

No. LA017/2024 (PT)

7 August 2024

Subject: Resolutions of the Board of Directors regarding Entering into the Disposition of Asset and Connected Transaction and Determination of a Date for the Extraordinary General Meeting of Shareholders No. 1/2024 (Revised)

To: The President
The Stock Exchange of Thailand

Attachment: Information Memorandum regarding the Disposition of Asset and Connected Transaction

The Board of Directors' meeting of Premier Technology Public Company Limited (the "Company") No. 3/2024 held on 7 August 2024 at 10.30 hours has passed the significant resolutions as follows:

1. Approve to propose to the shareholders' meeting of the Company to consider and approve to sell land and buildings of the Premier Place Building to Premier Fission Capital Company Limited ("PFC"), which is the person who submitted the offer to purchase the land and buildings of the Premier Place Building and is a connected person of the Company within the time and conditions specified by the Company with a total value of consideration of THB 450,000,000.
 - (a) The agreement to enter into a transaction to sell the Company's land and buildings of Premier Place Building to PFC above is considered an asset disposal transaction under the Notification of Capital Market Supervisory Board No.TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, with the transaction value, according to the total value of consideration method is 18.67 percent of the value of the total assets of the Company and its subsidiary combined according to the Company's consolidated financial statements for the period ended 30 June 2024 which is higher than or equal to 15 percent but less than 50 percent. The Company therefore is required to disclose the transaction information to the Stock Exchange of Thailand and circulate the information notification letters to shareholders within 21 days from the date the information is notified to the Stock Exchange of Thailand, by providing the minimum information as specified by the criteria.
 - (b) However, since PFC is the Company's connected person, the entry into the above Premier Place Building sale transaction is also considered a connected transaction under the category of transaction relating to assets or services under the Notification of Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, with the total value of consideration of THB 450,000,000 which is higher than 3 percent of value of Net Tangible Assets (NTA) of the Company and its subsidiary according to the Company's consolidated financial statements for the period ended 30 June 2024. Therefore, to enter into such large connected transaction, the Company is required to seek an approval for the entry into the transaction from the shareholders' meeting of the Company which requires a resolution of the shareholders' meeting to approve a decision to enter into the transaction not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding shareholders who have interests. In order to request approval from shareholders, the Company shall appoint an independent financial advisor (IFA) to provide an opinion on the said transaction. In addition, the agreement to enter into a transaction to sell the Company's land and buildings of the Premier Place Building to PFC is also considered the sale or transfer of the whole or important parts of the business of the Company to other persons; in accordance with Section 107(2) of the Public Limited Companies Act B.E. 2535 (including amendments) which requires a resolution of the shareholders' meeting to

approve not less than three-fourths of the total votes of shareholders attending the meeting and having voting right.

- (c) Therefore, to enter into the said transaction which is a large connected transaction even though it is considered a disposal transaction with a transaction size higher than 15 percent but less than 50 percent which the Company is required only to prepare a report and disclose information to the Stock Exchange of Thailand and circulate the information notification letters to shareholders in accordance with the Announcement of Acquisition or Disposition of Assets, the Company shall request approval to enter into the said disposal transaction from the shareholders' meeting, which is a higher threshold than according to the Announcement of Acquisition or Disposition of Assets, at the same time as requesting approval to enter into a connected transaction according to the Announcement of Connected Transactions and the sale or transfer of the whole or important parts of the business of the Company to other persons; in accordance with Section 107(2) of the Public Limited Companies Act, which requires a resolution of the shareholders' meeting to approve a decision to enter into the transaction not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding shareholders who have interests. In order to request approval from shareholders, the Company shall appoint an independent financial advisor (IFA) to provide an opinion on the said transaction.

Please consider information contained in the attached Information Memorandum.

2. Approve to call for the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on Wednesday, November 27, 2024 at 10.00 hours via electronic method (E-EGM), and to determine the name of the shareholders entitling to attend such Extraordinary General Meeting of Shareholders on Thursday, October 24, 2024.
3. Approve that the agenda of the Extraordinary General Meeting of Shareholders No. 1/2024 shall be as follows:
 - Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2024
 - Agenda 2 [To consider and approve the disposition of land and buildings of the Premier Place Building and consider and approve entering into a connected transaction with Premier Fission Capital Company Limited \(PFC\) which is the connected person of the Company at the sale price of THB 450,000,000](#)
 - Agenda 3 To consider other businesses (if any)
4. Approve that KGI Securities (Thailand) Public Company Limited be appointed as the independent financial advisor (IFA) to provide opinion to the shareholders of the Company in connection with the asset disposal transaction and the connected transaction.

Please be informed accordingly.

Best Regards,

- Signed -

(Mrs. Walairat Pongjitt)

Director

Premier Technology Public Company Limited

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Information Memorandum Regarding the Disposition of Asset and Connected Transaction

The Board of Directors' meeting of Premier Technology Public Company Limited (the "Company") No. 3/2024 held on 7 August 2024 has passed the resolution to approve to propose to the shareholders' meeting of the Company to consider and approve to sell the land and buildings of the Premier Place building to Premier Fission Capital Company Limited ("PFC"), which is the person who submitted the offer to purchase the land and buildings of the Premier Place building and is a connected person of the Company within the time and conditions specified by the Company with a total value of consideration of THB 450,000,000.

The agreement to enter into a transaction to sell the Company's land and buildings of Premier Place Building to PFC above is considered an asset disposal transaction under the Notification of Capital Market Supervisory Board No.TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (Hereinafter these two announcements will be collectively referred to as "Announcement of Acquisition or Disposition of Assets"), with the transaction value, according to the total value of consideration method is 18.67 percent of the value of the total assets of the Company and its subsidiary combined according to the Company's consolidated financial statements for the period ended 30 June 2024 which is higher than or equal to 15 percent but less than 50 percent. The Company therefore is required to disclose the transaction information to the Stock Exchange of Thailand and circulate the information notification letters to shareholders within 21 days from the date the information is notified to the Stock Exchange of Thailand, by providing the minimum information as specified by the criteria.

However, since PFC is the Company's connected person, the entry into the above Premier Place Building sale transaction is also considered a connected transaction under the category of transaction relating to assets or services under the Notification of Capital Market Supervisory Board No.TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (Hereinafter these two announcements will be collectively referred to as "Announcement of Connected Transactions"), with the total value of consideration of THB 450,000,000 which is higher than 3 percent of value of Net Tangible Assets (NTA) of the Company and its subsidiary according to the Company's consolidated financial statements for the period ended 30 June 2024. Therefore, to enter into such large connected transaction, the Company is required to seek an approval for the entry into the transaction from the shareholders' meeting of the Company which requires a resolution of the shareholders' meeting to approve a decision to enter into the transaction not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding shareholders who have interests. In order to request approval from shareholders, the Company shall appoint an independent financial advisor (IFA) to provide an opinion on the said transaction. In addition, the agreement to enter into a transaction to sell the Company's land and buildings of the Premier Place Building to PFC is also considered the sale or transfer of the whole or important parts of the business of the Company to other persons; in accordance with Section 107(2) of the Public Limited Companies Act B.E. 2535 (including amendments) (Hereinafter referred to as the "Public Limited Company Act") which requires a resolution of the shareholders' meeting to approve not less than three-fourths of the total votes of shareholders attending the meeting and having voting right.

Therefore, to enter into the said transaction which is a large connected transaction even though it is considered a disposal transaction with a transaction size higher than 15 percent but less than 50 percent which the Company is required only to prepare a report and disclose information to the Stock Exchange of Thailand and circulate the information notification letters to shareholders in accordance with the Announcement of Acquisition or Disposition of Assets, the Company shall request approval to enter into the said disposal transaction from the shareholders' meeting, which is a higher threshold than according to the Announcement of Acquisition or Disposition of Assets, at the same time as requesting approval to enter into a connected transaction according to the Announcement of Connected Transactions and the sale or transfer of the whole or important parts of the business of the Company to other persons; in accordance with Section 107(2) of the Public Limited Companies Act, which requires a resolution of the shareholders' meeting to approve a decision to enter into the transaction not less than three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding shareholders who have interests. In order to request approval from shareholders, the Company shall appoint an independent financial advisor (IFA) to provide an opinion on the said transaction.

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The details and conditions of the agreement to enter into the transaction and related information are as follows:

1. Date of Entry into the Transaction

The Company will enter into a purchase agreement of land and buildings of the Premier Place Building with a total value of consideration of THB 450,000,000 in the form and terms and conditions of the contract as specified by the Company within 60 days from the date the Company's shareholder meeting resolved to approve the sale of land and buildings of the Premier Place Building to PFC, according to the Announcement of Connected Transactions, the Announcement of Acquisition and Disposition of Assets and Section 107(2) of the Public Limited Company Act.

2. Relevant Parties

Seller: Premier Technology Public Company Limited
Purchaser: Premier Fission Capital Company Limited (PFC), a connected person of the Company, that is, Mr. Vichien Phongsathorn is an indirect major shareholder of PFC and Mrs. Vimonthip Phongsathorn, the spouse of Mr. Vichien Phongsathorn, is a major shareholder of the Company, holding 36.96 percent of the Company's shares.

3. Characteristic of the Transaction

Agreement to enter into a transaction to sell land according to land title deed number 188390, area size 6 rai 1 ngan 51 square wah, with Six-Storey Premier Place Building having an area of 11,295 square meters and all other buildings, which are located on the said land of Premier Technology Public Company Limited (PT), to Premier Fission Capital Company Limited (PFC) at a total value of THB 450,000,000.

4. Total value and criteria used to determine the total value of consideration and payment term

The total value of consideration for the sale of the Company's land and buildings of Premier Place Building to PFC is THB 450,000,000, consistent to the price assessed by Advance Appraisal Company Limited ("Advance") and Brent Joe Cosens Consulting Company Limited ("BJC"), which are the valuers in the capital market and the main valuers which have been approved by the Securities and Exchange Commission, Thailand, according to the Announcement of the Office of the Securities and Exchange Commission No.SorCho. 24/2012.

Advance has assessed the value of the land and buildings of the Premier Place Building by analyzing the cost basis (Cost Approach), which gives the value of THB 484,805,000, while BJC has assessed the value by analyzing the income basis (Income Approach), which gives the value of THB 329,274,000.

Therefore, setting the total value of the sale of land and buildings at Premier Place Building at a price higher than the average appraised value of THB 450,000,000 is considered a transaction with a higher value than the average of the two independent appraisers.

As for the price payment, PFC will place a 10 percent deposit on the day the purchase agreement is signed and will pay the remaining 90 percent along with the Company transferring all assets to PFC within 120 days after the agreement date. Lease agreement on the land, building, and interior will be all transferred to PFC, in accordance with the Civil and Commercial Code.

5. Transaction Size

5.1 Transaction size according to the criteria for calculating the acquisition and disposition of assets.

Basis of Transaction Size Calculation	Percent
1. Value of the Net Tangible Assets (NTA)	None
2. Net operating profits	None
3. Total value of consideration	18.67
4. Value of securities issued for the payment of assets	None

Remark: 1) Total assets according to the Company's consolidated financial statements dated 30 June 2024 amounted to THB 2,410.91 million.
2) Net Tangible Assets (NTA) according to the Company's consolidated financial statements dated 30 June 2024, amounted to THB 741.94 million.

5.2 Transaction size according to the criteria for calculating connected transactions

Basis of connected transaction size calculation	THB million
Net Tangible Assets (NTA) according to the consolidated financial statements dated 30 June 2024	741.94
Total value of consideration (Land and buildings of Premier Place Building)	450.00
Choose the maximum value between: $X \geq \text{THB } 20 \text{ million}$ <u>or</u> $X \geq 3\% \text{NTA}$	Higher 22.26
Transaction Size	Large

Remark: 1) Net Tangible Assets (NTA) according to the Company's consolidated financial statements as of 30 June 2024, amounted to THB 741.94 million.

6. Expected benefits to the Company and plan for utilizing revenue received from the sale from entering into the transaction

- 1) Improved financial position and liquidity of the Company, resulting from the revenue the Company receives from selling land and buildings.
- 2) Higher returns for shareholders, as a consequence from the revenue the Company receives from selling assets and increased potential opportunities for expansion of the provision of integrated information technology services from the improved liquidity of the Company. However, such potential opportunities depend on the results of the feasibility study of various options regarding the business of providing integrated information technology services. The Company will take directly related factors and external factors including business secret issues into part of the feasibility study for the highest benefit of the Company.

7. Opinion of the Company's Board of Directors

The Company's Board of Directors' meeting No. 3/2024, in which directors who have no conflict of interest attended the meeting on the agenda to consider selling land and buildings of the Premier Place Building to Premier Fission Capital Company Limited, considered that entering into the said transaction is a reasonable, applicable to the general trading conditions, and is the most beneficial to the Company.

In this regard, the price agreed to sell the land and buildings of the Premier Place building to PFC according to PFC's purchase offer, with a total value of consideration of THB 450,000,000, is an appropriate price which is not lower than the book value, according to the Company's financial statements ending 30 June 2024, market value and consistent with the price assessed by the independent valuers which have been approved by the Securities and Exchange Commission, Thailand, according to the Announcement of the Office of the Securities and Exchange Commission No.SorCho. 24/2012.

8. Opinions of the Audit Committee and/or Directors of the Company that are different from the opinions of the Board of Directors

- None -