

23 March 2018

**Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2018

**To:** Shareholders of Premier Technology Public Company Limited

**Attachments:**

1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2017
2. Annual Report 2017 and Sustainability Development Report 2017 (in CD Format)
3. Information of the persons nominated as directors to replace those retiring by rotation and appointed as additional directors
4. The Articles of Association of the Company relating to the General Meeting of Shareholders
5. Procedures for the registration process and appointment of proxy for the Shareholders' Meeting
6. Information of the Independent Directors for consideration as proxy holder
7. Proxy Form A and Form B
8. Map of the meeting venue

As the Board of Directors of Premier Technology Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2018 on Wednesday, 25 April 2018 at 10.00 a.m. at the Meeting Room No. 501, 5<sup>th</sup> Floor Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok, to consider the following agenda:

**Agenda 1** To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2017

**Detail:** The Annual General Meeting of Shareholders for the year 2017 was held on 26 April 2017 and a copy of the minutes to this meeting is attached herewith as Attachment 1.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 26 April 2017.

**Agenda 2** To acknowledge the report on the Company's operating results of the year 2017

**Detail:** The report on the operating results of the Company for the year 2017 is shown in the Company's Annual Report for the year 2017, which has been sent to the shareholders together with this notice as Attachment 2.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2017.

**Agenda 3** To consider and approve the Company's financial statements for the year ended 31 December 2017

**Detail:** The audited financial statements for the year ended 31 December 2017 are shown under the "Financial Statements" section of the Company's Annual Report for the year 2017, which has been sent to the shareholders together with this notice as Attachment 2.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended 31 December 2017.

**Agenda 4** To consider and approve the appropriation of the profit and the dividend payment for the year 2017

**Detail:** The Company has policies to pay dividends to the shareholders at a rate of not less than 50% 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. At the end of 2017, the Company had net profit 146.45 Million Baht, and had retained earnings after statutory reserve 172.37 Million

Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the dividend payment from the operating results of the year 2017 to the Shareholders at the rate of 0.40 Baht per share, with the total amount of 113,555,576.80 Baht. When combine such rate of additional dividend with the interim dividend at the rate of 0.10 Baht per share (the total amount of 28,388,894.20 Baht) which has been paid to the Shareholders since 6 September 2017, will be the total amount of dividend payment from the operating results of the year 2017 at the rate of 0.50 Baht per share, with the total amount of 141,944,471.00 Baht, representing a net profit of 96.15%. And consistent with the dividend policy, the name of the shareholders entitling to receive the proposed dividend shall be recorded on Wednesday 14 March 2017. And the date of dividend payment will be Thursday 10 May 2018.

The company has paid dividends from the operating results of the year 2016 and retained earnings to the shareholders of the Company in the form of stock dividend and cash dividend at the rate of Baht 2.00 per share, representing \*298.51% of net profit after income tax and deduction of legal reserves.

\* The 2016's basic earnings per share has been recalculated as if the stock dividend had been distributed at the beginning of the earliest period reported according to Notes to consolidated financial statements No. 28.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2017 as proposed.

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

**Detail:** According the Public Limited Companies Act B.E. 2535 with Article 13 and Article 15 of the Articles of Association of the Company stipulates that the Board of Directors must comprise not less than 5 members whose appointment shall be approved by the shareholders' meeting and that at every annual general meeting of shareholders, one-third of the directors or the number of directors closest to one-third shall retire. The directors to vacate office within the first and second year following company registration shall draw lots. In subsequent years, the directors serving the longest shall resign. The directors who vacate office are eligible for re-appointment by the shareholders.

The Company presently has 9 directors and at the Annual General Meeting of Shareholders for the year 2018 there are 3 directors must retire, namely,

- |    |                          |   |
|----|--------------------------|---|
| 1. | Mr. Pirom Chamsai        | Independent Director and<br>Chairman of the Audit Committee |
| 2. | Mr. Suchai Vatanatrakul  | Independent Director and<br>Member of the Audit Committee   |
| 3. | Mr. Suradej Boonyawatana | Director  |

In this regard, Mr. Suchai Vatanatrakul intended not to return for re-appoint as a Company's director.

At present the Company has not appointed Nomination Committee. However, the Board of Directors, except the director who is the stakeholders, are acting to consider the criteria and process for nomination of persons with appropriate qualifications directors and in accordance with the strategy of the business to serve as directors, as well as the performance in the past year, that it is appropriate to propose the shareholder's meeting to re-appoint the 2 retired directors who are qualified as directors of the Company for another term. The curricula vitae and information on these 2 persons are as per Attachment 3 enclosed with this notice.

And for more efficiency of management and the number of independent directors being in line with the requirement under the regulation of Capital Market Supervisory Board, the Board of Directors has discretion to propose shareholders to appoint the following 2 persons to be the new directors.

1. Mrs. Suphasri Sutanadhan
2. Mr. Surapol Srangsomwong

The curricula vitae and information on these 2 persons are as per Attachment 3 enclosed with this notice.

Incidentally, the Company has provided an opportunity for shareholders to nominate any qualified candidate to be elected as director according to the criteria disclosed on the Company's website but no nomination was made.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's Annual Report for the year 2017 under the section "Corporate Governance".

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to approve the re-appointment of retiring directors for another term as follows:

1. Mr. Pirom Chamsai Independent Director and Chairman of the Audit Committee
2. Mr. Suradej Boonyawatana Director

And approve to propose to the shareholders' meeting of the Company to consider and approve the appointment of following 2 persons to be the new directors.

1. Mrs. Suphasri Sutanadhan
2. Mr. Surapol Srangsomwong

#### **Agenda 6 To consider and approve the director's remuneration for the year 2018**

**Detail:** At present the Company has not appointed Remuneration Committee. However, the Board of Directors, except the director who is the stakeholders, are acting to consider the remuneration of the Company's directors by comparison with listed companies in the same industry, similar income and similar market value, as well as based on the Company's performance and the responsibilities of the directors. The Board deemed it appropriate to set the remuneration for the directors for the year 2018 as follows:-

Remuneration	2017	2018 (Proposed)
<u>Meeting Allowance of Board of Directors</u>		
- Chairman (Baht/time)	21,000	21,000
- Director (Baht/person/time)	16,000	16,000
<u>Meeting Allowance of Audit Committee</u>		
- Chairman of Audit Committee (Baht/time)	21,000	21,000
- Audit Committee (Baht/person/time)	16,000	16,000
<u>Annual Remuneration</u>		
- Chairman (Baht/year)	300,000	300,000
- Chairman of Audit Committee (Baht/year)	325,000	325,000
- Member of Audit Committee (Baht/person/year)	290,000	290,000
- Other Director (Baht/person/year)	230,000	230,000
Other Remunerations	None	None

Note: Meeting allowances are paid only to directors who attend each respective meeting.

Details of the remuneration paid to the directors in the previous year can be found in the Annual Report for the year 2017 under the section "Structure Management".

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2018 as proposed.

#### **Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2018**

**Detail:** In order to comply with the Public Listed Companies Act B.E. 2535, which stipulates that the General Meeting of Shareholders shall appoint the auditor and approve the audit fee, and based on the recommendations of the Audit Committee, which consider on the factor of professional standard, work efficiency, experience in auditing work and fees policy on comparative basis with the quantity of work and the fees policy of the auditor firm in the same level, the Board of Directors considers it appropriate to propose to the shareholders' meeting to appoint Miss Siraporn Ouaanunkun, Certified Public Accountant (Thailand) No. 3844 or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant (Thailand) No. 4523 or Mr. Chatchai Kasemsrithanawat, Certified Public Accountant (Thailand) No. 5813 of EY Office Limited be the Company's Auditors of the year 2018 for the first year and fix the Auditor's fee of 620,000 Baht with no other service charges. Therefore, the audit fee for the year 2018 will increase from the audit fee for the year 2017 in the amount of 75,000 Baht.

At present, the Company's auditor is Miss Sirirat Sricharoensup, Certified Public Accountant (Thailand) No. 5419 or Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315 or Miss Supanee Triyanantakul, Certified Public Accountant (Thailand) No. 4498 of EY Office Limited and has been performing as an auditor well all along. However, due to EY Office Limited has changed the company's structure, the auditors need to be changed to conform to the structure.

The proposed auditors are auditors approved by the Securities and Exchange Commission. These auditors have no relation or interest with the Company / subsidiary / management / major shareholders or connected persons and, therefore, can independently perform the audit and provide their opinions on the Company's financial statements.

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

Incidentally, the Audit Committee considered and commented to propose the appointment of auditors and their audit fees are appropriate.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to consider and approve the auditor and the audit fee for the year 2018 as proposed.

### **Agenda 13 Other businesses (if any)**

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

The Company has fixed the record date for shareholders who are eligible to attend the annual General Meeting of Shareholders for the year 2017 as Monday, 6 March 2017. A list of shareholders will be prepared in accordance with Section 225 of the Securities and Exchange Act and the register book will be closed on Tuesday, 7 March 2017.

Yours faithfully

-Signature-

(Mr. Vichien Phongsathorn)  
Chairman

### **Remarks:**

- 1) Proxy Form C (for Foreign Shareholders appointing Custodian in Thailand) is publicized on the Company's website [www.premier-technology.co.th](http://www.premier-technology.co.th) since 23 March 2018, which the shareholders can download as appropriate.
- 2) The Company has sent the Annual Report for the year 2017 and Sustainability Development Report for the year 2017 in CD format to the shareholders and publicized on the Company's website [www.premier-technology.co.th](http://www.premier-technology.co.th) since 23 March 2018. However, if any shareholder wishes to receive a hard copy of these Reports, please contact the Corporate Secretary Department at telephone number 0-2301-1565.
- 3) The Company would like to inform of the cancellation of the offering of souvenirs/complimentary gifts to the shareholders attending all the shareholders' meetings, including the Annual General Meeting of Shareholders for the year 2018, as the Company would like the shareholders to attend the meetings and participate in decision-making on various matters according to the agenda items without making the offer of souvenirs/complimentary gifts a reason for attending.