



# **Invitation to the 2025 Annual General Meeting of Shareholders Premier Products Public Company Limited**

**Wednesday, April 23, 2025 at 10.00 hrs.**

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

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

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

- Translation -

21 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders  
To: Shareholders of Premier Products Public Company Limited  
Attachments: 1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders  
2. 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR Code format  
3. Information of the persons nominated as directors to replace those retiring by rotation  
4. The Articles of Association of the Company relating to the Shareholders' Meeting  
5. Procedures for the registration process for the Annual General Meeting of Shareholders and appointment of a proxy  
6. Information of the Independent Directors for consideration as a proxy  
7. Proxy Form A and Form B  
8. Attendance form for the 2025 Annual General Meeting of Shareholders  
9. Advance question submission form according to the agenda of the 2025 Annual General Meeting of Shareholders  
10. Map to the meeting venue

As the Board of Directors of Premier Products Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2025 on Wednesday, April 23, 2025 at 10.00 hrs. 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 2024  
**Detail:** The Annual General Meeting of Shareholders for the year 2024 was held on 23 April 2024 and a copy of the minutes to this meeting is attached herewith as Attachment 1.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 23 April 2024.

**Agenda 2** To acknowledge the report on the Company's operating results for the year 2024  
**Detail:** The report on the operating results of the Company for the year 2024 is shown in the Company's 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report), which has been sent to 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 2024.

**Agenda 3** To consider and approve the Company's financial statements for the year ended 31 December 2024  
**Detail:** The audited financial statements for the year ended 31 December 2024 are shown under the "Financial Statements" section of the Company's 2024 Annual Registration Statement/Annual Report (Form 56-1 One Report) which has been sent to shareholders together with this notice as Attachment 2.

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

**Agenda 4** To acknowledge the omission of the appropriation of profit and the omission of the dividend payment for the year 2024

**Detail:** The Company has the policy to pay the dividend by considering the operating result and cash flow for the Company's operating result for the year 2024. The Company has a loss for the year of THB 46.81 million. Consequently, when considering the overall financial liquidity, the Company should set aside reserves for working capital of the Company. Therefore, the Board had a resolution to propose to the shareholders to acknowledge the omission of the appropriation of profit and the omission of the dividend payment for the year 2024.

**Opinion of the Board:** It is appropriate to propose the shareholders' meeting to acknowledge the omission of the appropriation of profit and the omission of the dividend payment for the year 2024.

**Agenda 5** To consider the appointment of directors to replace those retiring by rotation  
**Detail:** According to the Public Limited Companies Act B.E. 2535 and Article 13 and 15 of the Articles of Association of the Company stipulates that the Company shall have a board of directors consisting of at least 5 directors who shall be appointed at the shareholders' meeting and at every Annual General Meeting of Shareholders, one-third of the directors or the number of directors closest to one-third shall retire by rotation. The directors to vacate office within the first and the

second year following company registration shall be drawn by lots. In subsequent years, the directors serving the longest period shall retire by rotation. Those directors to vacate office may be re-appointment.

The Company presently has total 9 directors. Therefore, at the Annual General Meeting of Shareholders for the year 2025, there are 3 directors who shall retire by rotation, namely,

- |                   |             |                      |
|-------------------|-------------|----------------------|
| 1. Mr. Tanin      | Sribenjarat | Independent Director |
| 2. Mrs. Duangthip | Eamrungrroj | Director             |
| 3. Mrs. Walairat  | Pongjitt    | Director             |

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

The curricula vitae and information on these 3 persons are as per Attachment 3 enclosed.

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

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

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

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

- |                   |             |                      |
|-------------------|-------------|----------------------|
| 1. Mr. Tanin      | Sribenjarat | Independent Director |
| 2. Mrs. Duangthip | Eamrungrroj | Director             |
| 3. Mrs. Walairat  | Pongjitt    | Director             |

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

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

| Components of Remuneration  | 2024    | 2025 (Proposed) |
|---|---------|-----------------|
| <u>Meeting Allowance of the Board of Directors</u>                                  |         |                 |
| - Chairman (THB/time)   | 22,500  | 22,500          |
| - Director (THB/person/time)  | 17,500  | 17,500          |
| <u>Meeting Allowance of the Audit Committee</u>                                     |         |                 |
| - Chairman of the Audit Committee (THB/time)  | 22,500  | 22,500          |
| - Member of the Audit Committee (THB/person/time)                                   | 17,500  | 17,500          |
| <u>Meeting Allowance of the Corporate Governance and Risk Oversight Committee</u>   |         |                 |
| - Chairman of the Corporate Governance and Risk Oversight Committee (THB/time)      | 13,500  | 13,500          |
| - Member of the Corporate Governance and Risk Oversight Committee (THB/person/time) | 11,000  | 11,000          |
| <u>Regular Compensation</u>   |         |                 |
| - Chairman (THB/year)   | 320,000 | 320,000         |

| Components of Remuneration                           | 2024    | 2025 (Proposed) |
|--|---------|-----------------|
| - Chairman of the Audit Committee (THB/year)         | 355,000 | 355,000         |
| - Member of the Audit Committee (THB/person/year)    | 320,000 | 320,000         |
| - Non-Audit Committee Director (THB/person/year)     | 250,000 | 250,000         |
| <u>Other special Benefits and any other benefits</u> | None    | None            |

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

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

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

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

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

1. **Ms. Kornthong Luangvilai**, C.P.A. Registration No. 7210, who has been nominated to be appointed as the Company's auditor since the year 2020 or
2. **Ms. Juntira Juntrachaichoat**, C.P.A. Registration No. 6326, who has been nominated to be appointed the Company's auditor since the year 2020, or
3. **Ms. Sophaphan Saptippayattana**, C.P.A. Registration No. 6523, who has been nominated to be appointed as the Company's auditor since the year 2020, or
4. **Ms. Waraporn Kriengsuntornkij**, C.P.A. Registration No. 5033, who has been nominated to be appointed as the Company's auditor for the year 2025 for the first year,

and proposes to set the remuneration of the auditor in the amount of THB 1,860,000, which increases from the previous year by THB 60,000. There is no other service fee

There is information comparing the compensation of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited in the previous year as follows:

| Remuneration of the Auditor | 2024      | 2025 (Proposed) | Increase (Decrease) |
|-----------------------------|-----------|-----------------|---------------------|
| Audit Fee (THB)             | 1,800,000 | 1,860,000       | 60,000              |
| Non-Audit Fee (THB)         | None      | None            | -                   |

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

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

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

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

**Agenda 8 Other businesses (if any)**

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

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

Yours faithfully  
-Signature-  
(Mr. Suradej Boonyawatana)  
Chairman

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