: none"> Improve the quality/condition of buildings and services to retain existing users. Increasing the customer base in the new target groups.
Emerging Risk		
Fluctuations in foreign currency exchange rates	Short term effects <ul style="list-style-type: none"> Delaying orders for goods and services from customers may cause the Company unable to recognize revenue as planned or it may cause project costs to increase. 	<ul style="list-style-type: none"> 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.
	Long term effects <ul style="list-style-type: none"> Adjust the customer's long-term investment plan. Plan to sell products that cannot predict the situation of product prices that may increase. 	

Compliance Risk

Risk Factors	Risk Characteristics	Support Measures / Guidelines for Risk Management
Announcement of the Personal Data Protection Act	Leakage of personal information or non-compliance with the Personal Data Protection Act may cause lawsuits and damages from the parties.	<ul style="list-style-type: none"> ▪ Disseminate and communicate personal data protection policies through the organization's website and intranet. ▪ Reviewing 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. ▪ Defining appropriate guidelines for the operations of various departments to store personal information. ▪ Providing knowledge and awareness about the Personal Data Protection Act to employees through communication channels, training and testing regular.

The Company and its Subsidiary did not encounter any other risks at the level that requires supporting measures and/or the risk value exceeds the acceptable value and there was no risk from trading partners that affected economic, social and environmental issues.

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 2023, the Subsidiary rehearsed its business continuity management plan on 20 January 2023 and 11 November 2023 as planned. The Subsidiary has updated documents regarding business continuity management to be consistent with the current situation on an annual basis and distributed via email to all employees, including placing it on the corporate intranet so that employees could download and these were used as a training document for new and current employees.

2.2.2 Risks to investment of securities holder

As the Company's shares have a small circulating volume (Free Float), at 42.25 percent of the total shares, shareholders may be at risk of not being able to trade their shares immediately at the desired price.

2.2.3 Risks for investing in foreign securities

Since the Company currently does not have any investments in foreign securities, the Company does not have this type of risk.

3 Driving Business towards Sustainable Development

3.1 Policies and Goals for Joint Sustainability Development

Utilizing business expertise to solve social problems

With the current world situation changing rapidly, **information technology has become an important part in driving the business operations of organizations in every sector.** Whether it is a financial business, industrial business, product trading business or service business as well as medium and small businesses, information technology systems have been introduced as an important mechanism to build potential, enhance the management of various systems which are complicated to be able to work conveniently, quickly, increase efficiency in business operations, secure corporate and customer data, to create sustainable growth for the organization and increase its competitiveness. In an era where the world is driven by digital, collection of large data (Big Data) requires modern technology to support large, complex, and diverse data. Indeed, it is necessary to rely on knowledgeable personnel, expertise in managing and planning IT infrastructure systems to take charge of improving information security so that organizations can cope with cyber threats. and utilize big data with maximum efficiency.

Premier Technology Public Company Limited operates the business of office building rental and invests in the information technology business in **a subsidiary, Datapro Computer Systems Company Limited**, which operates as a total information technology service provider (Total Enterprise Solution and Service Provider). There are products developed by a subsidiary and products from leading companies in the world that a subsidiary has been appointed as a distributor. Also, a subsidiary offers modern and of high-quality information technology services with international standard system in various fields to create strength and success in our customers' business operations with consideration of customer's needs as important. To efficiently respond to customer needs, there are 3 groups of products and services: **Group 1: Hardware products:** IT system infrastructure equipment, both systems and Integrated Multimedia Solutions. **Group 2: Enterprise Software Products:** Distributor of software systems, with products developed by the company itself and products from leading companies around the world that a subsidiary has been appointed as a distributor, to help raise the level of work efficiency for the business. **Group 3: IT service and consulting work, such as security systems or Data Center.** And most importantly, a subsidiary also promotes the development of personnel, which is an important resource, through knowledge training, increasing the potential of employees to better understanding of technology and being able to offer good products and services which are suitable for the needs of diverse customers.

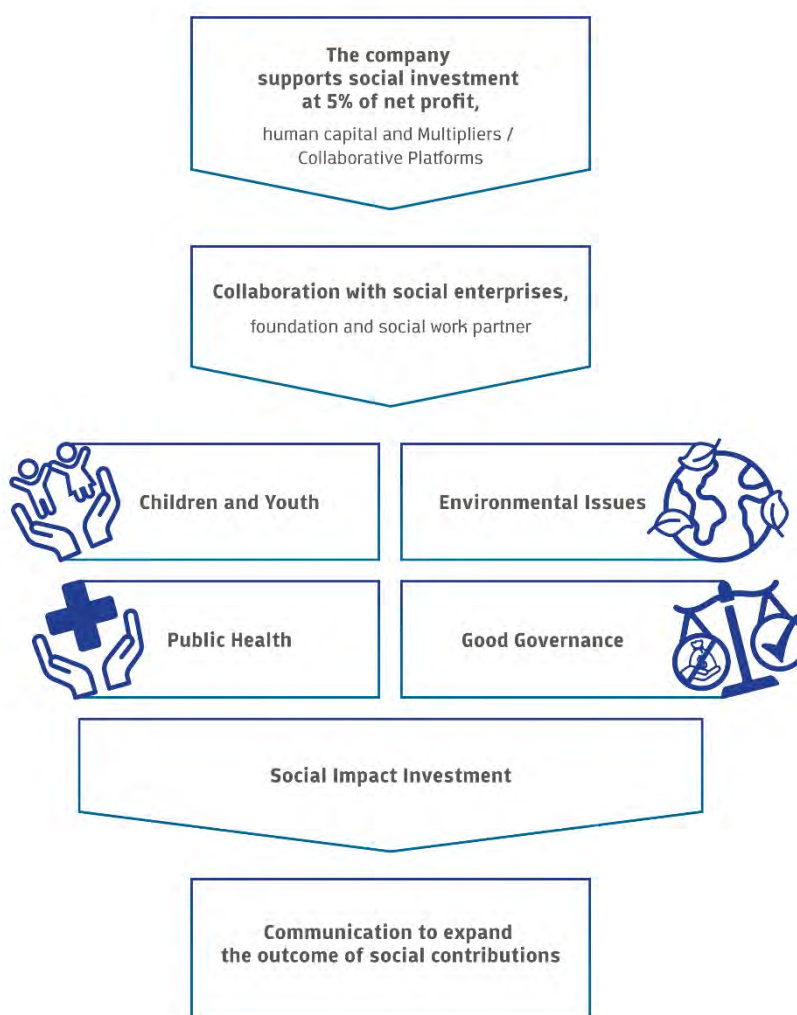
These are bringing together expertise in business operations to support customers' business operations to be most efficient and effective for the organization, including helping reduce environmental impacts, both the use of wasted resources and create sustainability for customers, which covers private sector organizations and medium to large state enterprises, service business, hospital business, insurance business, transportation business, communications and telecommunications business, real estate business etc., which are all core businesses that help drive the country's economy to grow sustainably.

Collaboration for Good Society

With the vast, diverse, and complex social issues prevalent today, simply leveraging expertise from business operations to create sustainability is insufficient to generate significant positive impact or large-scale

societal change. It is necessary to encourage, extend, and support collaborations with organizations dedicated to social development causes to effectively address these problems and yield substantial results for 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% 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.



Further details about the Collaboration for Good Society project can be found at www.collaborationforgoodsociety.org and in the Company's SD Report for 2023.

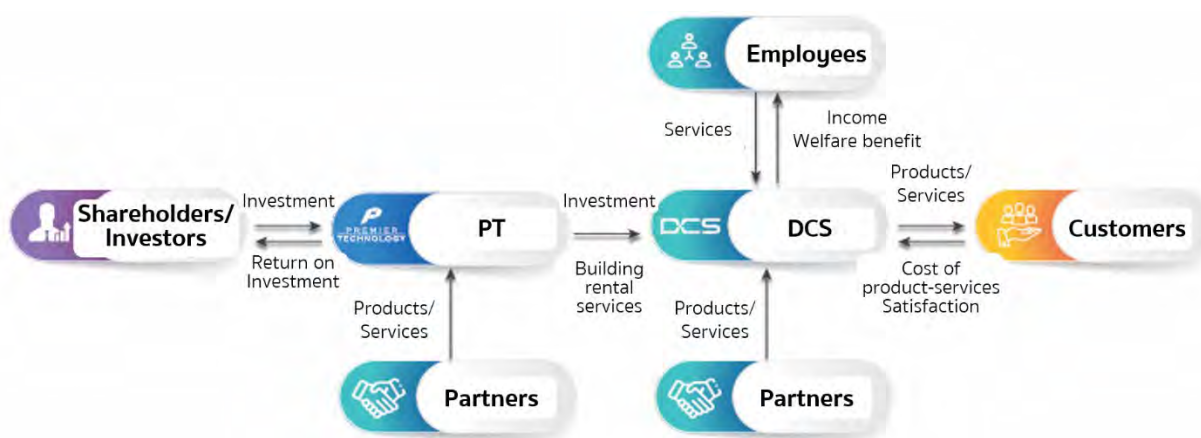
Employees: Key to the Drive for Sustainable Success

The Company is well aware that employees play a crucial role in achieving sustainable collective success. They are the ones utilizing their expertise to address social issues and contribute to creating a sustainable society environmentally and socially, with good governance. The Company therefore focuses on instilling social conscience and responsibility into employees by encouraging the use of core values to an extent that they become inherent traits of the Premier Company Group's personnel.

The Company provides opportunities for employees to participate in social development efforts by collaborating with various foundations, projects, and cooperative organizations on a wide range of social issues. These include improving the quality of life for children and youth, enhancing educational standards, addressing child malnutrition, environmental conservation, and sustainable social participation mechanisms. The goal is to help employees understand social issues and recognize their own potential and efforts in creating a better society.

3.2 Managing Stakeholder Impacts 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 Stakeholder analysis 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.

Stakeholders	Treatment of stakeholders in 2023
Shareholders / Investors	<ul style="list-style-type: none"> • Determining the Company's ethical policy in regard to the treaty for shareholders • Annual General Meeting of Shareholders • Participating in SET Opportunity Day • Publishing Company's information on website and online media • Answering inquiries through the Investor Relations channel
Employees	<ul style="list-style-type: none"> • Communicating information with employees through Email and online meeting • Performance evaluation system • Preparation of employee satisfaction assessment form and employee engagement surveys • Preparation of an exit interview with executives of the Human Resources Division for organizational development • Employees' health care and hygiene such as annual health checks, vaccinations, internal communication of health information via online media, employee health survey • Appropriate compensation structure system for employees at all levels. • Manage the working environment to be suitable for the performance of employees • Setting up a welfare committee in an establishment • Cooperating with the Premier Group of Companies Savings & Credit Cooperative Limited to promote and publicize to employees to know about saving and having a financial plan to prepare before retirement • Safety and hygiene improvement of the Premier Place Building, which is part of the Subsidiary's office
Customers	<ul style="list-style-type: none"> • Appropriate and fair product distribution and service charges • Introducing new products and services that will increase the productivity of our clients' work and business • Organizing seminars to educate about products and services • 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 • Consulting about products and services to customers through various communication channels • Providing installation and after-sales service for all products sold by the Subsidiary • Service satisfaction survey • Customer database storage in order to support proper service to customers • Safety and hygiene improvement of the Premier Place Building
Trade Partners	<ul style="list-style-type: none"> • Compliance with the terms and conditions of a business partner • Arranging meetings with partners and chatting through various channels • 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 • Co-promoting sustainable business with trade partners; for example, inviting them to become members of the Thai Private Sector Collective Action Coalition Against Corruption, publishing information about the Company's business ethics and Supplier Code of Conduct
Society	<ul style="list-style-type: none"> • Disseminating information on sustainable business practices through Company's reports and website • Supporting and encouraging participation for the public through the Collaboration for Good Society Project, Premier Group of Companies • Cultivating a sense of sustainability development for employees
Environment	<ul style="list-style-type: none"> • Use of energy-efficient equipment in business operations • Implementing technologies that support the efficient use of resources such as the installation of solar rooftop, wastewater treatment to reuse water for proper use • Improving the environment of buildings and offices • Campaign for efficient use of resources • Supporting and encouraging participation for the public through the Collaboration for Good Society Project, Premier Group of Companies

3.3 Sustainability Management in Environmental Dimension

3.3.1 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.

3.3.2 Environmental performance

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, 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.

Power consumption	Unit	2021	2022	2023	Increased unit
Power consumption	Megawatts	1,101	970	1,009.9	39.92
Power consumption per total area (12,396 sqm.)	MW / sq m.	0.089	0.078	0.081	0.003
Water consumption	Cubic meter	7,414	7,220	10,514	3,294.0

*** In 2023, electricity and water consumption increased due to employees returning to work at the office and increased space rental.

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 stakeholder 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.

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 the 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.

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.

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.

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.

3.4 Sustainability Management in Social Dimension

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

Premier Group of Companies establishes a policy on environment and society together to do business by maintaining the balance of the environment, comply with environmental laws and regulations, give importance to and cooperate 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 gender, 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 views, 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 take 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.

3.4.2 Social performance

	Unit	2021	2022	2023
Total number of employees	Person	388	388	404
Number of employees by employee level				
• Senior Management	Person	9	10	9
• Manage levels	Person	182	109	199
• Operational level	Person	197	269	196
Number of employees by gender				
• Male	Person	239	248	271
• Female	Person	149	140	133
Number of employees by age				
• Less than 30 years	Person	107	111	114
• 30-50 years	Person	248	244	256
• More than 50 years	Person	33	33	34
Employment of people with disabilities	Person	3	4	4
Proportion of salary for female employees to male employees				
• Senior Management	percentage	1 : 1.48	1 : 1.44	1 : 1.59
• Middle Management/Supervisors	percentage	1 : 2.33	1 : 2.03	1 : 2.16
• Operating staff	percentage	1 : 1.63	1 : 1.61	1 : 2.16
Total number of new employees				
• Less than 30 years	Person	20	25	37
• 30-50 years	Person	12	34	14
• More than 50 years	Person	0	0	0
Employees leaving the organization				
• Less than 30 years	Person	24	19	14
• 30-50 years	Person	49	42	14
• More than 50 years	Person	6	6	4

	Unit	2021	2022	2023
Employees who apply for maternity leave	Person	3	3	2
Employees who return to work after exercising maternity leave	Person	3	3	2
Portion of Employee leave				
• Sick leave	Day/Person	1.96	2.27	2.00
• Leave from work	Day/Person	0	0	1
Number of Accidents of Total employees				
• Accident does not leave work	Person	0	0	0
• Accident to leave work	Person	2	0	1
Number of training hours for total employees	Hours	2,306	2,496	4,098
Average hours of all employees	Hours/Person/Year	6	6	10
• Average hours of Senior Management	Hours/Person/Year	30	16	21
• Average hours of Middle Management/Supervisors	Hours/Person/Year	6	6	12
• Average hours of Operating staff	Hours/Person/Year	5	6	6
Number of HR complaints *				
• Number of complaints	Case	0	0	0
• Number of complaints that are being resolved	Case	0	0	0
• Number of complaints resolved	Case	0	0	0
Number of breach of business ethics complaints				
• Number of complaints	Case	0	0	0
• Number of complaints that are being resolved	Case	0	0	0
• Number of complaints resolved	Case	0	0	0

* Human resource complaints include violations of human rights, unfair employment.

Regarding the determination to create participation for sustainable social development in accordance with **the policies and goals of joint sustainability development** aforementioned, there are beneficiaries in both specific groups according to the project objectives and the general public, both direct and indirect beneficiaries in 2023 amounted to hundreds of thousands. It covers the following groups of beneficiaries:

- Children and youth
- Early childhood
- Elderly
- People with disabilities and patients
- Teachers and parents
- Medical personnel
- General public

For further details about Yuvabadhana Foundation: <https://www.yuvabadhanafoundation.org/>

For further details about Enlive Foundation: <http://www.enlivefoundation.com/>

For further details about Khonthai Foundation: <http://khonthaifoundation.org/th/landing/>

4 Management Discussion and Analysis (MD&A)

4.1 Operation Analysis and Financial Situation

Business overview

Premier Technology Public Company Limited (the "Company") is one of Premier Group of Companies. It operates the core business of Total Enterprise Solutions and Services Provider through investment in a Subsidiary, Datapro Computer Systems Company Limited ("Subsidiary") and operates office building rental business, "Premier Place Building".

The business sector has placed great importance on introduction of new information technology and innovations to being used in business operations and its adaption to rapid changes in technology in order to become more Autonomous Enterprise because if it is unable to adapt in time, it may lose competitiveness. Entrepreneurs therefore increase investment in information technology equipment to increase work efficiency and be a tool for analyzing data for decision making on various matters which creates added value for the business. The main technologies that are gaining a lot of attention such as the Internet of Things (IoT), Cloud Computing, Big Data Analysis and Cyber Security to prevent unauthorized intrusion into corporate networks.

After the spread of the COVID-19 pandemic has eased, the business sectors such as financial institutions, educational institutions, medical facilities, information technology companies and various businesses related to tourism, returns to place importance on investing in improving the efficiency of the company's information systems. As a result, in 2023, the Subsidiary can sell products and services that are large projects to customers. Business presenting and providing information technology system therefore have higher incomes and profits than the previous year.

For the office building rental business in 2023, there was change from working at the office to working via network system (Remote Working) during the COVID-19 epidemic situation, causing the tenant company to return some of the rented space. The company has therefore renovated the building both inside and outside to support the search for new tenants by improving the security systems i.e. installing of additional CCTV cameras around the building, installing automatic systems at building entrances and exits for security, improving the building's common areas such as parking area, restroom and sanitation system and installing a system using solar energy as alternative energy (Solar Rooftop) continually from last year to reduce the cost of using electrical energy.

Performance

The Company's operating results for the year ended 31 December 2023 had a profit of 199.84 million baht, an increase of 158.36 million baht from the previous year, due to dividends received in the year amounted to 204.00 million baht, an increase of 144.00 million baht from the previous year, and the result of the operating profit of the Company and its Subsidiary for the year amounted to 254.09 million baht, an increase of 91.35 million baht from the previous year or an increase of 56.13 percent, due to the following significant changes:

1. Revenue and cost of procurement and service of information technology systems

Revenue from product sales amounted to 2,009.87 million baht, an increase of 742.93 million baht from the previous year or 58.64 percent from the delivery of large projects during the year.

Revenue from services amounted to 1,469.44 million baht, an increase of 231.78 million baht from the previous year, or 18.72 percent, due to revenue from providing software services for a fixed period of time (Software as a Services) increased from changing the software sales model from selling software with granting the right to use without specifying a period of time (Perpetual sales) to selling software model that granting the right to use for a specified period of time (Subscription sales) and an increase in income from Maintenance Services, which is a continuation of income from selling products in previous periods.

2. Revenue and cost of rental spaces and services

The Company has rental and service income for the year 2023 in the amount of 35.17 million baht (which includes income from Subsidiary renting office buildings in the amount of 18.57 million baht), a decrease of 0.22 million baht from the previous year due to a decrease in customers renting space.

3. Other Income

Other income for the year 2023 amounted to 62.07 million baht, an increase of 7.13 million baht from the previous year, mainly from discounts received from manufacturers and an increase in marketing support from manufacturers.

4. Distribution costs

Distribution costs for the year amounted to 98.15 million baht, an increase of 18.72 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 2.8 percent (3.1 percent in 2022). The ratio decreased because the fixed expenses included in distribution costs were similar in amount to the previous year.

5. Administrative expenses

Administrative expenses for the year amounted to 366.95 million baht, an increase of 31.95 million baht from the previous year due to increased personnel costs from the annual wage rate adjustment of 39.67 million baht and unrealized losses from the measured fair value of financial assets increased by 3.95 million baht and donations decreased by 11.91 million baht.

6. Financial costs

Financial costs in 2023 amounted to 4.60 million baht, a decrease of 1.95 million baht from the previous year due to the loan repayment as specified in the contract of the Company and its subsidiary.

7. Income tax expenses

Income tax expenses for the year 2023 amounted to 65.13 million baht (consisting of corporate income tax calculated in the amount of 71.70 million baht and deferred tax expenses in the amount of 6.57 million baht), an increase of 19.23 from the previous year according to the increasing operating results of the year 2023.

Assets Management Capability

As of 31 December 2023, the Company and its Subsidiary had total assets of 2,025.47 million baht, a decrease of 53.48 million baht from the previous year. The significant assets of the Company and its subsidiary were trade and other receivables, prepaid service cost, inventory and work-in-process costs, other current financial assets, investment property and land, building and equipment.

The return on assets ratio was 12.38 percent, an increase of 3.32 percent from the previous year due to increased operating results for 2023. The changes in total asset are as follows.

1. Account receivables and other receivable

Accounts receivable and other receivables amounted to 605.79 million baht, an increase of 101.86 million baht from the previous year due to the increase in sales and service income. The average collection period was 57.93 days, a decrease of 8.84 days from the previous year.

(Unit : Thousand Baht)

Description	2023		2022		2021	
	Amount	%	Amount	%	Amount	%
Trade Receivables - Aged on the basis of due date						
Not yet due	364,003	60.1%	361,518	71.7%	308,410	73.7%
Up to 3 months	121,506	20.1%	62,834	12.5%	54,388	13.0%
3 - 6 months	-	0.0%	1,683	0.3%	3,403	0.8%
6 - 12 months	260	0.0%	-	0.0%	48	0.0%
over 12 months	13,617	2.2%	13,359	2.7%	13,797	3.3%
Total Trade Receivables	499,386	82.4%	439,394	87.2%	380,046	90.8%
Accrued Income	103,282	17.0%	67,646	13.4%	52,410	12.5%
Current portion of receivable under long-term contract	6,282	1.0%	-	0.0%	-	0.0%
Current portion of lease receivable	10,632	1.8%	10,250	2.0%	-	0.0%
Allowance for expected credit losses	(13,795)	-2.3%	(13,359)	-2.7%	(14,114)	-3.4%
Total Trade and Other Receivables - Net	605,787	100.0%	503,931	100.0%	418,342	100.0%

2. Cost of prepaid service fee

Cost of prepaid service fees amounted to 391.78 million baht, an increase of 44.12 million baht from the previous year, and received advance receipts for goods and services of 420.86 million baht, a decrease of 41.06 million baht from the previous year from long-term service contracts in As for maintenance (Maintenance Service Agreement) and Software as a Service (Subscription) services, the Company will gradually recognize them as revenue from services and as service costs according to the conditions and period of service.

3. Inventory and cost of work in process

Total inventories and cost of work in process amounted to 390.15 million baht, a decrease of 320.55 million baht from the previous year, consisting of finished goods and goods in transit of 121.65 million baht, an increase of 37.77 million baht from the previous year, and work-in-progress costs of 268.50 million baht, a decrease from the previous year was 358.32 million baht because the balance of work-in-progress costs from the previous year included work during the installation of large projects of financial institution customers that were delivered in the first quarter of this year. The subsidiary will place orders only after receiving orders from customers in order to reduce the risk that may arise from the obsolescence of information technology equipment products which tends to change quickly.

4. Other current financial assets

Other current financial assets of 79.85 million baht were temporary short-term cash management with an average return of 1.33 - 2.00 percent per year, an increase of 69.85 million baht from the previous year because in the period there was money received from large projects. Therefore, the Company use the remaining

money after spending as working capital and paying for products and services that are due to invest in debt instrument investment units according to the Company's investment framework.

5. Property for Investment and Land, Building and Equipment

Investment properties amounted to 153.64 million baht, a decrease of 4.25 million baht from the previous year due to the transfer of property type resulting from a change in office building rental space of a Subsidiary in the amount of 2.99 million baht, improvements of real estate during the period of 1.85 million baht. (Solar Rooftop system and automatic barrier system at building entrances and exits) and depreciation in the period of 9.10 million baht.

Land, buildings and equipment amounted to 115.28 million baht, a decrease of 6.78 million baht from the previous year. In the period, there was an investment in purchasing equipment of Subsidiary and improving office buildings in the amount of 20.16 million baht, and transfer of property type during the period amounted to 2.99 million baht. Depreciation during the period amounted to 23.73 million baht and written off during the period amounted to 0.22 million baht.

6. Right-of-use assets

From the adoption of Financial Reporting Standard No. 16, Leases agreement, the Company and its Subsidiary recognized transactions under finance leases and operating leases over the lease term as the right-to-use asset of 26.00 million baht and recognized the payment under the lease agreement as a lease liability of 68.46 million baht. The lease contracts were i.e. leases of office buildings and car rental for operational use etc.

Liquidity and cash flow of the Company

The Company and its Subsidiary had cash flow and cash equivalents as of 31 December 2023 in the amount of 84.91 million baht, an increase from the same period of the previous year of 73.37 million baht from the following items:

- Net cash from operating activities amounted to 461.53 million baht, an increase of 615.76 million baht from the previous year, which was net cash used in operating activities in the amount of 154.23 million baht, because in the year, the Company's cash flow, from operating profits before changes in operating assets and liabilities, was higher than the previous year and delivering large projects (cost of work in progress) to the customer.
- Cash flow used in investment activities amounted to 91.53 million baht, a decrease of 138.97 million baht from the previous year which was net cash from investing activities of 47.44 million baht, resulting from investing cash flow in fixed income funds of 69.67 million baht, purchasing equipment and improving properties for investment totaling 24.30 million baht.
- Cash flow used in financing activities amounted to 296.61 million baht, from dividend payment of 184.53 million baht, repaying debts under lease agreements in the amount of 24.34 million baht, repaying short-term loans in the amount of 81.00 million baht, and repaying long-term loans in the amount of 6.75 million baht.

The Company regularly considers the liquidity and the need for funding sources in order to manage the incoming-outgoing cash flow to achieve balance prevent liquidity problems. The period and type of funding source are set in accordance with the need for funds and able to manage the cost of interest pay at the appropriate level.

4.2 Factors or Events that may have a Significant Effect on the Financial Position or Performance in the Future (Forward Looking).

Technological advances have been changing rapidly. Whether it is cloud computing, Big Data, IoT (Internet of Things), which are connected and trend to enter the Digital Era, organizations must accelerate study and understand to improve and change the management within the organization to be able to support changes in technology and increase competitiveness.

From the trend of technology changes that have evolved and are up-to-date, the Subsidiary has to adapt itself to change in business, such as developing partnerships with market leaders continuously in order to provide a variety of services to customers. The Subsidiary also has a computer center and an emergency backup center, including the Emergency Office which has been in operation since 2009 and has continued to improve. Moreover, the Subsidiary has created the quality of service to be different from other entrepreneurs by being the total enterprise solution and service provider, which hold the international quality and standard by professional who received ongoing training and are highly experienced.

4.3 Important Financial Information

(1) Financial Information

Unit: million Baht

Transaction	2023	2022	2021
Total Assets	2,025.47	2,078.95	1,511.66
Total Liabilities	1,307.79	1,428.98	870.31
Total Shareholders' Equity	717.68	649.97	641.35
Sales and Services Revenues	3,495.91	2,520.71	2,105.09
Total Revenues	3,557.98	2,589.91	2,170.02
Gross Profit	727.28	555.77	457.31
Profit for the year	254.09	162.74	93.33

(2) Financial Ratio

Transaction	2023	2022	2021
Gross Profit Margin (%)	20.80	22.05	21.72
Net Profit Margin (%)	7.14	6.28	4.30
Return on Equity (%)	37.16	25.21	13.85
Return on Total Assets (%)	12.38	9.06	6.17
Net Income (Loss) per share (baht)	0.90	0.57	0.33
Dividend per Share (baht)	0.65	0.55	0.66

Financial Ratios

Table of key financial ratios reflecting the financial status and operating results of the Company and its Subsidiary over the past 3 years.

Description		2023	2022	2021
<u>Liquidity Ratios</u>				
		-	-	-
Current ratio	(Time)	1.44	1.33	1.53
Quick ratio	(Time)	0.68	0.42	0.73
Cash flow current ratio	(Time)	0.13	(0.16)	0.20
Receivable current ratio	(Time)	6.30	5.47	4.92
Average debt collection period	(Day)	57.93	66.77	74.12
Inventory turnover period	(Time)	16.76	9.38	9.83
Average selling period	(Day)	21.77	38.93	37.11
Payable current ratio	(Time)	7.35	5.39	6.27
Loan repayment period	(Day)	49.68	67.75	58.19
Cash cycle	(Day)	30.02	37.95	53.05
<u>Profitability Ratios</u>				
		-	-	-
Gross profit margin	(%)	20.80	22.05	21.72
Operating profit margin	(%)	7.14	6.28	4.30
Cash to profit margin	(%)	142.33	(73.26)	104.87
Net profit margin	(%)	7.14	6.28	4.30
<u>Efficiency Ratios</u>				
		-	-	-
Return on assets	(%)	12.38	9.06	6.17
Return on fixed assets	(%)	98.25	63.77	43.34
Assets turnover	(Time)	1.73	1.44	1.43
<u>Financial Policy Ratios</u>				
		-	-	-
Debt to equity ratio	(Time)	1.82	2.20	1.36
Interest coverage ratio	(Time)	81.57	100.72	47.32
Commitment coverage ratio	(Time)	2.01	0.98	8.60
Pay out ratio	(%)	92.86	366.67	50.00

The calculation of financial ratios is in accordance with "Handbook for Annual Registration Statement (Form 56-1 One Report) and Form 69-1" of the Office of the Securities and Exchange Commission.

5 General Information and Other Important Information

5.1 General Information, Name, Location, Telephone, Facsimile of Other References such as Auditor, Legal Advisor, Advisor under Management Contract

1) Securities Registrar

Thailand Securities Depository Company Limited
The Stock Exchange of Thailand Building
No. 93 Rachadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok, 10400
Telephone: 0-2009-9378-89 Call Center: 0-2009-9999
Facsimile: 0-2009-9476
Website: <http://www.set.or.th/tsd>
Email: TSDCallCenter@set.or.th

2) Debenture Holders' Representations - None -

3) Auditors for the year 2023

Mr. Chatchai Kasemsrithanawat, Certified Public Accountant (Thailand) No. 5813 or
Miss Sirirat Sricharoensup, Certified Public Accountant (Thailand) No. 5419 or
Miss Watoo Kayankannavee, Certified Public Accountant (Thailand) No. 5423
EY Office Limited
33rd Floor, Lake Rajada Office Complex
193/136-137 Rajadapisek Road, Klongtoey District, Bangkok 10110
Telephone: 0-2264-0777, 0-2661-9190
Facsimile: 0-2264-0789-90, 0-2661-9192

4) Financial Advisor - None -

5) Legal Advisor - None -

6) Consultant or Manager under Management Contact

Business Management and Consulting Contract
Premier Fission Capital Company Limited
1 Premier Corporate Park, Soi Premier 2, Srinakarin Road,
Nongbon Sub-district, Prawet District, Bangkok 10250
Telephone: 0-2301-1000
Facsimile: 0-2398-1188

5.2 Other Important Information

5.2.1 Information that materially affects the judgment of investors

None

5.2.2 Restrictions on foreign shareholders

None

5.3 Legal Disputes

As of 31 December 2023, 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.

5.4 Secondary Market in case the Company Has Securities Listed in Other Countries

None

5.5 Financial Institutions with Regular Contacts, Only For Company that Issue Debt Instrument

None

Part 2 Corporate Governance

6 Corporate Governance Policy

6.1 Overview of Policies and Practices of Corporate Governance

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, accountability 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 accountability, 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 Policies and practices relating to 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 consist 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 report and on the Company's website.

- 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 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 Annual Registration Statement (Form 56-1 One Report) and on the Company's website.
- 1.2.3 Disclose clearly in 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 (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 (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 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. 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 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 with 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 with 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) Evaluate the performance of the corporate governance policy and review that policy at least once a year.

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 conducts all employees to take the "Honest Thai" test through the Company's intranet system to ensure that employees have the knowledge and understanding about anti-corruption, which is part of business ethics and can be implemented correctly and appropriately. The Company has evaluated the performance of all employees on the topic of morality and ethics, and good governance to be a good role model for others and society according to the core values of the Premier Group of Companies 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. Persons with vested interests 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.

3.4 The board has carefully considered conflicts of interest. The consideration of conducting transactions that may have conflicts of interest should have a clear guideline and be for the benefit of the Company and shareholders as a whole, where stakeholders do not participate in decision-making and the Board of Directors ensures that the requirements regarding procedures and disclosure of transactions that may have conflicts of interest are followed to be accurate and complete.

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 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 review or the effectiveness of risk management is assessed at least once a year with the results disclosed in 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 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 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 informs each director of such schedule so that the directors can arrange the time and attend the meeting.

In 2023, the Company has set the schedule of the Board of Directors' meeting for the year 2024 in advance (The meeting schedule is subject to change without notice), excluding special meetings, to consider the financial statements, the policy and follow-up the operation as follows:

No.	Audit Committee's Meeting	Board of Directors' Meeting	Annual General Meeting of Shareholders
1/2024	14 February 2024	14 February 2024	22 April 2024
2/2024	8 May 2024	8 May 2024	
3/2024	7 August 2024	7 August 2024	
4/2024	6 November 2024	6 November 2024	

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 a policy regarding the minimum quorum at the time that the Board of Directors will pass a resolution in the meeting of the Board that there must be at least 2 in 3 of the total number of directors.

In case of emergency / urgent case / circumstances which may cause damage to the Company's business or operations and may not be carried out 2 out of the 3 of total directors attend the meeting, the directors not less than one-half in accordance with articles of association have authority to consider and resolve 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 self-assessment is an assessment of the entire Board of Directors and individual. For the Sub-Committee self-assessment is an assessment of a whole board. In addition, the criteria and process are disclosed in the Company's 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 Chief Executive Officer 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 of Directors
- 2. Roles, duties and responsibility of the Board of Directors
- 3. Board meeting
- 4. Dynamics of the performance of the Board of Directors
- 5. Relationship with the management division
- 6. Director development

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-committees

Moreover, the Company has evaluated the performance of the Chairman of the Executive Committee by considering from the Company's business operation performance and operating performance that was in accordance with the policy assigned by the Board of Directors for the improvement. Scoring method used is the same as operation performance of the entire board evaluation and the performance of individual. 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

Directors' remuneration is provided in a manner comparable to the level practiced in the same industry of listed companies. This includes experience, duties, roles and responsibilities. (Accountability and Responsibility) and benefits expected to receive from each director. Directors who have been assigned additional duties and responsibilities, such as members of sub-committees, should 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, board structure, scope of duties, related laws, business introduction, operation guidelines, etc.

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

7.4 The Board of Directors requires 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.

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 set a policy to limit the number of years/term in office of independent directors since the director who hold the position continuously should be beneficial to the business and 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 are considered based on their efficiency in performing their duties, no affect 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 has verified 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 governance principle, without having to regard whether the director is independent or not.

8) The Board of Directors consists of non-executive directors less than 66 percent due to the composition of the executive committee and other directors is no less important than independent directors in performing their duties.

9) The Board of Directors consisted of independent directors less than 50 percent due to the elements of independent directors is not the significant essence in the Board of Directors' role of duties.

10) The Company does not provide project grants to managements to purchase the Company' 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' 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 the Company that conducts 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 should be at the discretion of the Board of Directors, which will depend 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.

6.1.2 Policies and practices 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 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, annual remuneration 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 which 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, 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) Approved 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 annual bonus)
 - 5) Approved by the entire Board of Directors acting 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) Approved 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) The amount of dividends to be paid together with reasons and 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 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.

Shareholders can download proxy through the Company's website and the Company also provides a stamp duty to shareholders. Moreover, the shareholders have rights to attend the meeting after the Chairman opened the meeting and vote on the remaining agenda which is still under consideration and no vote and to be counted the attendance since that agenda except the shareholders would have seen 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 accountability.

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 records 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 attended or missed 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 2023 Annual General Meeting of Shareholders, the Company held the meeting on Wednesday 26 April 2023 at 10.00 a.m., via Electronic Method (E-AGM), in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 and other laws and regulations related. There were 12 shareholders attending the meeting in person representing 31,567,948 shares, and 23 proxies representing 132,066,654 shares. Therefore, a total of 35 shareholders who represented 163,634,602 shares, calculated as 57.6404 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 Accounting Division, Financial Division and Legal Division of the Company and its Subsidiary; Company Secretary and external auditor also joined the meeting.

At every 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, so as to allow the shareholders time to review the information in advance of the date of the meeting. The minutes 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 2023, 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 Office of the Securities and Exchange Commission 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 10th 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 accountable.

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 inside 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. Release 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 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 proposed the agenda item and informing the shareholders' meeting.

2.2 The Board of Directors 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. Prevention of the use of insider information

3.1 The Board of Directors sets policies for keeping and preventing the use of insider information of the Company in writing, and inform such guidelines to everyone in the organization to follow, including the guideline on the trading of the Company's stocks for directors, executives and employees with internal information to use as a guideline. Directors, executives and employees with internal information must not trade, transfer or accept the transfer of stocks of Company during the period of 1 month before the financial statements were disclosed and within 2 working days after the said 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 this information must be disclosed in the Company's 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 the guideline 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 the Bank of Thailand, the Securities and Exchange Commission, 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 2023 Annual General Meeting of Shareholders, 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.

Moreover, 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 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. The Company has appropriate recruitment system to hire qualified management personnel. It manages 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 “Progress Business, Stable Employees, Sustainable Society”. The Company believes that maintaining a balance between business, employees and society will encourage the growth of the Company, society and environment at the same time strongly and sustainably.

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 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 established 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, accept or give 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 sets 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 the 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) Encourage educating employees on environmental issues including activities related to the environment with the staff by defines as policies and practices to be aware of.

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 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 do not pay bribes for the benefit of the Company and its Subsidiary, 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 everytime by using video and lectures by Human resourcess Management and in 2023, the Subsidiary held 16 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 since 2016.

In 2023, the Subsidiary arranged for all 16 new employees to attend the training through this system, which all new employees passed the test. The system will record access to all employees and can access the history of access to the system.

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 gifts 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 2023, 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. In the shareholders' meeting, the Company gives rights to all shareholders to suggest any comments about the Company's business as the Company's owner through the independent directors in advance. All comments will be gathered to the Board of Directors for consideration. In 2023, the shareholders did not have any comments 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 equal 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 "Progress Business, Stable Employees, Sustainable Society" and such information is disclosed on the Company's website.

5. The Company was officially certified as a member of the Thai Private Sector Collective Action Against Corruption on 4 July 2014 and has been assessed to renew the membership of the Thai Private Sector Collective Action Against Corruption by the Thai Private Sector Collective Action Against Corruption Committee until now.

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 (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 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 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 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 method of recruiting directors, methods for evaluating the performance of both the board and the individual, methods for evaluating the performance of the entire sub-committees and methods for evaluating the performance of the Chairman of the Executive Committee. The remuneration policy for directors and senior management that corresponds with the duties and responsibilities of

each person, including the forms and manner of remuneration, the remuneration amount and the amount of payment received by each director as a director of the 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 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 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 management;
- (12) Notice of the annual general meeting and extraordinary general meetings;
- (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 2023, the Company published the annual 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 2023 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 24 February 2023 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 to email: 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).

6.2 Code of Conduct

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

6.3 Major changes and developments of policy, practice and corporate governance system in the past year

6.3.1 Major changes and developments of policies, practices and corporate governance systems in the past year

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 has 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 2023, the Corporate Governance and Risk Oversight Committee held 4 meetings.

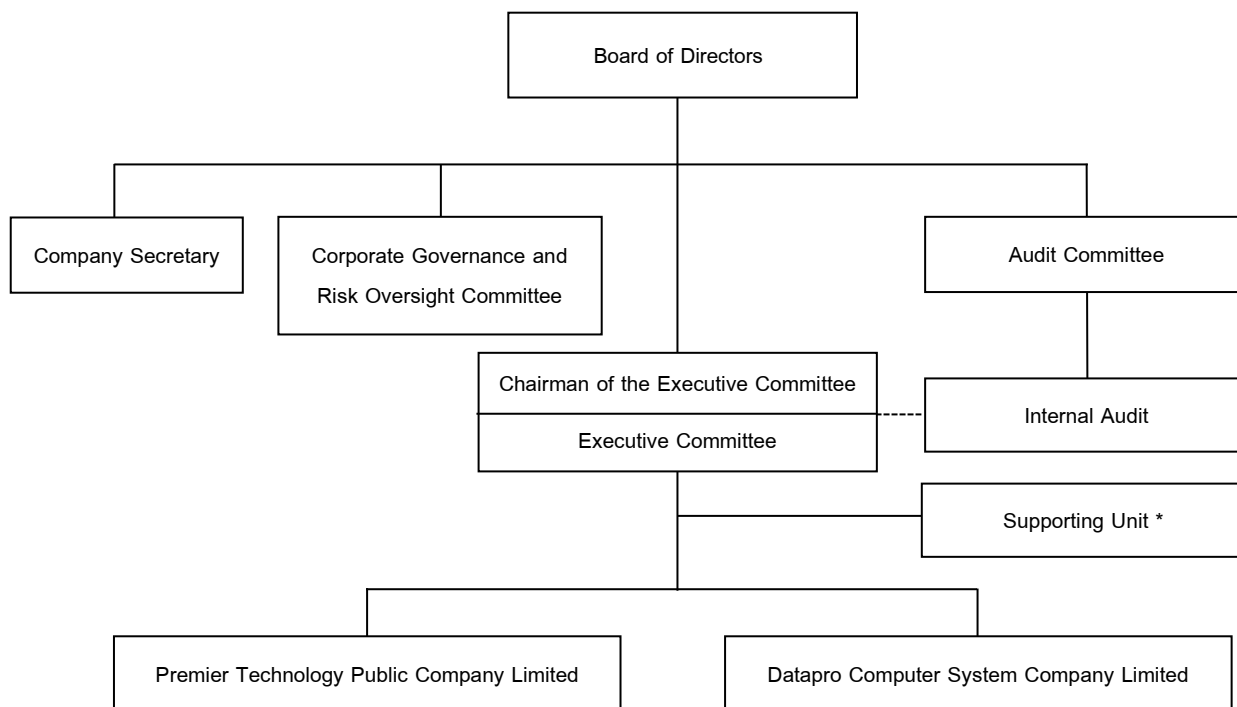
6.3.2 Other good corporate governance practices

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 has a process to review the adoption of Good Corporate Governance Principles for Listed Companies to be suitable for the business every year or at least once a year, which will review and record the reasons that have not been applied.

7 Corporate Governance Structure and Important Information about the Board of Directors, Sub-Committees, Executives, Employees and Others

7.1 Corporate Governance Structure (Organization Chart)

Organization Chart of Premier Technology Public Company Limited as of 31 December 2023



Remark: * Report to the Support Unit, Premier Group of Companies, the policies and practices of Premier Group of Companies.

7.2 Board of Directors' Information

7.2.1 Composition of the Board of Directors

As of 31 December 2023, the Board of Directors has a total of 8 persons, whose proportion is as follows:

- 3 independent directors, representing 37.50 percent of the total directors and
- 3 non-executive directors, accounting for 37.50 percent of the total directors.

Name	Position	Attendance/Total Numbers of Meetings			
		Board of Directors	Audit Committee	Corporate Governance and Risk Oversight Committee	Annual General Meeting of Shareholder
1. Mr. Vichien Phongsathorn	Chairman	4/4	-	-	1/1
2. Mrs. Duangthip Eamrungraj	Director	4/4	-	-	1/1
3. Mr. Suradej Boonyawatana	Director and Chairman of the Corporate Governance and Risk Oversight Committee	4/4	-	4/4	1/1
4. Miss Wanna Kolsrichai	Director and Chairman of the Executive Committee	4/4	-	-	1/1
5. Mrs. Walairat Pongjitt	Director	4/4	-	-	1/1
5. Miss Wanna Kolsrichai	Director and Chairman of the Executive Committee	4/4	-	-	1/1
6. Mr. Pirom Chamsai	Independent Director and Chairman of the Audit Committee	4/4	5/5	-	1/1
7. Mrs. Suphasri Sutanadhan	Independent Director and Member of the Audit Committee	4/4	5/5	-	1/1
8. Surapol Srangsomwong	Independent Director and Member of the Audit Committee	4/4	5/5	-	1/1

Remarks: The Audit Committee held 5 meetings, consisting of 4 quarterly audit committee meetings and 1 dedicated meeting with the auditor.

Ms. Kulthida Verathaworn, the Company Secretary, has served as Secretary to the Board of Directors and Secretary to the Audit Committee. The Board of Directors' meeting attendance of directors in 2023 was 100.00 percent.

7.2.2 Information of the Board of Directors and individual Company Controlling Person

Details are in Attachment 1

7.2.3 The Board's Responsibilities

Authorized Directors

The authorized directors of the Company are Mr. Vichien Phongsathorn, Mr. Suradej Boonyawatana, Mrs. Duangthip Eamrungraj, Miss 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 year and 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-appointed by shareholders.

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 issues that by law requires 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) Consider 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.

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

4) 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) Approve the appointment 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 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) Transactions that by law require the resolution of 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.

Authorities and Responsibilities of Chairman

1) Call Board of Directors' meeting and preside as Chairman of the Board of Directors' and shareholders' meetings.

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 shareholders' meetings 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 employees since the Company operates an investment in a Subsidiary and engaged 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 2023, the Executive Committee consists of 4 persons as follow:

No.	Name	Position
1	Miss 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 management.
- 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 measures to prevent, 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 submit to the Chairman of the Executive Committee for consideration.
- 3) Operate and manage the Company's businesses in accordance with the approved policies, strategies, plans and budgets.

- 4) Have the power to execute and approve all expenditures within the scope prescribed by the Company's authority manual.
- 5) Develop the quality and effectiveness of the organization and personnel continuously.
- 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.

7.3 Sub-Committees' Information

7.3.1 Sub-committees

The Company has each committee appointed as follows:

- Audit Committee
- Corporate Governance and Risk Oversight Committee

7.3.2 List of each sub-committees

Audit Committee

As at 31 December 2023, the Audit Committee comprised 3 members as follow:

Name	Position	Attendance/Total Numbers of Meetings
1. Mr. Pirom Chamsai	Chairman of the Audit Committee	5/5
2. Mrs. Suphasri Sutanadhan *	Member of the Audit Committee	5/5
3. Mr. Surapol Srangsomwong	Member of the Audit Committee	5/5

Remark: * a person with sufficient knowledge and experience to verify the creditability of the financial statements.

In 2023, the Audit Committee held 5 meetings, consisting of 4 quarterly audit committee meetings and 1 dedicated meeting with the auditor.

Ms. Kulthida Verathaworn, the Company Secretary, has served as the secretary to the Audit Committee since 5 August 2021 onward and Mr. Teeraded Srithongphim, Chief of Internal Audit Unit, is the person who reviews and assesses the internal control system, plans the internal audit work by reporting directly to the Audit Committee. The biography of Mr. Teeraded Srithongphim appears in [Attachment 3](#).

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.

Scope of Duties and Responsibilities of the Audit Committee

The Audit Committee has duties and responsibilities as delegated by the Board of Directors as follows:

- 1) Review the Company's financial reporting process to ensure 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 report, which must be signed by the Chairman of the Audit Committee and consist 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 Company's Board of Directors.
- 7) To perform any other task assigned by the Company's Board of Directors with the approval of the Audit Committee.
- 8) Verify the appropriateness and adequacy of the Company's risk management system.

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.

As of 31 December 2023, the Corporate Governance and Risk Oversight Committee consists of 3 members as follows:

Name	Position	Attendance/Total Numbers of Meetings
1. Mr. Suradej Boonyawatana	Chairman of the Corporate Governance and Risk Oversight Committee	4/4
2. Mr. Somchai Choonharas	Member of the Corporate Governance and Risk Oversight Committee	4/4
3. Mrs. Pensri Dettingeng	Member of the Corporate Governance and Risk Oversight Committee	3/4

Ms. Kulthida Verathaworn, the Company Secretary, has served as the secretary to the Corporate Governance and Risk Oversight Committee since 20 January 2022 onward.

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 Company's Board of Directors. In the case their term of office is completed, and the Company's 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. The Company's Board of Directors deem it appropriate to consider and approve the appointment of the Corporate Governance and Risk Oversight Committee to replace those retiring committee members. The retiring committee members are eligible for re-appointment.

In the event of the departure of a chairman or a member of the committee prior to the completion of their term. The Company's 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.

Duties and Responsibility of the Corporate Governance and Risk Oversight Committee

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 Company's Board of Directors at least once a year.
 4. Perform any other duties assigned by the Board of Directors.

7.4 The Management's Information

7.4.1 List of management name & structure (in case of holding company: the management of subsidiary)

The list of the executives of the Subsidiary that operates the core business: Datapro Computer Systems Company Limited as of 31 December 2023, comprises 9 executives is as follows:

Name	Position
1. Miss Wanna Kolsrichai	Chairman of the Executive Committee
2. Mr. Sidhakorn Usanno	Managing Director Enterprise Systems & Infrastructure Business
3. Mr. Chokchai Thamytikarn	Deputy Managing Director Server & Storage Division
4. Mr. Thanavanich Jiraaszawakul	Deputy Managing Director Security Infrastructure Division
5. Mr. Worrawat Korsurat	Deputy Managing Director Delivery & IT Service Management Division
6. Mr. Wattanapong Veerakul	Deputy Managing Director IT Managed Service & Application Managed Service Division, Professional Multimedia Solutions Division
7. Mrs. Rawadee Chaisuksant	Deputy Managing Director Legal & Business Practice Division
8. Miss Piyada Sooksamai	Deputy Managing Director Finance & Administration Division
9. Mrs. Chantiwa Suwanwitwaj	Deputy Managing Director Marketing & Corporate Communications Division
10. Miss Natthakrita Skulchunnabhata	Deputy Managing Director Human Resources Management Division

7.4.2 Remuneration policy for the Directors, 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 annual remuneration and meeting allowance while the remuneration of the executives is in the form of salary, compensation based on performance and provident fund contribution.

7.4.3 Total remuneration for the Executive Directors and Executives in the sum of the first 4 executives from the Managing Director including other remuneration and provident fund (in the case of a holding company, the disclosure of the Subsidiary's management)

(1) Monetary Remuneration

a) Remuneration of Director

1) Premier Technology Public Company Limited

The Annual General Meeting of Shareholders on 26 April 2023 approved the remuneration of directors as follows:

Remuneration	2022	2023
<u>Meeting Allowance of the Board of Directors</u>		
- Chairman (baht/time)	21,000	22,500
- Director (baht/person/time)	16,000	17,500
<u>Meeting Allowance of the Audit Committee</u>		
- Chairman of the Audit Committee (baht/time)	21,000	22,500
- Audit Committee (baht/person/time)	16,000	17,500
<u>Meeting Allowance of the Corporate Governance and Risk Oversight Committee</u>		
- Chairman of the Corporate Governance and Risk Oversight Committee (baht/time)	12,500	13,500
- Member of the Corporate Governance and Risk Oversight Committee (baht/person/time)	10,000	11,000
<u>Annual Remuneration</u>		
- Chairman (Baht/year)	300,000	320,000
- Chairman of the Audit Committee (baht/year)	325,000	355,000
- Audit Committee (baht/person/year)	290,000	320,000
- Other Director (baht/person/year)	230,000	250,000
Other special benefits and any other benefits	-None-	-None-

Remark: The Company paid the meeting allowances only to directors who attended the meeting without any other special benefits or other benefits.

All directors, who were executives, hereby waived the right to receive director remuneration, both in terms of meeting allowances and annual remuneration.

In 2023, the Company paid the remuneration to the Board in form of meeting allowance and annual remuneration due to the amount of attendance the meeting and paid the remuneration to the Audit Committee in form of meeting allowance due to the amount of attendance the meeting as follows:

Name	Position	Remuneration of Director(baht)			
		Meeting Allowance		Annual Remuneration	Total
		Board of Directors	Audit Committee		
1. Mr. Vichien Phongsathorn *	Chairman Authorized Director	-	-	-	-
2. Mrs. Duangthip Eamrunroj *	Authorized Director Member of the Executive Committee	-	-	-	-
3. Mr. Suradej Boonyawatana *	Authorized Director Chairman of the Corporate Governance and Risk Oversight Committee	-	-	-	-
4. Miss Wanna Kolsrichai *	Authorized Director Chairman of the Executive Committee	-	-	-	-
5. Mrs. Walairat Pongjitt *	Authorized Director and Member of the Executive Committee	-	-	-	-
6. Mr. Pirom Chamsai	Independent Director and Chairman of the Audit Committee	70,000.00	90,000.00	355,000.00	515,000.00
7. Mrs. Suphasri Sutanadhan	Independent Director and Member of the Audit Committee	70,000.00	70,000.00	320,000.00	460,000.00
8. Mr. Surapol Srangsomwong	Independent Director and Member of the Audit Committee	70,000.00	70,000.00	320,000.00	460,000.00
Total		210,000.00	230,000.00	995,000.00	1,435,000.00

Remark: * Directors did not receive any remuneration, both as a director of the Company and its Subsidiary.

2) Subsidiary: Datapro Computer Systems Company Limited

- None -

(b) Remuneration of Executives

1) Premier Technology Public Company Limited

- None -

2) Subsidiary: Datapro Computer Systems Company Limited

In 2023, 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 30.87 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 2023, the Company made contributions to the provident fund for the management of Subsidiary totaling 2.09 million baht.

(3) 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.

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.

7.5 Information about Employees, Total Number of Employees, Total Remuneration, Provident Fund, if there is a Significant Change in the Number of Employees

The Company assigns the employee's remuneration policy depend on the operating results. As of 31 December 2023, the Subsidiary has a total of 404 employees. In 2023, the Subsidiary paid total remuneration of 553.34 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.

No. of Employees and remuneration in 2023	PT	DCS	Total
Management - Male (Person)	- None -	5	5
- Female (Person)		4	4
Operating and Supporting Employee	- None -		
- Male (Person)		266	266
- Female (Person)		129	129
Total Employee (Person)	- None -	404	404
Remuneration (million baht)	- None -	553.34	553.34

Human Resources Development Policy

From the vision and goals of the business operation that the Company focuses on selling products and providing complete information technology services with quality, both hardware and software, develop concepts with skilled and professional personnel, the operations in every process are aware of the responsibility to consumers, social, and the environment along with business operations, such as providing services by choosing innovations that save energy and reduce environmental impact because the Company always believes that running a business can play a part in caring for society and the environment to be sustainable.

The Company and its subsidiary regard employees as valuable resources and are the heart of business operations to achieve the 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 2023, the Subsidiary has expenses for human resources development about skills in information technology, the expenses were 5.05 million baht. Employees attended the training accounting for 64.35 percent of the total number of employees (260 persons from total employee of 404 persons). The average number of training hours for employee was 8.64 hours per person per year.

7.6 Other Important Information

7.6.1 List of persons assigned to be responsible are as follows

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, detail as per Attachment 1. The Company Secretary must 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 laws and the securities and exchange laws.
- 2) Must have knowledge and understanding of the principles of good corporate governance and the good practices in corporate governance.
- 3) Must have knowledge in the various businesses of the Company and good communication skills, which are supplementary qualifications that assist the Company Secretary in efficiently carrying out his duties.

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) Manage the meetings of the Board of Directors and related committees appointed by the Board and the shareholders' meeting in accordance with the laws, the Company's Articles of Association, the charter of each committee, and good practices.
- 2) Inform the related executives of the resolutions and policies of the Board of Directors and shareholders, and monitor the implementation through the Managing Director 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

Person who is directly responsible for overseeing the accounting

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

Chief of Internal Control

The Company has appointed Mr. Teeraded Srithongphim, Chief of Internal Audit Unit, is the person who reviewed and assessed the internal control system, plan the internal audit work by reporting directly to the Audit Committee. The biography of Mr. Teeraded Srithongphim appears in Attachment 3.

7.6.2 Name of Investor Relations and contact information

Investor Relations contact information: Mrs. Chantiwa Suwanwitwaj

Telephone : 0-2684-8405

Facsimile : 0-2677-3500

E-mail : ircontact@premier-technology.co.th

7.6.3 Audit Fee

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 and the Annual General Meeting of Shareholders for the year 2023, 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:

Item	Company	Auditor	2022 Audit Fee	2023 Audit Fee
1	Premier Technology Public Co., Ltd	Mr. Chatchai Kasemsrithanawat	590,000.00	620,000.00
2	Datapro Computer System Co., Ltd.	Mr. Chatchai Kasemsrithanawat	1,200,000.00	1,280,000.00
Total Remuneration Paid for the Audit			1,790,000.00	1,900,000.00

Non-Audit Fee

- None -

7.6.4 In case of foreign company, requested to specify the contact details of Thailand's representative

- None -

8 Corporate Governance Performance Report

8.1 Summary of the Board of Directors' Performance in the past year

8.1.1 Nomination, development and performance evaluation of the Board of Directors

(1) 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 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.

(2) Nomination of Directors and Executives

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 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.

Board and Management Training

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 disclose in the Company's Annual Registration Statement (Form 56-1 One Report).

4. The Board of Directors requires 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 2023, the Directors attended seminars and training courses of the Thai Institute of Director (IOD) and other institutions as follows:

No.	Name	Position	2023 Training Courses	Duration
1.	Mr. Suradej Boonyawatana	Director and Chairman of the Corporate Governance and Risk Oversight Committee	<ul style="list-style-type: none"> • Increase the capacity of observers in the Integrity Agreement Project • Pacific Alliance: PA • Thai IOD Director Forum 2023: Economic Recession -What Should Board Watch Out For? • Adjust Thailand towards a low carbon economy and society 	1 Day 0.5 Day 3 Hours 1 Day
2.	Mrs. Walairat Pongjitt	Director and Member of the Executive Committee	<ul style="list-style-type: none"> • ESG Risks Management Workshop • SET x IAA: Learn techniques for valuing companies that are appropriate for today's businesses • Risk Management for CFOs, TLCA CFO Professional Development Program (TLCA CFO CPD) No. 2/2023 • Fintech: Financial Technology • Governance System for Fraud Detection 	Online 2 Days Online 2 Days Online 2 Hours Online 2 Hours Online 2 Hours
3.	Mr. Pirom Chamsai	Independent Director and Chairman of the Audit Committee	<ul style="list-style-type: none"> • Seminar for the Audit Committee "Decorating financial statements to commit corruption in the Thai capital market and sustainability under the economic recession and measures to reduce global warming" organized by the EY Office 	3 Hours
4.	Mrs. Suphasri Sutanadhan	Independent Director and Member of the Audit Committee	<ul style="list-style-type: none"> • Seminar for the Audit Committee "Decorating financial statements to commit corruption in the Thai capital market and sustainability under the economic recession and measures to reduce global warming" organized by the EY Office 	3 Hours

Board Self-Assessment

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 self-assessment is an assessment of the entire Board of Directors and individual. For the Sub-Committee self-assessment is an assessment of a whole board. In addition, the criteria and process are disclosed in the Company's Annual Registration Statement (Form 56-1 One Report).

3. The Board of Directors has assessed the performance of the Chairman of the Executive Committee or Chief Executive Officer 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 of Directors
- 2. Roles, duties and responsibility of the Board of Directors
- 3. Board meeting
- 4. Dynamics of the performance of the Board of Directors
- 5. Relationship with the management division
- 6. Director development

The results of the 2023 performance appraisal for the entire Board of Directors in an overview of 6 topics, summarizing the overall average score is in the highly agree criteria.

8.1.2 The Attendance and Remuneration of each Directors

As of 31 December 2023, the attendance of directors is shown on 7.2 (Board of Directors' information), 7.2.1 (The Composition of the Board of Directors) and the remuneration of each director are shown on 7.4 (The Management's information), 7.4.3 (Total remuneration for the Executive Directors and Executives).

8.1.3 Governance of the Subsidiary's Operation

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).

8.1.4 Monitoring of the Compliance with Corporate Governance Policies and Practices Conflict of Interest Prevention Policy

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.

Supervision of Insider Information Usage

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 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.

Against Fraud and Corruption

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 member of the T Thai Private Sector Collective Action Against Corruption from the Thai Private Sector Collective Action Against Corruption on 4 July 2014 and was renewed as member of the Thai Private Sector Collective Action Against Corruption for the first time on 25 May 2017 and for the second time on 30 June 2020.

In addition, on 16 June 2023, the Subsidiary prepared the curriculum "Anti-corruption in practice " for sales department and purchasing department, including recording as a video and storing for employees from other departments of the Subsidiary to be accessible via the company's internal network. The accession of such information, the Subsidiary can view the employee's access statistics 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.

Whistleblowing

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 evidences 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

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, be troubled the person responsible for the matter is responsible for monitoring the results and reporting to the complainant / complaint / comment / suggestion and reporters / complaints / comments / suggestions, and report the results to the Audit Committee and/or the Board of Directors, as the case may be.

To protect the rights of the notifiers / complaints / comments / suggestions or those who cooperate in the investigation; the employee, customer, the person who works for the Company or other stakeholders, the Company will not disclose any other information of the complainant / complaint / comment / suggestion or those who cooperate in the investigation. It will also be protected by law or according to the guidelines set by the Company.

In 2023, the Company did not have any disputes that were significant to stakeholders. Also, the Company's directors have no news/no cases of being fined, accused, or civil or criminal action taken by regulatory agencies. 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.

8.2 Performance Report of the Audit Committees

8.2.1 Numbers of meetings and meeting attendance

Audit Committees as of 31 December 2023

Name	Position	Attendance/Total Numbers of Meetings #
1. Mr. Pirom Chamsai	Chairman of the Audit Committee	5/5
2. Mrs. Suphasri Sutanadhan *	Member of the Audit Committee	5/5
3. Mr. Surapol Srangsomwong	Member of the Audit Committee	5/5

Remark: * a person with sufficient knowledge and experience to verify the creditability of the financial statements.

The Audit Committee held a total of 5 meetings, consisting of 4 quarterly Audit Committee meetings and 1 meeting specifically with the auditor.

8.2.2 Performance of the Audit Committee

The results of the Audit Committee's performance are detailed in Attachment 6.

8.3 Performance Report of other sub-committees

8.3.1 Number of meetings and meeting attendance

The Corporate Governance and Risk Oversight Committee as of 31 December 2023

Name	Position	Attendance/Total Numbers of Meetings
1. Mr. Suradej Boonyawatana	Chairman of the Corporate Governance and Risk Oversight Committee	4/4
2. Mr. Somchai Choonharas	Member of the Corporate Governance and Risk Oversight Committee	4/4
3. Mrs. Pensri Dettingeng	Member of the Corporate Governance and Risk Oversight Committee	3/4

8.3.2 Performance of the other sub-committee

The results of the Corporate Governance and Risk Oversight Committee 's performance are detailed in the Corporate Governance and Risk Oversight Committee's Report.

9 Internal Controls and Related Transactions

9.1 Internal Controls

The Board of Directors of the Company and its Subsidiary have 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 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.

Opinion of the Board of Directors on Internal Control

The Board of Directors held the Meeting No. 4/2023 on 8 November 2023, with the Audit Committee attending the meeting and expressing opinions on the adequacy assessment and appropriateness of the Company's internal control system. In 2023, 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 (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 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 (SEC), which is internal control, risk assessment, operational control, information and communication systems and monitoring system.

9.1.1 Sufficiency and appropriateness of Internal Control System

The Board of Directors agreed 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. The organization has arranged 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 (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.

9.1.2 Deficiencies in the internal control system of the Company and its Subsidiary

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 property, and corruption that has a significant effect on its reputation so it should be resolved immediately, arrange to regularly audit the implementation of the internal control system to ensure that internal controls are carried out in a complete and appropriate manner, timely assessment and communication of defects in internal control to the person in charge. This includes senior management and the Board of Directors, as appropriate. The person in charge of the department is responsible for overseeing the implementation of the internal control system.

9.1.3 Opinion of the Audit Committee

The Audit Committee oversees and reviews the internal control system through the Internal Audit Unit. It audits, monitors, and evaluates 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.

9.1.4 Opinion of the Audit Committee towards Internal Audit

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 being independent, has a degree of education, experienced in internal audit work, has an understanding of the Company and its Subsidiary's business as well as also participated in various training courses related to internal audit operations on an ongoing basis.

9.1.5 Guidelines for appointment and transfer the Chief of the Internal Audit Unit

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.

Related Companies	Transaction Type	Description	Transaction	Value in 2023 (million baht)	Necessity and Reasonableness
Premier Capital (2000) Co., Ltd. Premier Inter Leasing Co., Ltd. Premier Brokerage Co., Ltd. Premier Marketing PLC. 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.	Normal Business	Subsidiary - Sell products related to computer equipment and various software along with providing services related to various information systems and other related services	Common Directors	52.47	Selling prices and service fee are under normal business conditions.
Infinite Green Co., Ltd.		Account receivable		1.46	

Related Companies	Transaction Type	Description	Transaction	Value in 2023 (million baht)	Necessity and Reasonableness
Premier Products Public Co., Ltd.	Normal Business	Company - Rental and service contract of 913.34 square metres at Premier Place, owned by the Company, for the period of 3 years	Common Directors	6.23	Rental and service are under normal business conditions. Electricity is actual cost.
Infinite Green Co., Ltd.	Normal Business	Company - Rental and service contract of 32.00 square metres at Premier Place, owned by the Company, for the period of 3 years	Common Directors	0.21	Rental and service are under normal business conditions. Electricity is actual cost.
Premier Fission Capital Co., Ltd.	Support normal business	Company and Subsidiary - Consulting fee is under management and business consultancy contract Account payable	Common Directors	21.93 0.16	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.

Related Companies	Transaction Type	Description	Transaction	Value in 2023 (million baht)	Necessity and reasonableness
Premier Resorts and Hotels Co., Ltd. Tamarind Village Co., Ltd.	Support normal business	Subsidiary - Accommodation allowance for employee welfare Account payable	Common Directors	0.02 0.02	Price is under the normal business practice.
Premier Inter Leasing Co., Ltd.	Support normal business	Company and its Subsidiary Depreciation of rights-of-use assets Interest paid under the lease Account payable	Common Directors	0.17 0.03 -	Classify the transaction according to the standard of lease agreement.
Seri Properties Holding Co., Ltd.	Support normal business	Subsidiary - Telephone bill and maintenance cost Account payable	Common Directors	0.12 -	Telephone bill and maintenance cost are actual cost.
Premier Products Public Co., Ltd.	Buy property	Company - Contract for the design, construction, procurement of equipment and installation of the Solar Rooftop System for use in the Premier Place Building. Account payable	Common Directors	1.73 0.30	Service fee is under normal business conditions.

Remark: The Audit Committee has considered the related transactions that have occurred and has opinion that they were reasonable.
Shareholders and / or investors can view the 3-year historical data from the Company's website, www.premier-technology.co.th

9.2.3 Policy or Trends of Related Transaction in the Future

9.2.4 Reasons why a person who may have a conflict holds shares in a Subsidiary in excess of 10 percent

The Company and/or its Subsidiary expect that in the future related transactions still remain based on normal business practice or normal business support e.g. purchase of goods for resale, leasehold amortization, service on office space rental contract, management under management and consulting contract, information technology service contract, car rental for business operations and accounts receivable discount, etc. All of the related transactions will incur as necessary and for business operation effectiveness within the group. Pricing policies are clearly determined based on the appropriate and fair price and conditions by significantly considering the Company's benefits. However, the Company's Audit Committee will review related transactions as normal business practice or normal business support every quarter.

For new important related transactions, the Company will present to the Audit Committee for consideration and recommend to the Board of Directors for approval.

In the meantime, for related transactions that may incur conflict of interest in the future, it requires that the Board of Directors must comply to Securities and Exchange Laws and Office of Securities and Exchange Commission's rules, notification, order and requirement. The Company must also follow requirements on disclosure regarding related transactions, acquisition and sales of the Company's and its Subsidiary's assets as well as the accounting standards as determined by Federation of Accounting Professions.

Part 3 Financial Statements

Report of the Board of Directors' Responsibilities for Financial Statements

The Board of Directors are responsible for the financial report 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 flow. The presentation reflects accurate, complete and sufficient data entry of assets; prevents frauds and abnormal business operations. In preparing the financial report, appropriate accounting policies have been practiced consistently and in accordance with the generally accepted accounting standards. Significant information has also been sufficiently disclosed in notes to financial statements and the auditors provided their opinion in Report of the Independent Auditors.

The Board of Directors appointed 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 appeared in 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 2023 are reliable in accordance with the generally accepted accounting standards and accurate under the relevant laws and procedures.



(Mr. Vichien Phongsathorn)

Chairman

On behalf of the Board of Directors

Premier Technology Public Company Limited and its Subsidiary
Report and Consolidated Financial Statements
31 December 2023

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 2023, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Premier Technology Public Company Limited for the same period.

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 2023, 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 2,010 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.

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.

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

Certified Public Accountant (Thailand) No. 5813

EY Office Limited

Bangkok: 14 February 2024

Premier Technology Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from operating activities				
Profit before tax	319,220,120	208,639,153	199,873,653	41,479,514
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Unrealised (gain) loss on exchange rate	(965,298)	1,193,519	-	-
Unrealised (gain) loss on changes in value of investments in unit trust-open-ended fund	3,266,378	(1,619,477)	(150,418)	(5,258)
Allowance for expected credit losses (reversal)	436,335	(754,642)	-	-
Reduce cost of inventory to net realisable value (reversal)	4,562,006	(5,843,477)	-	-
Depreciation	51,381,272	55,478,877	12,687,028	13,014,340
Gain on sales/write-off of equipment	(35,779)	(497,981)	-	-
Gain on sales of investment properties	-	(1,373)	-	(1,949)
Amortisation of intangible assets	-	438,516	-	-
Amortisation of prepaid rental expenses	-	337,809	-	-
Long-term employee benefits expenses	17,284,644	17,931,854	-	-
Gain on lease agreement cancellation	-	(46,634)	-	-
Income from investment - dividend received from investment in subsidiary	-	-	(203,997,552)	(59,999,280)
Interest income	(2,194,506)	(203,916)	(113,671)	(1,084,748)
Interest expenses	4,600,361	2,653,295	65,621	458,728
Profit (loss) from operating activities before changes in operating assets and liabilities	397,555,533	277,705,523	8,364,661	(6,138,653)
(Increase) decrease in operating assets				
Trade and other receivables	(102,292,530)	(84,834,560)	(136,032)	34,069
Prepaid service cost	(44,119,172)	(157,023,817)	-	-
Inventories	(42,326,380)	71,576,603	-	-
Work in progress	358,318,961	(459,431,681)	-	-
Other current assets	(7,579,312)	(4,559,753)	(51,608)	547,279
Long-term trade receivables	(10,171,748)	(33,098,273)	-	-
Other non-current assets	5,499	2,111,568	-	-
Increase (decrease) in operating liabilities				
Trade and other payables	(9,625,192)	89,987,019	432,274	671,065
Advance received for goods and services	(41,055,496)	219,555,223	-	-
Other current liabilities	28,526,709	(1,862,388)	115,997	(19,555)
Cash paid for long-term employee benefit	(1,266,850)	(6,213,153)	-	-
Other non-current liabilities	385,000	(911,645)	298,184	(1,372,557)
Cash flows from (used in) operating activities	526,355,022	(86,999,334)	9,023,476	(6,278,352)
Cash paid for interest expenses	(4,602,025)	(2,655,876)	(67,285)	(461,310)
Cash refund from withholding tax deducted at source	-	7,016,321	-	545,495
Cash paid for income tax	(60,221,910)	(71,595,570)	(1,249,338)	(1,937,146)
Net cash flows from (used in) operating activities	461,531,087	(154,234,459)	7,706,853	(8,131,313)

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 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash flows from investing activities				
(Increase) decrease in investments in unit trust				
in debt securities open-ended fund	(69,674,765)	70,238,332	(42,980,401)	(4,625,369)
Increase in short-term loans to related party	-	-	-	(80,000,000)
Repayment of short-term loans from related party	-	-	25,000,000	218,000,000
Renovation of investment properties	(1,852,328)	(610,452)	(2,580,035)	(866,400)
Acquisition of equipment	(22,452,815)	(23,319,291)	-	(19,000)
Proceeds from sales of equipment	251,057	909,925	-	-
Proceeds from sales of investment properties	-	13,828	-	19,626
Dividend received from investment in subsidiary	-	-	203,997,552	59,999,280
Interest income	2,194,506	203,916	113,670	1,084,748
Net cash flows from (used in) investing activities	(91,534,345)	47,436,258	183,550,786	193,592,885
Cash flows from financing activities				
Increase (decrease) in short-term loans from financial institution	(81,000,000)	251,000,000	-	-
Repayment of long-term loans	(6,750,000)	(16,580,380)	(6,750,000)	(12,620,000)
Repayment of lease liabilities	(24,336,742)	(22,698,955)	-	-
Increase in lease liabilities	-	51,387,154	-	-
Dividend paid	(184,527,752)	(173,172,255)	(184,527,752)	(173,172,255)
Net cash flows from (used in) financing activities	(296,614,494)	89,935,564	(191,277,752)	(185,792,255)
Exchange differences on translation of				
financial statements in foreign currency	(13,877)	43,672	-	-
Net increase (decrease) in cash and cash equivalents	73,368,371	(16,818,965)	(20,113)	(330,683)
Cash and cash equivalents at beginning of the year	11,542,154	28,361,119	76,773	407,456
Cash and cash equivalents at end of the year	84,910,525	11,542,154	56,660	76,773
	-	-	-	-
Supplementary disclosures of cash flows information:				
Non-cash items				
Reclassified assets	2,994,380	23,628,286	-	-
Increase in right-of-use assets under the lease during the year	-	52,256,215	-	-
Decrease in right-of-use assets under the lease				
by terminate the contract during the year	-	-881,247	-	-

The accompanying notes are an integral part of the financial statements.

Premier Technology Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Assets					
Current assets					
Cash and cash equivalents	7	84,910,525	11,542,154	56,660	76,773
Trade and other receivables	6, 8	605,787,329	503,931,134	380,853	244,821
Short-term loans to related party	6	-	-	-	25,000,000
Prepaid service cost		391,777,611	347,658,439	-	-
Inventories	10	121,648,517	83,884,143	-	-
Work in progress		268,498,917	626,817,878	-	-
Other current financial assets	11	79,852,138	10,000,922	48,341,764	5,210,945
Other current assets	12	68,658,022	72,557,550	2,904,298	1,603,352
Total current assets		1,621,133,059	1,656,392,220	51,683,575	32,135,891
Non-current assets					
Restricted bank deposits	13	1,203,100	1,203,100	1,203,100	1,203,100
Long-term trade receivables	9	43,270,021	33,098,273	-	-
Non-current financial assets	11	31,337,214	34,780,043	-	-
Investment in subsidiaries	14	-	-	325,886,600	325,886,600
Investment properties	15	153,637,694	157,888,456	213,995,938	224,087,412
Property, plant and equipment	16	115,278,374	122,061,594	26,413	41,932
Right-of-use assets	17	26,004,289	46,967,989	-	-
Intangible assets		2	2	-	-
Deferred tax assets	25	27,817,476	20,757,680	-	-
Other non-current assets		5,791,881	5,797,380	4,000	4,000
Total non-current assets		404,340,051	422,554,517	541,116,051	551,223,044
Total assets		2,025,473,110	2,078,946,737	592,799,626	583,358,935

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 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institution	18	170,000,000	251,000,000	-	-
Trade and other payables	6, 19	469,489,493	485,472,306	2,851,977	2,421,367
Derivatives liabilities		2,004,322	1,319,939	-	-
Advances received for goods and services	23	420,861,824	461,917,320	-	-
Current portion of long-term loans	20	-	5,400,000	-	5,400,000
Current portion of lease liabilities	17	16,265,772	24,336,742	-	-
Income tax payable		12,737,551	-	-	-
Other current liabilities		34,319,454	18,530,296	264,115	148,118
Total current liabilities		1,125,678,416	1,247,976,603	3,116,092	7,969,485
Non-current liabilities					
Long-term loans, net of current portion	20	-	1,350,000	-	1,350,000
Lease liabilities, net of current portion	17	52,192,156	68,457,928	-	-
Provision for long-term employee benefits	21	126,964,090	108,657,906	-	-
Deferred tax liabilities	25	31,135	1,052	31,135	1,052
Other non-current liabilities		2,922,035	2,537,035	5,431,570	5,133,386
Total non-current liabilities		182,109,416	181,003,921	5,462,705	6,484,438
Total liabilities		1,307,787,832	1,428,980,524	8,578,797	14,453,923

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 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
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		405,460,537	337,727,595	271,942,993	256,627,176
Other components of shareholders' equity		(53,095)	(39,218)	-	-
Total shareholders' equity		717,685,278	649,966,213	584,220,829	568,905,012
Total liabilities and shareholders' equity		2,025,473,110	2,078,946,737	592,799,626	583,358,935

The accompanying notes are an integral part of the financial statements.

Directors

Premier Technology Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2023

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
Profit or loss:					
Revenues					
Sales	23	2,009,874,620	1,266,944,967	-	-
Rental and service income	23	1,486,037,158	1,253,768,146	35,167,880	35,383,499
Dividend income	14	-	-	203,997,552	59,999,280
Other income		62,069,939	69,195,324	688,288	1,163,367
Total revenues		3,557,981,717	2,589,908,437	239,853,720	96,546,146
Expenses					
Cost of sales and services		2,768,626,829	1,964,940,923	25,758,377	24,154,086
Distribution costs		98,150,417	79,430,146	-	-
Administrative expenses		366,947,655	334,999,562	14,156,069	30,453,818
Total expenses		3,233,724,901	2,379,370,631	39,914,446	54,607,904
Operating profit		324,256,816	210,537,806	199,939,274	41,938,242
Finance cost		(4,600,361)	(2,653,295)	(65,621)	(458,728)
Reversal of impairment (loss) on financial assets		(436,335)	754,642	-	-
Profit before income tax expenses		319,220,120	208,639,153	199,873,653	41,479,514
Income tax expenses	25	(65,128,714)	(45,899,117)	(30,084)	(1,031)
Profit for the year		254,091,406	162,740,036	199,843,569	41,478,483
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		(13,877)	43,670	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(13,877)	43,670	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial gain (loss)	21	(2,288,390)	23,750,101	-	-
Add (less): Income tax effect	25	457,678	(4,750,020)	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(1,830,712)	19,000,081	-	-
Other comprehensive income for the year		(1,844,589)	19,043,751	-	-
Total comprehensive income for the year		252,246,817	181,783,787	199,843,569	41,478,483
Earnings per share					
Basic earnings per share	26	0.90	0.57	0.70	0.15

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 2023

(Unit: Baht)

Consolidated financial statements					
Other components of shareholers' equity					
Other comprehensive income					
Exchange differences					
Issued	Retained earnings		on translation of	Total other	Total
and paid-up	Appropriated -		financial statements	components of	shareholders' equity
share capital	statutory reserve	Unappropriated	in foreign currency	shareholders' equity	shareholders' equity
Balance as at 1 January 2022	283,888,942	28,388,894	329,159,733	(82,888)	641,354,681
Profit for the year	-	-	162,740,036	-	162,740,036
Other comprehensive income for the year	-	-	19,000,081	43,670	19,043,751
Total comprehensive income for the year	-	-	181,740,117	43,670	181,783,787
Dividends paid (Note 29)	-	-	(173,172,255)	-	(173,172,255)
Balance as at 31 December 2022	283,888,942	28,388,894	337,727,595	(39,218)	649,966,213
					-
Balance as at 1 January 2023	283,888,942	28,388,894	337,727,595	(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)	(1,844,589)
Total comprehensive income for the year	-	-	252,260,694	(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)	717,685,278

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 2023

(Unit: Baht)

	Separate financial statements		
	Retained earnings		Total
	Issued and paid-up share capital	Appropriated - statutory reserve Unappropriated	
			shareholders' equity
Balance as at 1 January 2022	283,888,942	28,388,894	388,320,948
Profit for the year	-	-	41,478,483
Total comprehensive income for the year	-	-	41,478,483
Dividends paid (Note 29)	-	-	(173,172,255)
Balance as at 31 December 2022	<u>283,888,942</u>	<u>28,388,894</u>	<u>256,627,176</u>
			-
Balance as at 1 January 2023	283,888,942	28,388,894	256,627,176
Profit for the year	-	-	199,843,569
Total comprehensive income for the year	-	-	199,843,569
Dividends paid (Note 29)	-	-	(184,527,752)
Balance as at 31 December 2023	<u>283,888,942</u>	<u>28,388,894</u>	<u>271,942,993</u>

The accompanying notes are an integral part of the financial statements.

Premier Technology Public Company Limited and its subsidiaries
Notes to consolidated financial statements
For the year ended 31 December 2023

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>2023</u>	<u>2022</u>
			Percent	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 2023. 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 2024

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 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 management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant 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 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).

4.5 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.

4.6 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.

4.7 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.

The Group amortises intangible assets, which comprise product design and development costs on the straight-line basis, with the periods of economic useful life being approximately 10 years.

4.8 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.

4.9 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.

4.10 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.

4.11 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.

4.12 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

4.13 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.

4.14 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.

4.15 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.

4.16 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.

4.17 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>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	
<u>Transactions with subsidiary</u>					
(eliminated from the consolidated financial statements)					
Dividend income	-	-	204	60	As announcement
Rental and service income	-	-	19	19	Contract price, which is price in the ordinary course of business
Interest income	-	-	-	1	2.00 - 2.25 percent per annum
<u>Transactions with related companies</u>					
Sales and service income	52	47	-	-	Note 6.1
Rental and service income	6	7	6	7	Contract price, which is price in the ordinary course of business
Administrative expenses	23	23	7	7	Contract price, which is price in the ordinary course of business
Purchase of assets	2	4	2	1	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 2023 and 2022, the balances of the accounts between the Group and those related parties are as follows:

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		2023	2022	2023	2022
<u>Trade receivables - related parties (Note 8)</u>					
Related companies (related by common directors)		1,457	594	-	1
<u>Accrued income - related parties (Note 8)</u>					
Related companies (related by common directors)		2,736	2,219	294	170
<u>Prepaid deposit - related party</u>					
Related company (related by common directors)		32	32	-	-
<u>Amounts due to related parties (Note 19)</u>					
Related companies (related by common directors)		288	270	32	33
<u>Accrued expenses - related parties (Note 19)</u>					
Related companies (related by common directors)		27	86	-	28
<u>Lease liabilities, net - related party</u>					
Related company (related by common directors)		610	775	-	-

Short-term loans to related party

As at 31 December 2023 and 2022, 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
Related by		2022	year	year	2023
<u>Short-term loans to related party</u>					
Datapro Computer Systems Company Limited	Subsidiary	25,000	50,000	(75,000)	-

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 2.00 - 2.25 percent per annum.

Directors and management's benefits

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Short-term employee benefits	34	35	1	1
Post-employment benefits	2	2	-	-
Total	36	37	1	1

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Cash	95	95	5	5
Bank deposits	84,816	11,447	52	72
Total	84,911	11,542	57	77

As at 31 December 2023, bank deposits carried interests between 0.15 and 0.55 percent per annum (2022: between 0.15 and 0.33 percent per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
<u>Trade receivables - related parties</u> (Note 6)		
Aged on the basis of due dates		
Not yet due	461	430
Past due		
Up to 3 months	996	164
Total trade receivables - related parties	<u>1,457</u>	<u>594</u>
<u>Trade receivables - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	363,542	361,088
Past due		
Up to 3 months	120,510	62,670
3 - 6 months	-	1,683
6 - 12 months	260	-
Over 12 months	13,617	13,359
Total	<u>497,929</u>	<u>438,800</u>
Less: Allowance for expected credit losses	<u>(13,795)</u>	<u>(13,359)</u>
Total trade receivables - unrelated parties, net	<u>484,134</u>	<u>425,441</u>
Total trade receivables - net	<u>485,591</u>	<u>426,035</u>
<u>Other receivables</u>		
Accrued income - related parties (Note 6)	2,736	2,219
Accrued income - unrelated parties	<u>100,546</u>	<u>65,427</u>
Total accrued income (Note 23)	<u>103,282</u>	<u>67,646</u>
Current portion of receivable under long-term contract (Note 9)	6,282	-
Current portion of lease receivable (Note 17)	<u>10,632</u>	<u>10,250</u>
Total other receivables	<u>120,196</u>	<u>77,896</u>
Total trade and other receivables - net	<u><u>605,787</u></u>	<u><u>503,931</u></u>

	(Unit: Thousand Baht)	
	Separate financial statements	
	<u>2023</u>	<u>2022</u>
<u>Trade receivables - unrelated parties</u>		
Aged on the basis of due dates		
Not yet due	-	1
Total trade receivables	-	1
<u>Other receivables</u>		
Accrued income - related parties (Note 6)	294	170
Accrued income - unrelated parties	87	74
Total other receivables	381	244
Total trade and other receivables	381	245

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>2023</u>	<u>2022</u>
Beginning balance	13,359	14,114
Provision for expected credit losses	472	45
Amount recovered	(36)	(800)
Ending balance	13,795	13,359

9. Long-term trade receivables

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Receivable under long-term contract	20,804	-
Lease receivable (Note 17)	22,466	33,098
Total	43,270	33,098

Receivable under long-term contract

As at 31 December 2023, 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>2023</u>	<u>2022</u>
Receivable under long-term contract	30,192	-
Less: Unearned financial incomes	(3,106)	-
Total	27,086	-
Less: Portion due within one year (Note 8)	(6,282)	-
Receivable under long-term contract - net of current portion	20,804	-

As at 31 December 2023, the balance of long-term trade receivables are not yet due.

10. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
			Reduce cost to net			
	Cost		realisable value		Inventories - net	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Finished goods	132,093	88,187	(11,723)	(7,161)	120,370	81,026
Goods in transit	1,279	2,858	-	-	1,279	2,858
Total	133,372	91,045	(11,723)	(7,161)	121,649	83,884

During the current year, the subsidiary reduced cost of inventories by Baht 9 million (2022: Baht 19 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 5 million (2022: Baht 25 million) and reduced the amount of inventories recognised as expenses during the year.

11. Other financial assets

11.1 As at 31 December 2023 and 2022, the outstanding other financial assets of the Group consist of the following:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
<u>Financial assets at FVTPL</u>				
Investments in unit trust in debt securities				
open-ended fund	79,852	10,001	48,342	5,211
investment in unit trust in equity securities				
open-ended fund	31,337	34,780	-	-
Total financial assets at FVTPL	<u>111,189</u>	<u>44,781</u>	<u>48,342</u>	<u>5,211</u>
Current	79,852	10,001	48,342	5,211
Non-current	31,337	34,780	-	-
	<u>111,189</u>	<u>44,781</u>	<u>48,342</u>	<u>5,211</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 financial statements	Separate financial statements
Net book value as at 1 January 2023	10,001	5,211
Increase during the year	996,582	184,284
Dispose during the year	(926,908)	(141,303)
Unrealised gain on changes in value of investments in unit trust	177	150
Net book value as at 31 December 2023	<u>79,852</u>	<u>48,342</u>

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 financial statements	Separate financial statements
Net book value as at 1 January 2023	34,780	-
Unrealised loss on changes in value of investments in unit trust	(3,443)	-
Net book value as at 31 December 2023	31,337	-

12. Other current assets

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Withholding tax deducted at source	48,060	46,802	2,532	1,283
Prepaid expenses	8,843	9,491	250	241
Others	11,755	16,265	122	79
Total other current assets	68,658	72,558	2,904	1,603

13. 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.

14. 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	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
			(%)	(%)				
<u>Subsidiary directly held by the Company</u>								
Datapro Computer Systems Company Limited	100,000	100,000	100	100	325,887	325,887	203,998	59,999
<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>203,998</u>	<u>59,999</u>

*Thousand USD

In August 2022, the board of directors meeting of the subsidiary passed a resolution approving the payment of an interim dividend from operating for 2022 of Baht 60 per share, a total of Baht 60 million, to the subsidiary's shareholders. The subsidiary paid such dividend in August 2022.

In April 2023, the annual general meeting of shareholders of the subsidiary 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 the subsidiary 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.

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.

15. Investment properties

The net book value of investment properties as at 31 December 2023 and 2022 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
As at 31 December 2022:		
Cost	234,692	333,093
<u>Less</u> Accumulated depreciation	(76,804)	(109,006)
Net book value	157,888	224,087

A reconciliation of the net book value of investment properties for the years 2023 and 2022 are presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Net book value at beginning of year	157,888	142,821	224,087	236,238
Reclassification	2,994	23,628	-	-
Acquisitions - at cost	1,852	610	2,580	866
Disposals - net book value at disposal date	-	(12)	-	(18)
Depreciation charged	(9,096)	(9,159)	(12,671)	(12,999)
Net book value at end of year	153,638	157,888	213,996	224,087

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 amounting to Baht 329 million, were determined under the income approach, based on valuations performed by an accredited independent valuer in 2023. 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.

16. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements						Total
	Land	Building	Furniture, fixtures and equipment	Computer and equipment	Motor vehicles	Assets under installation	
Cost:							
1 January 2022	55,551	75,838	172,520	432,072	1,066	956	738,003
Additions	-	-	2,079	11,631	-	9,609	23,319
Transferred to investment properties	(14,051)	(19,182)	-	-	-	-	(33,233)
Disposals/write-off	-	(12)	(20,156)	(37,946)	-	-	(58,114)
Transfers in (out)	-	-	8,597	652	-	(9,249)	-
31 December 2022	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
Accumulated depreciation:							
1 January 2022	-	37,972	146,559	403,428	1,066	-	589,025
Depreciation - transferred to investment properties	-	(9,605)	-	-	-	-	(9,605)
Depreciation for the year	-	3,840	6,610	15,745	-	-	26,195
Depreciation on disposals/write-off	-	(6)	(19,749)	(37,947)	-	-	(57,702)
31 December 2022	-	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
Net book value:							
31 December 2022	41,500	24,443	29,620	25,183	-	1,316	122,062
31 December 2023	39,623	20,003	36,182	18,631	-	839	115,278
Depreciation for the year:							
2022 (Baht 15 million included in service cost, and the balance in administrative expenses)							26,195
2023 (Baht 14 million included in service cost, and the balance in administrative expenses)							23,732

16. Property, plant and equipment (continued)

	(Unit: Thousand Baht)
	Separate
	financial statements
	Furniture and
	office equipment
Cost	
1 January 2022	456
Additions	19
31 December 2022	475
Additions	-
31 December 2023	475
Accumulated depreciation	
1 January 2022	418
Depreciation for the year	15
31 December 2022	433
Depreciation for the year	16
31 December 2023	449
Net book value	
31 December 2022	42
31 December 2023	26
Depreciation for the year (include in administrative expenses)	
2022	15
2023	16

As at 31 December 2023 and 2022, 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 2023, 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 483 million (2022: Baht 463 million).

17. Leases

17.1 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 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Buildings and improvement	Computer and equipment	Motor vehicles	Total
1 January 2022	38,875	28,230	-	67,105
Additions	-	51,387	869	52,256
Decrease by terminate the contract during the year	(881)	-	-	(881)
Disposals	-	(51,387)	-	(51,387)
Depreciation for the year	(6,402)	(13,622)	(101)	(20,125)
31 December 2022	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

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements	
	2023	2022
Lease payments	73,645	100,776
Less: Deferred interest expenses	(5,187)	(7,981)
Total	68,458	92,795
Less: Portion due within one year	(16,266)	(24,337)
Lease liabilities - net of current portion	52,192	68,458

Movements of the lease liability account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
Balance at beginning of year	92,795	64,165
Additions	-	52,256
Decrease by terminate the contract	-	(928)
Accretion of interest	2,793	1,378
Repayments	(27,130)	(24,076)
Balance at end of year	<u>68,458</u>	<u>92,795</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>2023</u>	<u>2022</u>
Depreciation expense of right-of-use assets	18,553	20,125
Interest expense on lease liabilities	2,793	1,378
Expense relating to leases of low-value assets	408	746

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 27.5 million (2022: Baht 24.8 million), including the cash outflow related to short-term lease and leases of low-value assets.

17.2 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>2023</u>	<u>2022</u>
Lease receivable under finance lease	35,484	47,312
Less: Deferred interest income	(2,386)	(3,964)
Total	33,098	43,348
Less: Portion due within one year (Note 8)	(10,632)	(10,250)
Lease receivable - net of current portion (Note 9)	22,466	33,098

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>2023</u>	<u>2022</u>
Selling profit for finance lease	-	3,655
Interest income on the net investment in finance lease	1,578	134

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 2023 and 2022 as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Within 1 year	6,857	7,368	14,503	15,317
Over 1 and up to 5 years	18,989	21,173	20,263	30,447
Over 5 years	14,242	18,989	14,242	18,989
Total	40,088	47,530	49,008	64,753

18. Short-term loans from financial institution

(Unit: Thousand Baht)

	Interest rate (percent per annum)	Consolidated financial statements	
		<u>2023</u>	<u>2022</u>
Short-term loans from financial institution	3.15 - 3.55	170,000	251,000
Total		<u>170,000</u>	<u>251,000</u>

As at 31 December 2023 and 2022, short-term loans from financial institution of a subsidiary is loan from a bank represent promissory notes and due in March 2024 and 2023, respectively. Such loan is not secured.

19. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Trade payables - related parties (Note 6)	288	270	32	33
Trade payables - unrelated parties	356,057	397,114	2,071	1,627
Accrued expenses - related parties (Note 6)	27	86	-	28
Accrued expenses - unrelated parties	113,117	88,002	749	733
Total trade and other payables	<u>469,489</u>	<u>485,472</u>	<u>2,852</u>	<u>2,421</u>

20. Long-term Loans

(Unit: Thousand Baht)

Loan	Interest rate (percent per annum)	Repayment schedule	Consolidated financial statements		Separate financial statements	
			<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
1	MLR-2.00	Monthly installments as from April 2019	-	6,750	-	6,750
Total			-	6,750	-	6,750
Less: Current portion			-	(5,400)	-	(5,400)
Long-term loans, net of current portion			<u>-</u>	<u>1,350</u>	<u>-</u>	<u>1,350</u>

Movement of the long-term loans account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Beginning balance	6,750	23,330	6,750	19,370
Repayments	(6,750)	(16,580)	(6,750)	(12,620)
Ending balance	-	6,750	-	6,750

As at 31 December 2022, the Company's loan was secured by the mortgage of its own investment properties. However, the collateral was redeemed in June 2023.

The loan agreement contains certain covenants and restrictions imposed by the lenders regarding, among other things, require the Group to maintain debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements, sales or transfers of assets other than in the ordinary course of business and merger or consolidation with any other companies.

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>2023</u>	<u>2022</u>
Provision for long-term employee benefits at beginning of year	108,658	120,689
Included in profit or loss:		
Current service cost	13,861	14,789
Interest cost	3,424	2,960
Past service costs due to employee transfer	-	183
Included in other comprehensive income:		
Actuarial (gain) loss arising from		
Demographic assumptions changes	183	35
Financial assumptions changes	2,791	(17,750)
Experience adjustments	(686)	(6,035)
Benefits paid during the year	(1,267)	(6,213)
Provision for long-term employee benefits at end of year	<u>126,964</u>	<u>108,658</u>

The subsidiary expects to pay Baht 9.1 million of long-term employee benefits during the next year (2022: the subsidiary expected to pay Baht 1.5 million of long-term employee benefits during the next year).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit of subsidiary is 14 years (2022: 14 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements	
	<u>2023</u>	<u>2022</u>
	(%)	(%)
Discount rate	3.0	3.2
Future salary increase rate	4.2	4.1
Turnover rate	0 - 17.5	0 - 18.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022, are summarised below:

	(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

	(Unit: Million Baht)	
	2022	
	Consolidated financial statements	
	<u>Increase 1%</u>	<u>Decrease 1%</u>
Discount rate	(10)	12
Salary increase rate	13	(11)
	<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>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Type of goods or service:				
IT integrated solutions	2,009,875	1,266,945	-	-
Provision of services relating to information technology systems	1,469,444	1,237,663	-	-
Rental and service income	16,593	16,105	35,168	35,383
Total revenue from contracts with customers	<u>3,495,912</u>	<u>2,520,713</u>	<u>35,168</u>	<u>35,383</u>
Timing of revenue recognition:				
Revenue recognised at a point in time	1,568,685	997,895	-	-
Revenue recognised over time	1,927,227	1,522,818	35,168	35,383
Total revenue from contracts with customers	<u>3,495,912</u>	<u>2,520,713</u>	<u>35,168</u>	<u>35,383</u>

23.2 Revenue to be recognised for the remaining performance obligations

As at 31 December 2023, revenue totaling Baht 516 million is expected to be recognised in the future in respect of performance obligations under contracts with customers that are unsatisfied (or partially unsatisfied) (2022: Baht 464 million) (the Company only: Baht 39 million, 2022: Baht 54 million). The Group expects to satisfy these performance obligations within 10 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 17.2.

23.3 Contract balances

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Contract assets (Note 8)	103,282	67,646	381	244
Contract liabilities	420,862	461,917	-	-

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 2023, previously included in the brought forward balance of contract liabilities at the beginning of the year, amounted to Baht 402 million (2022: Baht 209 million).

24. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Salaries and other employee benefits	555,228	478,374	1,443	1,309
Depreciation	51,381	55,479	12,687	13,014
Purchase of goods and services	2,228,813	2,142,377	12,582	10,450
Changes in finished goods	(42,327)	71,577	-	-
Changes in work in progress	358,319	(459,432)	-	-

25. Income tax expenses

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Current income tax:				
Current corporate income tax charge	71,701	45,725	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(6,572)	174	30	1
Income tax expenses reported in profit or loss	<u>65,129</u>	<u>45,899</u>	<u>30</u>	<u>1</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax on actuarial gain (loss)	(458)	4,750	-	-
	<u>(458)</u>	<u>4,750</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>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Accounting profit before tax	319,220	208,639	199,874	41,480
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	63,844	41,728	39,975	8,296
Tax loss for the year which unrecognised				
as deferred tax assets	190	43	180	34
Effects of:				
Tax-exempt income	-	-	(40,800)	(12,000)
Non-deductible expenses	1,461	4,890	693	4,091
Additional expense deductions allowed	(366)	(762)	(18)	(420)
Total	1,095	4,128	(40,125)	(8,329)
Income tax expenses reported in profit or loss	<u>65,129</u>	<u>45,899</u>	<u>30</u>	<u>1</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>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Deferred tax assets				
Allowance for diminution in value of inventories	2,345	1,432	-	-
Revaluation of non-current financial assets	41	-	-	-
Provision for long-term employee benefits	25,393	21,732	-	-
Provision for project loss	-	251	-	-
Lease	8,210	8,827	-	-
Total	<u>35,989</u>	<u>32,242</u>	<u>-</u>	<u>-</u>
Deferred tax liabilities				
Lease receivable	8,167	10,838	-	-
Revaluation of non-current financial assets	-	646	-	-
Unrealised gain on change in value of investments	36	1	31	1
Total	<u>8,203</u>	<u>11,485</u>	<u>31</u>	<u>1</u>
The presentation in statements of financial position				
Deferred tax assets	<u>27,817</u>	<u>20,758</u>	<u>-</u>	<u>-</u>
Deferred tax liabilities	<u>31</u>	<u>1</u>	<u>31</u>	<u>1</u>

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>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Profit for the year (Thousand Baht)	254,091	162,740	199,844	41,478
Weighted average number of ordinary shares				
(Thousand shares)	283,889	283,889	283,889	283,889
Earnings per share (Baht per share)	0.90	0.57	0.70	0.15

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.

For management purposes, the Group is organised into business units based on its products and services and have 2 reportable segments as follows:

- (1) Provision of services relating to information technology systems.
- (2) Rent out space and services.

No other operating segments have been aggregated to form above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. However, the Group's central administrative activities, financing activities (including finance costs and finance income) and income taxes are managed on a group basis. Therefore, these income and expenses are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Million Baht)

	Provision of services relating to information technology systems		Rent out space and services segment		Elimination of inter-segment		Consolidated	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Revenues								
Revenues from external customers								
Sales	2,010	1,267	-	-	-	-	2,010	1,267
Rental and service income	1,469	1,238	17	16	-	-	1,486	1,254
Total revenues from external customers	3,479	2,505	17	16	-	-	3,496	2,521
Inter-segment revenues	-	-	19	19	(19)	(19)	-	-
Total revenues	3,479	2,505	36	35	(19)	(19)	3,496	2,521
Segment profit (loss)	426	287	(1)	-	-	-	425	287
Unallocated income and expenses:								
Other income							62	69
Distribution costs							(1)	-
Administrative expenses							(162)	(145)
Finance cost							(5)	(3)
Reversal loss on financial assets							-	1
Profit before income tax expenses							319	209
Income tax expenses							(65)	(46)
Profit for the year							254	163

Geographic information

The Group is operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable segment.

Major customers

For the year 2023, the Group has revenue from three major customers in amount of Baht 1,435 million (2022: Baht 596 million derived from three major customers), arising from provision of services relating to information technology systems segment.

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 2023 amounting to approximately Baht 22 million (2022: Baht 21 million) were recognised as expenses.

29. Dividends

	Approved by	Total dividends (Unit: Million Baht)	Dividend per share (Unit: Baht)
Final dividends for 2021	Annual General Meeting of the shareholders on 27 April 2022	116	0.41
Interim dividends from operating for 2022	Board of Directors Meeting on 10 August 2022	57	0.20
Total dividend paid in 2022		173	
Final dividends 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 21 August 2023	86	0.30
Total dividend paid in 2023		185	

30. Commitments and contingent liabilities

30.1 Capital commitments

As at 31 December 2023, the Group had capital commitments approximately Baht 7.7 million (2022: Baht 5.4 million) and the Company approximately Baht 7.7 million (2022: Baht 2.0 million), relating to renovation of rental building and building systems.

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 2023 and 2022, future minimum payments required under these service agreements were as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
Payable:				
In up to 1 year	6.8	6.5	2.4	1.8
In over 1 year and up to 3 years	0.6	4.4	-	-

30.3 Long-term management service commitments

The Group has entered into management service agreements with a related company, whereby management fees totaling Baht 1.8 million per month (2022: Baht 1.8 million per month) the separate financial statement: Baht 0.6 million per month (2022: Baht 0.6 million per month) is payable in the future. The agreements end in December 2023 but they automatically renew for period of one year each time until terminate.

30.4 Bank guarantees

As at 31 December 2023, the Group has outstanding bank guarantees of approximately Baht 88.1 million (2022: Baht 103.1 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 86.9 million (2022: Baht 101.9 million) to guarantee contractual performance of the subsidiary and amounting to Baht 1.2 million (2022: 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, long-term loans 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.

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 2023, the subsidiary had the net liabilities denominated in foreign currency amounting to USD 2 million (2022: USD 1 million).

As at 31 December 2023 and 2022, 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>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>	<u>2023</u>	<u>2022</u>
US Dollar	2	1	34.02 - 35.88	34.04 - 36.90	5 January - 2 July 2024	8 May - 29 June 2023

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 2023 and 2022. The subsidiary's exposure to foreign currency changes for all other currencies is not material.

Currency	2023		2022	
	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	(5,948)	+10	(2,428)
	- 10	5,948	- 10	2,428

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, short-term loans from financial institution, long-term loans 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 2023 and 2022, 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)

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)

2022							
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	-	-	-	10	2	12	0.15 - 0.33
Other current financial assets	-	-	-	-	10	10	-
Trade receivables	-	-	-	-	426	426	-
Lease receivable	10	33	-	-	-	43	3.73
Restricted bank deposits	-	-	-	1	-	1	0.50
Non-current financial assets	-	-	-	-	35	35	-
	10	33	-	11	473	527	
<u>Financial liabilities</u>							
Short-term loans from financial institution	251	-	-	-	-	251	3.15
Trade and other payables	-	-	-	-	485	485	-
Long-term loans	-	-	-	7	-	7	MLR - 2.00
Lease liabilities	16	67	1	-	9	93	3.48 and 3.78
	267	67	1	7	494	836	

(Unit: Million Baht)

2023						
Separate financial statements	Fixed interest rates				Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Floating interest rate	Non-interest bearing		
<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	

(Unit: Million Baht)

2022						
Separate financial statements	Fixed interest rates				Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Floating interest rate	Non-interest bearing		
<u>Financial assets</u>						
Short-term loans to related party	25	-	-	-	25	2.00
Other current financial assets	-	-	-	5	5	-
Restricted bank deposits	-	-	1	-	1	0.50
	25	-	1	5	31	
<u>Financial liabilities</u>						
Trade and other payables	-	-	-	2	2	-
Long-term loans	-	-	7	-	7	MLR - 2.00
	-	-	7	2	9	

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 2023 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 86% of the Group's debt will mature in less than one year at 31 December 2023 (2022: 87%) (the Company only: 36%, 2022: 55%) 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 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
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
Total non-derivatives	-	658,971	55,165	-	714,136
Derivatives					
Derivatives: gross settled					
Cash inflows	-	67,689	-	-	67,689
Cash outflows	-	(69,693)	-	-	(69,693)
Total derivatives	-	(2,004)	-	-	(2,004)

(Unit: Thousand Baht)

Consolidated financial statements

	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Short-term loans from financial institution	-	252,950	-	-	252,950
Trade and other payables	-	485,472	-	-	485,472
Lease liabilities	-	27,130	72,499	1,147	100,776
Long-term loans	-	5,592	1,360	-	6,952
Total non-derivatives	-	771,144	73,859	1,147	846,150
Derivatives					
Derivatives: gross settled					
Cash inflows	-	36,853	-	-	36,853
Cash outflows	-	(38,173)	-	-	(38,173)
Total derivatives	-	(1,320)	-	-	(1,320)

(Unit: Thousand Baht)

Separate financial statements

	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Trade and other payables	-	2,852	-	-	2,852
Total non-derivatives	-	2,852	-	-	2,852

(Unit: Thousand Baht)

Separate financial statements

	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Trade and other payables	-	2,421	-	-	2,421
Long-term loans	-	5,592	1,360	-	6,952
Total non-derivatives	-	8,013	1,360	-	9,373

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 2023, the Group's debt-to-equity ratio was 1.82:1 (2022: 2.19:1) and the Company's was 0.01:1 (2022: 0.03:1).

33. Event after the reporting period

On 14 February 2024, the Board of Directors Meeting passed the resolution to raise the agenda to Annual General Meeting of the shareholders for approval to pay a dividend for the year 2023 to the shareholders of Baht 0.65 per share, a total of Baht 185 million. The Company has already paid an interim dividend of Baht 0.30 per share, a total of Baht 86 million. The remaining dividend is Baht 0.35 per share, a total of Baht 99 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 14 February 2024.

Attachment 1
Information of the Board of Directors
As of 31 December 2023

1. Mr. Vichien Phongsathorn

Age: 68 years

Chairman

Date of Appointment: 30 November 1992



Education

- Master's degree of Business Administration, Rensselaer Polytechnic Institute, Troy, New York, U.S.A.
- Bachelor's degree of Nuclear Engineering, Rensselaer Polytechnic Institute, Troy, New York, U.S.A.

Shareholding Proportion (%): 36.96 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- 2018 – Present Chairman of the Premier Marketing Public Company Limited
Executive Committee

Other Business (Non-Listed Companies):

- Present Director Companies in the Premier Group of Companies
- Present Chairman Premier Group of Companies
- 2004 - Present Director Premier Fission Capital Company Limited
- 1993 - Present Chairman Yuvabadhana Foundation
- 2011 - Present Chairman KhonThai Foundation
- 2011 - Present Vice Chairman Enlive Foundation
- 2014 - Present Vice Chairman Anti-Corruption Organization of Thailand Foundation
- 2018 - Present Chairman Anti-Corruption Organization (Thailand)

2. Mrs. Duangthip Eamrungrroj

Age: 68 years

Director

Date of Appointment: 26 April 2017

Member of the Executive Committee

Date of Appointment: 1 March 2018



Education

- Executive Master Degree in Consulting and Coaching for Change (CCC), INSEAD, France
- Diploma in Clinical Organizational Psychology, INSEAD, France
- Master's degree in Business Administration, Thammasat University
- Bachelor's degree in Mechanical Engineering, Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) Course, Batch 22/2004
- Family Business Governance for Sustainability Course, Batch 5/2016

Extraordinary Training

- Guidelines for sustainable business operations (Harmonious Alignment of Success) by the Premier Group of Companies, Year 2022

Shareholding Proportion (%): 0.70 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- | | | |
|-------------------|---|--|
| • 2007 - Present | Director | Premier Marketing Public Company Limited |
| • 2012 - Present | Director | Premier Products Public Company Limited |
| • 2013 - Feb 2023 | Member of the
Remuneration Committee | Premier Products Public Company Limited |
| • 2020 - Present | Chairman of the Corporate
Governance and Risk
Oversight Committee | Premier Marketing Public Company Limited |

Other Business (Non-Listed Companies):

- | | | |
|------------------|--------------------------------|--|
| • 2017 - Present | Director | Datapro Computer Systems Company Limited |
| • Present | Director | Premier Fission Capital Company Limited
and Companies in the Premier Group of Companies |
| • 2017 - Present | Advisor to the Chairman | Premier Group of Companies |
| • Present | Group Corporate
Director | Human resources and Corporate Governance
Division, Premier Group of Companies |
| • 1993 - Present | Director and Treasurer | Yuvabadhana Foundation |
| • 2010 - Present | Director | Kor. Khon Co., Ltd. |
| • 2011 - Present | Vice Chairman
and Treasurer | KhonThai Foundation |
| • 2011 - Present | Director and Treasurer | Enlive Foundation |

3. Mr. Suradej Boonyawatana

Age: 73 years

Director

Date of Appointment: 22 March 2005

Chairman of the Corporate Governance and Risk Oversight Committee

Date of Appointment: 5 August 2020



Education

- Bachelor's degree in Industrial Technology, Eastern Washington State University, U.S.A.

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) Course, Batch 19/2004
- Finance for Non-Finance Director (FND) Course, Batch 12/2004
- Director Certification Program (DCP) Course, Batch 97/2007
- Successful Formulation & Execution of Strategy (SFE) Course, Batch 3/2009
- Role of the Nomination and Governance Committee (RNG) Course, Batch 1/2011
- Role of the Compensation Committee (RCC) Course, Batch 15/2012
- Anti-Corruption for Executive Program (ACEP) Course, Batch 9/2014
- Role of the Chairman Program (RCP) Course, Batch 34/2014
- Ethic Leadership Program (ELP), Batch 2/2015
- Independent Observer Program (IOP), Batch 3/2016
- Board Matters and Trends Program (BMT), Batch 1/2016
- Digital Transformations a must for all Companies Course, Year 2018
- National Director Conference Course, Year 2019
- Governing in Tomorrow's World Program, Year 2021
- What's Your Board Needs to Know about C-Suite Succession in time of Uncertainty Program, Year 2021
- GRC Through the Perfect Storm Program, Year 2021
- Role of the Chairman Program (RCP), Batch 49/2022
- Thai IOD Director Forum 2023: Economic Recession - What Should Board Watch Out For?

Extraordinary Training

- Executive Program, Capital Market Academy (CMA) Batch 19/2014
- Training on Introduction to Corporate Sustainability, Year 2019
- Annual meeting of members of the Anti-Corruption Organization of Thailand for the year 2019
- PwC Forensics Seminar on Employee Fraud and the Labour Law in Action, Year 2019
- How to Transform Your Business to Become an Exponential Company in a Digital Era, Year 2019
- Battery Energy Storage Industry in the Electricity Grid and Solution to the Thai Energy Problem, Year 2019
- Increasing Transparency and Integrity in Public Procurement in the Context of the SDGs, Year 2019
- Guidelines for sustainable business operations (Harmonious Alignment of Success) by the Premier Group of Companies, Year 2022
- Increase the capacity of observers in the Integrity Agreement Project
- Pacific Alliance: PA by The Federation of Thai Industries, Year 2023

- Adjust Thailand towards a low carbon economy and society by Thailand Development Research Institute, Year 2023

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- | | | |
|-------------------|---|---|
| • 2012 - Present | Chairman | Premier Products Public Company Limited |
| • 2013 - Feb 2023 | Chairman of the
Remuneration Committee | Premier Products Public Company Limited |
| • 2014 - Present | Director | Premier Marketing Public Company Limited |
| • 2020 - Present | Member of the Corporate
Governance and
Risk Oversight Committee | Premier Marketing Public Company Limited
Premier Products Public Company Limited |

Other Business (Non-Listed Companies):

- | | | |
|-----------------------|-------------------------|--|
| • Present | Advisor to the Chairman | Premier Group of Companies |
| • Present | Director | Premier Fission Capital Company Limited
and Companies in the Premier Group of Companies |
| • 2011 - Present | Vice Chairman | Enlive Foundation |
| • 2015 - Present | Director | Yuvabadhana Foundation |
| • 2018 – 2022 | Director | The Federation of Thai Industries |
| • Nov 2020 – Nov 2023 | Director | Vajiravudh College |
| • 2022 – Present | Chairman | Electricals and Electronics Industry Club,
The Federation of Thai Industries |

4. Miss Wanna Kolsrichai

Age: 66 years

Director

Date of Appointment: 16 February 2012

Chairman of the Executive Committee

Date of Appointment: 12 February 2020



Education

- Bachelor's degree in Education, Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) Course, Batch 106/2013
- Director Certification Program (DCP) Course, Batch 198/2014
- Successful Formulation & Execution of Strategy Program (SFE), Batch 26/2016

Extraordinary Training

- Guidelines for sustainable business operations (Harmonious Alignment of Success) by the Premier Group of Companies, Year 2022

Shareholding Proportion (%): 0.35 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2019 - Present Director and Chairman of the Executive Committee Datapro Computer Systems Company Limited
- 2017 Advisor to the Chairman Premier Group of Companies
- 1993 - 2018 Director Yuvabadhana Foundation
- 2011 - Present Director Khonthai Foundation

5. Mrs. Walairat Pongjitt

Age: 62 years

Director

Date of Appointment: 10 May 2018

Member of the Executive Committee

Date of Appointment: 1 March 2018

Education

- Doctoral Degree of Business Administration (D.B.A.), College of Innovation Management Rajamangala University
- Master of Business Administration, National Institute of Development Administration (NIDA)
- Bachelor of Laws (Business Law), Chulalongkorn University
- Bachelor of Business Administration (Finance and Banking), Ramkhamhaeng University

Training from Thai Institute of Directors (IOD):

- Training on Director Accreditation Program (DAP) Course, Batch 106/2013
- Successful Formulation & Execution of Strategy (SFE) Course, Batch 21/2014
- Director Certification Program (DCP) Course, Batch 198/2014
- Anti-Corruption: The Practical Guide (ACPG) Course, Batch 15/2014
- Anti-Corruption for Executive Program (ACEP) Course, Batch 13/2014
- Boardroom Success through Financing and Investment (BFI) Course, Batch 1/2017
- Ethical Leadership Program (ELP), Batch 20/2020
- The Board's Role in Mergers and Acquisitions Program (BMA), Batch 1/2022
- Hot Issue for Directors Program (What Directors Need to Know about Digital Assets?) (HOT), Batch 3/2022

Extraordinary Training

- Strategic CFO in Capital Market Course, Batch 2/2016
- Executive Development Program (EDP), Premier Group of Companies, Batch 1/2016
- Leadership Development Program (LDP), Premier Group of Companies, Batch 1/2017
- Effective Risk Governance & GRC + Risk Culture Building Integrating with Strategy & Performance, Year 2021
- Trends, direction of doing M&A, important issues to consider and strategies for making M&A successful
- CFO Refresher Batch 2/2021
- Restructuring Business for Growth, TLCA CFO Professional Development Program No.5/2022
- Introduction to Sustainable Finance, TLCA CFO Professional Development Program No 7/2022
- ESG Bonds in Corporate Financing, TLCA CFO Professional Development Program No. 8/2022
- Guidelines for sustainable business operations (Harmonious Alignment of Success) by the Premier Group of Companies, Year 2022
- ESG Risks Management Workshop
- SET x IAA: Learn techniques for valuing companies that are appropriate for today's businesses.
- Risk Management for CFOs, TLCA CFO Professional Development Program (TLCA CFO CPD) No. 2/2023



- Fintech: Financial Technology
- Governance System for Fraud Detection

Award

- Business personage sample of the year 2019 in Finance and Securities from Foundation of Science and Technology Council of Thailand (FSTT)
- Outstanding Executive of the Year 2021 in the field of organization development and social contributions from the Thai Society Foundation

Shareholding Proportion (%): 0.70 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- | | | |
|------------------|---|---|
| • 2014 – Present | Director
And Managing Director | Premier Enterprise Public Company Limited |
| • 2016 – Present | Director | Premier Marketing Public Company Limited |
| • Present | Director | Premier Products Public Company Limited |
| • 2020 - Present | Member of the Corporate
Governance and
Risk Oversight Committee | Premier Products Public Company Limited |

Other Business (Non-Listed Companies)

- | | | |
|------------------|---|--|
| • 2009 - Present | Director | Datapro Computer Systems Company Limited |
| • 2009 - Present | Corporate Director,
Financial and Investment | Premier Group of Companies |
| • Present | Director | Premier Fission Capital Company Limited
and Companies in the Premier Group of Companies |

6. Mr. Pirom Chamsai

Age: 68 years

Independent Director

Chairman of the Audit Committee

Date of Appointment: 22 April 2015



Education Background

- Doctor of Engineering (Geotechnique), Ecole Centrale des Arts et Manufacture, France
- Master of Engineering Structure, Utah State University, USA.
- Master of Business Administration Program, Chulalongkorn University
- Master of Engineering, Chulalongkorn University
- Advanced Diploma, Ecole Travaux Publics De l'Etat, France

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) Course, Batch 31/2005
- Audit Committee Program (ACP) Course, Batch 8/2005
- Director Certification Program (DCP) Course, Batch 88/2007
- Role of the Compensation Committee (RCC) Course, Batch 2/2007
- Independent Observer Program (IOP), Batch 2/2016
- Advanced Audit Committee Program (AACP) Course, Batch 34/2019

Extraordinary Training

- Seminar for the Audit Committee "Decorating financial statements to commit corruption in the Thai capital market and sustainability under the economic recession and measures to reduce global warming" organized by the EY Office

Shareholding Proportion (%): 0.21 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- 2000 – Present Independent Director/ Team Precision Public Company Limited
Member of the Audit Committee/Chairman of Nomination and Remuneration/
Risk Management Committee

Other Business (Non-Listed Companies):

- 2007 - Present Lecturer Faculty of Fine Arts, Bangkok University
- 2014 - Present Chairman of the Consulting & Management 49 Limited
Executive Committee
- 2023 - Present Board of Directors The Consulting Engineers Association of Thailand

7. Mrs. Suphasri Sutanadhan

Age: 67 years

Independent Director

Member of the Audit Committee

Date of Appointment: 25 April 2018



Education

- Mini M.B.A., Thammasat University
- Bachelor's degree in Administration, Assumption University
- Certified Internal Audit of Institute of Internal Auditors (CIA No. 30833)

Training from Thai Institute of Directors (IOD):

- Director Company Secretary Program (CSP) Batch 6/2004
- Director Effective Minute Taking (EMT) Batch 1/2006
- Director Accreditation Program (DAP) Batch 132/2559

Extraordinary Training

- Meeting with the Audit Committee of Listed Companies Year 2021 organized by the Securities and Exchange Commission (SEC)
- Seminar for the Audit Committee "Decorating financial statements to commit corruption in the Thai capital market and sustainability under the economic recession and measures to reduce global warming" organized by the EY Office

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- 2004 – 2017 Director of Finance and Accounting Crown Seal Public Company Limited
- 2015 – 2018 Independent Director and Member of the Audit Committee Premier Enterprise Public Company Limited

Other Business (Non-Listed Companies): None

8. Mr. Surapol Srangsomwong

Age: 65 years

Independent Director

Member of the Audit Committee

Date of Appointment: 25 April 2018



Education

- Bachelor of Laws degree. Chulalongkorn University
- Barrister at Law, Institute of Legal Education of Thai Bar Association

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP), Batch 132/2559
- Risk Management Program for Corporate Leaders (RCL), Batch 26/2022
- Role of the Chairman Program (RCP), Batch 51/2022

Extraordinary Training

- Meeting with the Audit Committee of Listed Companies Year 2021 organized by the Securities and Exchange Commission (SEC)

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

- 2020 - Present Independent Director/ Loxley Public Company Limited
Chairman of Risk Management Committee

Other Business (Non-Listed Companies):

- 1999 - Present Director Gold Master Public Company Limited
- 2017 - 2019 President of Law Chulalongkorn University
Alumni Association
- 2019 Director Civil Aviation Authority of Thailand Commission
- 2019 - Present Advisor to the Board, The Securities and Exchange Commission
Investigation and Case
- Present Director Office of the Thai Commercial Arbitration,
Board of Trade of Thailand

Information of Management of the Subsidiary,

Person who has been assigned the highest responsibility in accounting and finance,

Person who has been assigned to take direct responsibility for accounting controls

As of 31 December 2023

1. Miss Wanna Kolsrichai

Age: 66 years

Director

Date of Appointment: 16 October 2019

Chairman of the Executive Committee

Date of Appointment: 21 November 2019



Education

- Bachelor's degree in Education, Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Director Accreditation Program (DAP) Course, Batch 106/2013
- Director Certification Program (DCP) Course, Batch198/2014
- Successful Formulation & Execution of Strategy Program (SFE), Batch 26/2016

Shareholding Proportion (%): 0.35 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- | | | |
|------------------|---|--|
| • 2019 - Present | Director and Chairman
of the Executive Committee | Datapro Computer Systems Company Limited |
| • 2017 | Advisor to the Chairman | Premier Group of Companies |
| • 1993 - 2018 | Director | Yuvabadhana Foundation |
| • 2011 - Present | Director | KhonThai Foundation |

2. Mr. Sidthakorn Usanno

Age: 55 years

Managing Director

Enterprise Systems & Infrastructure Business



Education

Master's degree, MBA / International Trade Sul Ross State University, USA.

Training from Thai Institute of Directors (IOD):

- TLCA Executive Development Program Batch 14
- First 100 Companies: Collective Program

Other Training

- Seminar: Ingram Micro ONE APAC 2018
- Seminar: Veeam Partner Summit 2018
- Anti-Corruption in Practice
- Tax Issues and Tax Planning in IT Solutions & Services Business Contracting
- Financial Reporting Standard No. 15, Revenue from Customer Contracts

Shareholding Proportion (%): 0.05 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 1995 - 2019 Deputy Managing Director Enterprise Systems & Infrastructure Business
Datapro Computer Systems Company Limited
- 2019 – Present Managing Director Enterprise Systems & Infrastructure Business
Datapro Computer Systems Company Limited

3. Mr. Chokchai Thamyutikarn

Age: 56 years

Deputy Managing Director

Education

Bachelor's Degree in Fine and Applied Arts, Bangkok University



Training from Thai Institute of Directors (IOD):

- Executive development program, Year 2018

Other Training

- Management and leadership based on the Premier Group of Companies' core values
- TLCA Executive Development Program EDP Class of Year 2018
- Anti-corruption in practice
- Risk Management in the Organization

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2013 – 2019 General Manager Server & Storage Group, Enterprise Systems & Infrastructure Business
Datapro Computer Systems Company Limited
- 2020 – Present Deputy Managing Director Server & Storage Group, Enterprise Systems & Infrastructure Business
Datapro Computer Systems Company Limited

4. Mr. Thanavanich Jiraaszawakul

Age: 48 years

Deputy Managing Director

Education

Master's Degree, MBA, Bangkok University



Other Training

- Senior Executives: Thammasat for Society Program, Class 17
- Senior Executives for Nation Building Program, Class 1
- Effective Risk Management & Internal Control Training Workshop

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2014 – 2018 Sales Director nForce Security Co., Ltd.
- 2018 – 2020 Sales Director Transition Systems and Networks (Thailand) Co., Ltd.
- Aug 2020 – Present Deputy Managing Director Security Infrastructure Group,
Enterprise Systems & Infrastructure Business
Datapro Computer Systems Company Limited

5. Mr. Worrawat Korsurat

Age: 56 years

Deputy Managing Director



Education

- Master's Degree in Computer Engineering Management (MS-CEM), Assumption University
- Bachelor's Degree in Business Administration: Business Computer (BA), Assumption University

Training from Thai Institute of Directors (IOD): None

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2020 –2021 General Manager IT Service Management, Digital Solution Business Datapro Computer Systems Company Limited
- 2021 – Present Deputy Managing Director Delivery & IT Service Management, Digital Solution Business Datapro Computer Systems Company Limited

6. Mr. Wattanapong Veerakul

Age: 44 years

Deputy Managing Director



Education

- Master's Degree in Business Administration,
MBA Alliance Manchester Business School, The University of Manchester
- Master's Degree in Telecommunication Engineering, Asian Institute of Technology
- Bachelor's degree in Telecommunication Engineering,
King Mongkut's Institute of Technology Ladkrabang

Training from Thai Institute of Directors (IOD): None

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2010 – 2016 Vice President Customer Service Management and New Projects
Bangkok Bank Public Company Limited
- 2016 – 2021 Business Director G-Able Public Company Limited
- 2018 - 2019 Advisory Board Members Stamford International University)
- 2022 - Present Deputy Managing Director IT Managed Service & Application Managed Service
Professional Multimedia Solutions
Datapro Computer Systems Company Limited

7. Mrs. Rawadee Chaisuksant

Age: 58 years

Deputy Managing Director



Education

- Master of Business Administration, Thammasat University
- Master of International Economic Law, University of Warwick, England
- Graduate Diploma in Business Law. Thammasat University
- Bachelor of Laws, Thammasat University

Training from Thai Institute of Directors (IOD):

- Anti-corruption Practice Guide Program (ACPG)

Other Training

- Personality Development
- Intellectual property law
- Tax Issues and Tax Planning in IT Solutions & Services Business Contracting
- Financial Reporting Standard No. 15, Revenue from Customer Contracts

Shareholding Proportion (%): 0.00007 %

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2012 - Present Deputy Managing Director Legal & Business Practice Division
Datapro Computer Systems Company Limited

8. Miss Piyada Sooksamai

Age: 48 years

Deputy Managing Director

Person who has been assigned the highest responsibility in accounting and finance and take direct responsibility for accounting controls



Education

- Master of Business Administration, Accounting, Chulalongkorn University
- Bachelor of Business Administration, Accounting, Chulalongkorn University

Other Training

- Tax for entrepreneurs Part 1 (Online Course 2020: 7 hrs.)
- Basic finance, Science that new accountants should know (Online course 2020: 7 hours)
- Accurate Accounting and Tax Planning for General Business, Batch 1/2020 (2020: 6 hrs.)
- Financial Reporting Standards for Non-Public Enterprises (TFRS for NPAEs) Part 1 (Online course 2020: 7 hours)
- Financial management strategies to revive the organization and create growth in the New Normal era (online course 2020: 6 hours)
- CFO Refresher Course, Batch 1 (2020: 6 hrs.)
- Financial Statement Analysis Course (Online course 2020: 3 hours)
- TFRS Program Year 2021 - Summary of Accounting Standards and Financial Reporting Standards: Changed Edition Year 2021 (Year 2021: 7 hrs.)
- Tax for Entrepreneurs Program (Online course year 2021: 7.30 hrs.)
- CFO Refresher Program, Batch 2 (Online course Year 2021: 6 hrs.)
- Overview of Financial Reporting Standards, Batch 1/2022 (Year 2022: 6 hrs.)
- TFRS for NPAEs Update, according to the announcement of the Federation of Accounting Professions No. 42/2020, part 1-2 (Online course year 2022: 14 hrs.)
- CFO Refresher Program, Batch 3 (Online course year 2022: 6 hrs.)
- Overview of financial reporting standards, Batch 1/2022 (Year 2022: 6 hrs.)
- ESG Reporting and Disclosure (Principle and Practice) (Year 2023: 7 hrs.)
- Anti-Corruption Practical Guide (ACPG), Create an anti-corruption system in the organization to increase the chances of passing the CAC certification process (Year 2023: 2 Days)
- Designing good internal control systems for the organization (Online course year 2023: 6 hrs.)

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies:

None

Other Business (Non-Listed Companies):

- 2014 - 2015 Finance and Accounting Finance & Accounting Department
 Manager Airco Limited
- 2015 - Present Deputy Managing Director Finance & Administration Division
 Datapro Computer Systems Company Limited

The Audit Committee has an opinion that Miss Piyada Sooksamai, who is directly responsible for accounting and financial supervision, has work experience that is directly beneficial to the Company's operations and such working period is as prescribed by the Securities and Exchange Commission.

9. Mrs. Chantiwa Suwanwitwaj

Age: 56 years

Deputy Managing Director



Education

- Bachelor of Education, Chulalongkorn University
- Mini-MBA College of Management, Mahidol University

Other Training

- Effective Risk Management & Internal Control Training Workshop
- An-Corruption in Practice
- Executive Development Program by Premier Group of Companies
- Certificate in Investor Relations
- Anti-Corruption Workshop
- Corporate Social Responsibility Management for Sustainable Development
- International Risk Management for Executives
- Creativity for Value Innovation

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 1994 - Present Deputy Managing Director Marketing & Corporate Communications Division
Datapro Computer Systems Company Limited

10. Miss Natthakrita Skulchunnabhata

Age: 51 years

Deputy Managing Director



Education

- Master of Public Administration Department of Public Administration (M.Sc.), Chulalongkorn University
- Graduate Studies Educational technology, Srinakharinwirot University Prasarnmit

Other Training

- Labor Law for Executives and Supervisors
- Mini MBA, Assumption University
- Personnel Management from the Personnel Management Association of Thailand

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Working Experiences over the Past 5 Years:

Other Listed Companies: None

Other Business (Non-Listed Companies):

- 2012 – 2015 HRM Manager Thai Gypsum Products Public Company Limited
- 2015 – 2020 Country HR Manager Jotun Thai Company Limited
- 2020 - Present Deputy Managing Director Human resourcess Division
Datapro Computer Systems Company Limited

Details of Director, Management and Controlling Persons who are management in Subsidiary, Associated and Related Companies

Company Name	Company	Subsidiary	Related Companies *														
			PT	DCS	PFC	PE	PC2000	PB	PM	PMF	PCI	PFP	PMSE	MIVANA	TGD	SZPM	PPP
1. Mr. Vichien Phongsathorn	X, //				X, //								X, //	//			
2. Mrs. Duangthip Eamrungrroj	//	X, //			//		//		X, //	X, //	X, //	//	//	//		//	//
3. Mr. Suradej Boonyawatana	//				//		//									X, //	X, //
4. Miss Wanna Kolsrichai	//	//															
5. Mrs. Walairat Pongjitt	//	//		//	//		//		//	//	//	//	//	//	//	//	//
6. Mr. Pirom Chamsai	/																
7. Mrs. Suphasri Sutanadhan	/																
8. Surapol Srangsomwong	/																

Company Name	PRH	TAM	SP	MS	PAC	PMN	P-PET	SPH	LPCE	SHR	PPlanner	RKT	PINNO	CVC	TJ
1. Mr. Vichien Phongsathorn	//	//	//		//	//	//	//		//	//	//	//	//	//
2. Mrs. Duangthip Eamrungrroj	//	//	//	//	//	//	//	//		//	//			//	//
3. Mr. Suradej Boonyawatana	//	//													
4. Miss Wanna Kolsrichai															
5. Mrs. Walairat Pongjitt	//	//	//	//	//	//	//	//	//	//	//		//	//	
6. Mr. Pirom Chansai															
7. Mrs. Suphasri Sutanadhan															
8. Surapol Srangsomwong															

Remark: X = Chairman // = Authorized Director / = Director

* Related companies are companies in which authorized directors and executives hold executive positions or as authorized directors.

List of Company, subsidiary, associated companies and related companies

PT	Premier Technology Public Co., Ltd.	PRH	Premier Resorts and Hotels Co., Ltd.
DCS	Datapro Computer Systems Co., Ltd.	TAM	Tamarind Village Co., Ltd.
PFC	Premier Fission Capital Co., Ltd.	SP	Seri Premier Co., Ltd.
PE	Premier Enterprise Public Co., Ltd.	MS	Moo Ban Seri Co., Ltd.
PC2000	Premier Capital (2000) Co., Ltd.	PAC	Premier Assets Co., Ltd.
PB	Premier Brokerage Co., Ltd.	PMN	Premier Manufacturing Co., Ltd.
PM	Premier Marketing Public Co., Ltd.	P-PET	Premier Pet Products Co., Ltd.
PMF	P.M. Food Co., Ltd.	SPH	Seri Properties Holding Co., Ltd.
PCI	Premier Canning Industry Co., Ltd.	LPCE	LPCE Co., Ltd.
PFP	Premier Frozen Products Co., Ltd.	SHR	Sea Harrier Co., Ltd.
PMSE	PM SE Co., Ltd.	PPlanner	Premier Planner Co., Ltd.
MIVANA	Mivana Co., Ltd.	RKT	Khon Thai Shop Ltd.
TGD	The Good Drink Co., Ltd.	PINNO	Premier Innova Co., Ltd.
SZPM	Shenzhen Premier Marketing Co., Ltd.	CVC	Change Ventures Capital Co., Ltd.
PPP	Premier Products Public Co., Ltd.	TJ	Taejai Co., Ltd.
IGC	Infinite Green Co., Ltd.		

Securities Holding Report of Directors and Executives

Securities Holding of Directors and Executives, Spouses and Minor Children as of 31 December 2023

Name	Position	31 December 2022		31 December 2023		Increase (Decrease)	
		Number of share owned	%	Number of share owned	%	Number of share owned	%
Mr. Vichien Phongsathorn	Chairman	80	0.00	80	0.00	-	-
	Authorized Director						
Mrs. Vimolthip Phongsathorn (Spouse)		104,915,966	36.96	104,915,966	36.96	-	-
Mrs. Duangthip Eamrunroj	Authorized Director	2,000,360	0.70	2,000,360	0.70	-	-
	Member of the Executive Committee						
Mr. Prasert Eamrunroj (Spouse)		-	-	-	-	-	-
Mr. Suradej Boonyawatana	Authorized Director	-	-	-	-	-	-
	Chairman of the Corporate Governance and Risk Oversight Committee						
Mrs. Supanee Boonyawatana (Spouse)		-	-	-	-	-	-
Miss Wanna Kolsrichai	Authorized Director	1,000,000	0.35	1,000,000	0.35	-	-
	Chairman of the Executive Committee						
Mrs. Walairat Pongjitt	Authorized Director and	2,000,000	0.70	2,000,000	0.70	-	-
	Member of the Executive Committee						
Mr. Suwat Pongjit (Spouse)		-	-	-	-	-	-
Mr. Pirom Chamsai	Independent Director and	600,000	0.21	600,000	0.21	-	-
	Chairman of the Audit Committee						
Mrs. Malinee Chamsai (Spouse)		-	-	-	-	-	-
Mrs. Suphasri Sutanadhan	Independent Director and	-	-	-	-	-	-
	Member of the Audit Committee						
Mr. Kiertiyos Komin (Spouse)		-	-	-	-	-	-
Mr. Surapol Srangsomwong	Independent Director and	-	-	-	-	-	-
	Member of the Audit Committee						
Mrs. Aurairat Srangsomwong (Spouse)		-	-	-	-	-	-
Total		110,516,406	38.93	110,516,406	38.93	-	-

Information of Company Secretary

As of 31 December 2023

Ms. Kulthida Verathaworn

Age 39 years

Company Secretary

Date of Appointment:

17 May 2021



Education

- Master of Arts, International Economics and Finance (Scholarship), Chulalongkorn University
- Bachelor of Economics, Quantitative Economics (First-class Honors), Chulalongkorn University

Training from Thai Institute of Directors (IOD):

- Certificate of Attendance, Director Certification Program (DCP), Batch 262/2018
- Certificate of Attendance, Company Secretary Program (CSP), Batch 78/2017

Extraordinary Training

- SET x IAA: Learn techniques for valuing companies that are appropriate for today's business in 2023.

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Experiences over the Past 5 Years:

Other Listed Companies:

- | | | |
|---------------|--|--|
| • 2016 - 2019 | Director, Business Development and Company Secretary | DV8 Public Company Limited (DV8)
(Previous: Demeter Corporation Public Company Limited (DCORP)) |
| • 2019 - 2020 | Director, Business Development | DOD Biotech Public Company Limited |
| • 2021 | Company Secretary | Premier Marketing Public Company Limited |
| • 2021 | Company Secretary | Premier Products Public Company Limited |

Other Business (Non-Listed Companies):

- | | | |
|----------------------|---------------------------------------|---|
| • 2016 - 2019 | Director | Demeter Power Company Limited |
| • 2018 - 2019 | Director | Hero Experience Company Limited |
| • 2020 - May 2021 | Assistant to Chairman | Premier Fission Capital Company Limited |
| • May 2021 – Present | Corporate Director, Company Secretary | Premier Fission Capital Company Limited |

Remark: Ms. Kulthida Verathaworn is in a position of Corporate Director, Company Secretary Department of Premier Fission Capital Company Limited, a business consulting and management service company with the scope of service shown on page 76

Attachment 2
Information on Directors of a Subsidiary

Name \ Subsidiary	Datapro Computer Systems Company Limited
1. Mrs. Duangthip Eamrungrroj	//
2. Miss Wanna Kolsrichai	//
3. Mrs. Walairat Pongjitt	//
4. Mrs. Pensri Dettingeng	//

Remark: X = Chairman // = Authorized Director / = Director

Attachment 3
Profile of a Chief of Internal Audit

Mr. Teeraded Srithongphim
Internal Audit Corporate Director

Age 43 years

Date of Appointment:

16 November 2023



Education

- Master of Arts, Economic Law Chulalongkorn University
- Bachelor's degree in Accounting, Rajamangala Institute of Technology - Bangkok Commercial Campus (1st class honor)

Professional certificates

- Certified Public Accountant (CPA), Thailand
- Certified Internal Auditor (CIA)
- Certified Fraud Examiner (CFE)
- Certified Information System Auditor (CISA)
- Certification in Risk Management Assurance (CRMA)
- Certification in Control Self-Assessment (CCSA)
- Certified Risk and Information System Control (CRISC)
- Certified Information Security Manager (CISM)

Training:

- Certificate in ESG Management by Stock Exchange of Thailand (SET) in 2023
- Implementation of Enterprise Risk Management on ESG and examples of implementing COSO ERM 2017 framework with 9 entities in 2023
- Anti-Corruption Working Paper by Thailand Federation of Accounting Professions (TFAC) in 2023
- Auditing on IT General Control - Operation System by Thailand Federation of Accounting Professions (TFAC) in 2023
- Code of ethics for Professional Accountants in 2023

Shareholding Proportion (%): None

Relationship with Company's Executive (s): None

Experiences over the Past 5 Years:

- | | | |
|------------------|--------------------|---|
| • 2023 – Present | Corporate Director | Internal Audit Department,
Premier Group of Companies |
| • 2021 – 2022 | Senior Manager | Internal Audit Department,
Siam Makro Public Company Limited |
| • 2015 – 2020 | Senior Manager | Consulting, EY Corporate Services Limited |
| • 2002 – 2015 | Senior Manager | Assurance, EY Corporate Services Limited |

Remark: Mr. Teeraded Srithongphim is the position of Corporate Director, Internal Audit Department of Premier Fission Capital Company Limited, a business consulting and management service company with the scope of service shown on page 76

Attachment 4

Operating Assets and Details about the Asset Appraisal List

Assets used in the business

1. Main assets used by the Company and its Subsidiary in the business operation

As of 31 December 2023, the assets used in business operations are as follows:

Property Type / Characteristics	Proprietary	Net book value (million baht)	Obligation
Investment property 1 plot of land located at No. 2 Premier Place Building, Soi Premier 2, Srinakarin Road, Nongbon Subdistrict, Prawet District, Bangkok, total area of 6 rai 1 ngan 51 square wah with office for rent, total area 11,295.00 square meters, leasable area 9,779.75 square meters.	Company owned (PT)	214.0	Release of guarantee obligation during the year 2023
1. Computers and equipment 2. 3 leased areas used as office buildings of Subsidiary 2.1 Area for lease under the 3 years lease agreement from 2022 to 2025, located at 25 Bangkok Insurance Building / YWCA, South Sathorn Road, Thungmahamek Sub-district, Sathorn District, Bangkok. 2.2 Area for lease under the 3 years lease agreement from 2022 to 2025, located at No. 2 Premier Place Building, Soi Premier 2, Srinakarin Road, Nong Bon Subdistrict, Prawet District, Bangkok. 2.3 Rental area under the 1 year lease agreement from 2023 to 2024, located at No. 789/283, Moo 1, Nong Kham Sub-district, Sriracha District, Chonburi.	Subsidiary Owned (DCS) Rental Agreement (DCS)	18.4 34.2	Rights of use assets under lease agreements

2. Important intangible assets in business operation

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. In the past, the Subsidiary has continuously renewed.

3. Investment policy

Besides the current business, the Company has no policy to invest in other businesses.

Details of Fair Market Value

Name	Transaction		Property appraisers / Operator or principal assessor	Objectives for appraisal of property	Report date
	Property	Fair Market Value (baht)			
Premier Technology Public Company Limited	1 plot of land located at No. 2 Premier Place Building, Soi Premier 2, Srinakarin Road, Nongbon Subdistrict, Prawet District, Bangkok, total area of 6 rai 1 ngan 51 square wah with office for rent.	Property value by income method 329,274,000 baht	Brent Joe Cosens Consulting Co., Ltd.	To know the present value of the property	19 December 2023

Attachment 5

Corporate Governance and Code of Conducts

Policies and practices of corporate governance

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, accountability 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 accountability, 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.

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, annual remuneration 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 which 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, 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) Approved by the entire Board of Directors acting as the Nominating 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 annual bonus).
 - 5) Approved by the entire Board of Directors acting 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) Approved 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) The amount of dividends to be paid together with reasons and 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 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.

Shareholders can download proxy through the Company's website and the Company also provides a stamp duty to shareholders. Moreover, the shareholders have rights to attend the meeting after the Chairman opened the meeting and vote on the remaining agenda which is still under consideration and no vote and to be counted the attendance since that agenda except the shareholders would have seen 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 accountability.

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' Meetings

3.1 The minutes of shareholders' meetings records 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 attended or missed 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.

At every 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, so as to allow the shareholders time to review the information in advance of the date of the meeting. The minutes 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.

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 inside 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. Release 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 proposed the agenda item and informing the shareholders' meeting.

2.2 The Board of Directors 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. Prevention of the use of insider information

3.1 The Board of Directors sets policies for keeping and preventing the use of insider information of the Company in writing, and inform such guidelines to everyone in the organization to follow, including the guideline on the trading of the Company's stocks for directors, executives and employees with internal information to use as a guideline. Directors, executives and employees with internal information must not trade, transfer or accept the transfer of stocks of Company during the period of 1 month before the financial statements were disclosed and within 2 working days after the said 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 this information must be disclosed in the Company's 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 the guideline 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 the Bank of Thailand, the Securities and Exchange Commission, 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.

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 philosophy of "The Premier Business, The Premier People, The Premier Society" The Company believes that maintaining a balance between business, employees and society will encourage the growth of the Company, society and environment at the same time strongly and sustainably.

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 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 established 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, accept or give 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 sets 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 the 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) Encourage educating employees on environmental issues including activities related to the environment with the staff by defines as policies and practices to be aware of.

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 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 do not pay bribes for the benefit of the Company and its Subsidiary, 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 monthly by using video and lectures by Human resources Management and in 2020, the Subsidiary held 30 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 since 2016.

In 2020, the Subsidiary arranged for all 30 new employees to attend the training through this system, which all new employees passed the test. The system will record access to all employees and can access the history of access to the system.

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 gifts 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 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.

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 (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 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 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 and the Managing Director.

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 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 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 method of recruiting directors, methods for evaluating the performance of both the board and the individual, methods for evaluating the performance of the entire sub-committees and methods for evaluating the performance of the Chairman of the Executive Committee. The remuneration policy for directors and senior management that corresponds with the duties and responsibilities of each person, including the forms and manner of remuneration, the remuneration amount and the amount of payment received by each director as a director of the 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 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 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 management;
- (12) Notice of the annual general meeting and extraordinary general meetings;
- (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.

Chapter 5 Responsibilities of the Board of Directors

The Board of Directors is responsible for overseeing the work of the management to ensure compliance with policies, strategies, plans and budgets, as well as its responsibilities toward the Company and its shareholders.

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 consist 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 report and on the Company's website.

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 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 Annual Registration Statement (Form 56-1 One Report) and on the Company's website.

1.2.3 Disclose clearly in 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 (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 (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 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. 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 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 with 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 with 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) Evaluate the performance of the corporate governance policy and review that policy at least once a year.

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 conducts all employees to take the "Honest Thai" test through the Company's intranet system to ensure that employees have the knowledge and understanding about anti-corruption, which is part of business ethics and can be implemented correctly and appropriately. The Company has evaluated the performance of all employees on the topic of morality and ethics, and good governance to be a good role model for others and society according to the core values of the Premier Group of Companies 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. Persons with vested interests 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.

3.4 The board has carefully considered conflicts of interest. The consideration of conducting transactions that may have conflicts of interest should have a clear guideline and be for the benefit of the Company and shareholders as a whole, where stakeholders do not participate in decision-making and the Board of Directors ensures that the requirements regarding procedures and disclosure of transactions that may have conflicts of interest are followed to be accurate and complete.

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 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 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 Audit Committee should provide its opinion on the adequacy of the Company's internal controls and risk management systems in 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 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 informs each director of such schedule so that the directors can arrange the time and attend the meeting.

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 select 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 a policy regarding the minimum quorum at the time that the Board of Directors will pass a resolution in the meeting of the Board that there must be at least 2 in 3 of the total number of directors.

In case of emergency / urgent case / circumstances which may cause damage to the Company's business or operations and may not be carried out 2 out of the 3 of total directors attend the meeting, the directors not less than one-half in accordance with articles of association have authority to consider and resolve 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 self-assessment is an assessment of the entire Board of Directors and individual. For the Sub-Committee self-assessment is an assessment of a whole board. In addition, the criteria and process are disclosed in the Company's 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 Chief Executive Officer 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 of Directors
- 2. Roles, duties and responsibility of the Board of Directors
- 3. Board meeting
- 4. Dynamics of the performance of the Board of Directors
- 5. Relationship with the management division
- 6. Director development

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-committees

Moreover, the Company has evaluated the performance of the Chairman of the Executive Committee by considering from the Company's business operation performance and operating performance that was in accordance with the policy assigned by the Board of Directors for the improvement. Scoring method used is the same as operation performance of the entire board evaluation and the performance of individual. 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 of Directors
- 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

Directors' remuneration is provided in a manner comparable to the level practiced in the same industry of listed companies. This includes experience, duties, roles and responsibilities. (Accountability and Responsibility) and benefits expected to receive from each director. Directors who have been assigned additional duties and responsibilities, such as members of sub-committees, should 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, board structure, scope of duties, related laws, business introduction, operation guidelines, etc.

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

7.4 The Board of Directors requires 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.

Code of Conduct of the Premier Group

The Premier Group of Companies conducts its business properly and fairly. The Group 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 Group 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 Premier Group of Companies has compiled a code of conduct based on the Group's core values for use of its executives and employees as the guiding principles in conducting their work as follows:

1. Treatment of Customers

- 1.1 Fulfill the requirements of the customers/consumers with products and services that are of quality, standard and safe.
- 1.2 Provide complete and accurate information about the products and services without distorting facts.
- 1.3 Provide warranties of products and services with appropriate terms.
- 1.4 Strictly comply with terms and conditions made to customers.
- 1.5 Notify the customers immediately in advance in the case of inability to fulfill any agreement made with customers in order to jointly find solutions to the problem and prevent damages.
- 1.6 Strive to maintain production costs at a minimum whilst ensuring that the quality standard of the products and services are maintained at all times.
- 1.7 Organize mechanisms and customer service systems that allow customers to contact the Company easily and quickly.
- 1.8 Maintain customers' sensitive information and customer information.

2. Treatment of Business Partners and Creditors

- 2.1 Conduct mutual business fairly without exploitation, and honor and comply with the conditions stipulated in the contracts. In the case of inability to fulfill any agreement, negotiations immediately be made in advance with the business partner or creditor to jointly find solutions to the problem and prevent damages.
- 2.2 Do not solicit, accept or give any undue benefits in dealing with business partners or creditors. If there is any information regarding the bestowment of any undue benefits, consultations must be made with the business partners or creditors to mutually resolve the matter on a fair and timely basis.

3. Treatment of Business Competitors

- 3.1 Compete under the rules of fair competition.
- 3.2 Do not seek confidential information of the business competitors through dishonest or illegal means.
- 3.3 Do not discredit competitors through slandering or any other actions without the truth and unjustifiably.

4. Treatment of Shareholders

- 4.1 Perform duties with integrity and make decisions with honesty, transparency and benefit to the Company and its shareholders.
- 4.2 Perform duties by applying knowledge and management skills to the maximum for the benefit to the Company and its shareholders.
- 4.3 Supervise and manage any asset of the Company to prevent unreasonable depreciation or wrongful loss.
- 4.4 Report on the status and results of operations of the Company completely and accurately.

- 4.5 Refrain from seeking personal gains for oneself or related parties by exploiting any information of the Company that has not been disclosed to the public.
- 4.6 Refrain from divulging any confidential information of the Company to outsiders, especially to competitors.
- 4.7 Refrain from any action that might cause conflicts of interest with the Company without first notifying the Company.

5. Treatment of Society

- 5.1 Refrain from any actions that will damage the natural resources or the environment.
- 5.2 Support activities that are beneficial to communities and society as a whole.
- 5.3 Comply with or supervise the compliance with laws and regulations issued by regulatory agencies.
- 5.4 Attend to and resolve the public's fear of any danger that may be caused by the Company's products/services or operations.
- 5.5 Refrain from supporting or participating in any transactions with third parties that may harm society or the environment.

6. Code of Conduct for Employees

- 6.1 Perform duties with responsibility, integrity and perseverance for the progress and stability of the Company and the employees themselves.
- 6.2 Perform duties diligently, as well as seek ways to constantly develop and improve work efficiency.
- 6.3 Strictly comply with the Company's policies and regulations.
- 6.4 Jointly forge and maintain unity and solidarity among employees, work together, and solve problems as an effective team.
- 6.5 Use the Company's assets for the maximum benefit of the Company and ensure no damage or loss of these assets, as well as refrain from using the Company's assets for personal benefit or the benefit of other persons.
- 6.6 Refrain from any action that infringes the intellectual property rights of the Company or others, including the use of pirated software in the Company.
- 6.7 Secure the Company's confidential information by cautiously protecting all confidential documents and information of the Company against any leakage or usage by non-related persons that may cause damages to the Company.
- 6.8 Refrain from disclosing or exploiting any information that is confidential business information of the Company's, which includes the production formula, production process, and important business information and news of the Company that must be concealed from other persons by any means whatsoever.
- 6.9 Provide care and assistance in maintaining work safety and good work environment.
- 6.10 Inform relevant agencies or the management if there is any misconduct or illegal action within the Company, including the possession or use of drugs.
- 6.11 Do not exploit ones' authority or permit others to exploit their authority to wrongfully seek personal gains for oneself or for others.
- 6.12 Refrain from any act that causes damage to the Company's image and reputation.

7. Treatment of Colleagues (Supervisors, Subordinates and Colleagues)

- 7.1 Provide assistance and support to each other for the benefit of the work and the working environment of the Company as a whole and respect the rights of other employees within the same Company.
- 7.2 Treat supervisors with respect and treat colleagues with kindness and good human relationship. Do not defame supervisors and colleagues without actual evidence. Supervisors must make themselves respectable to the subordinates, strictly comply with policies and regulations, be a role model for the subordinates and administer the subordinates with principles and reasons that are righteous.
- 7.3 Treat supervisors with respect and treat colleagues with kindness and good human relationship. Do not defame supervisors and colleagues without actual evidence.
- 7.4 Honor others by not claiming ownership of their work.

Attachment 6

Report of the Audit Committee

The Audit Committee of Premier Technology Public Company Limited consisted of 3 independent directors. The qualifications of all the members meet with the regulations of the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET), at least 1 in 3 people must have knowledge and experience in accounting and finance.

The Audit Committee well complies with the scope, duties and responsibilities as assigned by the Board of Directors, according to the Stock Exchange of Thailand's requirements. In 2023, the Audit Committee held a total 5 meetings, including 4 meetings of the quarterly Audit Committee and 1 meeting with the external auditor, without executives. Each committee member attended the meetings according to the following details.

Mr. Pirom Chamsai	Chairman of the Audit Committee	attended 5/5 meetings
Mrs. Suphasri Sutanadhan	Member of the Audit Committee	attended 5/5 meetings
Mr. Surapol Srangsomwong	Member of the Audit Committee	attended 5/5 meetings

In addition, there was a meeting with the executives, external auditors and internal auditors as appropriate, which could be summarized as follows:

1. Review the quarterly and annual financial statements which has been reviewed and audited from the auditor, by inquiring and listening to explanations from the management and the auditors regarding the accuracy and completeness of the financial statements and the sufficiency of disclosures. The Audit Committee agreed with the auditor that the financial statements for the year ended 31 December 2023, reported to the Stock Exchange of Thailand, are accurate in all material respects in accordance with Thai Financial Reporting Standards. There is adequate and appropriate disclosure of information. The auditors have already expressed their opinions in the auditor's report submitted to the Board of Directors and the shareholders, whereby the auditor has performed his duties and expresses opinions independently.

2. Review the adequacy of the internal control system by considering the audit report of the Internal Audit Department in assessing the adequacy of the internal control system in accordance with the guidelines stipulated by the SEC. The Audit Committee agreed with the internal audit that the Company had an adequate and appropriate internal control system in accordance with the nature of business and no significant weaknesses or defects were found.

3. Considered the yearly internal audit plan of the Internal Audit Department, which covering both the Company and its Subsidiary; and also made recommendations to them to perform their jobs even more effectively and efficiently.

4. Reviewed the Company's compliance with the securities and exchange laws, Stock Exchange of Thailand's requirement and laws related to the Company's business; and the Audit Committee concluded that no significant issues regarding the non-compliance with such laws and requirements were found.

5. Review the appropriateness and adequacy of the risk management system of the Company and its Subsidiary, together with the Board of Directors of the Company and its Subsidiary, by following up on the risk management of the Company and its Subsidiary to make the risk management system efficient and suitable for business conditions, and to acknowledge the risk management operations of the Company and its subsidiary.

The Internal Audit Department responsible for reviewing the risk management of the Company and its Subsidiary and report to the Audit Committee to acknowledge the implementation of risk management.

6. Review compliance with the anti-corruption measures according to the Thai Private Sector Collective Action Against Corruption (CAC), both internal control, the preparation of financial reports and other procedures related to the anti-corruption measures that the Company has prepared and provide risk assessments related to corporate fraud, including a review of compliance with anti-corruption policy. The Company has been certified for membership renewal of the Thai Private Sector Collective Action Against Corruption by the Thai Private Sector Collective Action Against Corruption Committee for the second time. The Audit Committee has the opinion that the Company has fully implemented the measures with strict and careful.

7. Consider connected transactions or transactions that may have conflicts of interest to ensure that they are in accordance with the law and regulations of the Stock Exchange of Thailand. The auditor expresses the opinion that significant transactions with related companies have been disclosed and presented in the financial statements and notes to the financial statements. The Audit Committee agrees with the auditor's opinion, including the opinion that the said transaction is reasonable, and correctly disclosed to the Stock Exchange of Thailand in accordance with relevant regulations.

8. Review and follow up on compliance with the good corporate governance policy together with the Company's Board of Directors and provide recommendations for the development of the Company's corporate governance.

9. The meetings are held exclusively with the auditors without the management, to ensure that the auditor is independent of the operation and considering the qualifications of the auditors, quality of audit work, expertise team and operational independence.

10. The Audit Committee also reports the result of such meeting and submitted its recommendations to the Board of Directors, in the Board's meeting.

The Audit Committee performs its duties with prudence and independence and all opinions expressed are straightforward, transparent and verifiable in accordance with the principles of good corporate governance. The Audit Committee is of the opinion that the Company's financial information and disclosure of information are complete and reliable, consistent with generally accepted accounting principles. Risk management and internal control systems have been implemented effectively and appropriately. Internal audits are conducted independently on all high-risk operating processes and the internal audit process conforms with the internal audit standards. In addition, there is appropriate supervision of the operation to ensure compliance with applicable laws and regulations consistent with the current business environment.

On behalf of Audit Committee



(Mr. Pirom Chamsai)

Chairman of the Audit Committee

Attachment 7

Report of the Corporate Governance and Risk Oversight Committee

The Board of Directors of Premier Technology Public Co., Ltd. places importance on good corporate governance under the principles of good governance and operation of the business according to the vision and mission of the organization in order to support the business in reaching its objectives. The Company's Board of Directors deemed it appropriate to establish the Corporate Governance and Risk Oversight Committee on 5 August 2020.

The Corporate Governance and Risk Oversight Committee of Premier Technology Public Co., Ltd. consists of 3 members who are selected from directors and/or persons with knowledge and experience appropriate and sufficient to perform governance and risk oversight functions. The Chairman of the Corporate Governance and Risk Oversight Committee is elected by the Corporate Governance and Risk Oversight Committee's members. Duties performed are within the scope of duties and responsibilities assigned by the Company's Board of Directors, namely monitoring, supervising, evaluating and advising the management on governance and risk management of the business.

In 2023, the Corporate Governance and Risk Oversight Committee held 4 meetings with each committee member attending meetings as detailed below:

Mr. Suradej Boonyawatana	Chairman	attended 4/4 meetings
Dr. Somchai Choonharas	Member	attended 4/4 meetings
Mrs. Pensri Dettingeng	Member	attended 3/4 meetings

The essence of the duties performed by the Corporate Governance and Risk Oversight Committee in the year 2023 could be summarized as follows:

1. Follow up and advise on the Company's governance management framework, i.e. the Company's policy for good corporate governance, by proceeding to have improvements and review the manual and management standards for good corporate governance to be more complete, comprehensive and explicit.
2. Follow up, review, and give advice on the risk management framework. Let the management improve the risk management manual under the ISO 31000:2018 standard.
3. Follow up, supervise and give advice to the executives of the Company and its Subsidiary regarding the work on good governance and risk management in the following matters:
 - Role of the Good Governance and Risk Oversight Committee.
 - Scope of authority and responsibilities of the management in corporate governance and risk management.
 - Business management under the principles of corporate governance.
 - Assess and manage risks to include both strategy and business operation under conditions of risk.
 - Review and improve the risk management manual and recommend the Subsidiary to adapt the Company's manual for use as suitable for the circumstances of each company.

- Emphasize the need to communicate to create awareness of corporate governance and risk management so that it is implemented throughout the organization.
4. Follow up, supervise and advise on risk assessment and management, both in terms of factors for assessment and impacts, emphasize on having risk management that is linked with the corporate strategy and regular assessment of risks by requiring the management to report on the risk assessment and management to the Corporate Governance and Risk Oversight Committee once a quarter.

The Corporate Governance and Risk Oversight Committee performs its duties with prudence and independence and all opinions expressed were straightforward, transparent and verifiable in accordance with the principles of good corporate governance. The Corporate Governance and Risk Oversight Committee is certain that the Company and its Subsidiary have governance management that is of good corporate governance standard and is consistent with the vision and mission of the organization and have risk management, which is effective, appropriate and adequate, covering both strategies and operational processes that are at risk and is consistent with international governance and risk management framework.

On behalf of the Corporate Governance and Risk Oversight Committee



(Mr. Suradej Boonyawatana)

Chairman of the Corporate Governance and Risk Oversight Committee

<https://www.premier-technology.co.th>



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