

**-Translation-**

LA004/2022 (PPP)

18 February 2022

**Subject:** Resolutions of the Board of Directors, Arrangement for the Annual General Meeting of Shareholders for the year 2022, Omission of Dividend and Renewal for the term of the Audit Committee and Chairman of the Audit Committee

**To:** The President  
The Stock Exchange of Thailand

Attachment Form to Report on Names of Members and Scope of Work of the Audit Committee (F24-1)

The Board of Directors Meeting of Premier Products Public Company Limited (“the Company”) No.1/2022 held on 18 February 2022 at 1.00 p.m. has passed the significant resolutions as follows;

1. Certified and approved to propose to the shareholders’ meeting of the Company to consider and approve the financial statements of the Company for the year ended 31 December 2021, which had been audited by the certified public accountant.
2. Approved to propose to the shareholders of the company to acknowledge the omission of the appropriation of profit and the omission of the annual dividend payment for the year 2021.
3. Approved to propose to the shareholders’ meeting of the Company to consider and approve the re-appointment of the following retiring directors as directors of the Company for another term:
  - 1) Mr. Chaiyavat Nitayaporn Independent Director
  - 2) Mrs. Duangthip Eamrungrroj Director
  - 3) Mr. Pakorn Sukhum Director
4. Approved to propose to the shareholders’ meeting of the Company to consider and approve the remuneration for the directors for the year 2022 as follows:

Remuneration	2021	2022(Proposed)
<u>Meeting Allowance of Board of Directors</u>		
- Chairman (THB/time)	21,000	21,000
- Directors (THB/person/time)	16,000	16,000
<u>Meeting Allowance of Audit Committee</u>		
- Chairman of Audit Committee (THB/time)	21,000	21,000
- Member of Audit Committee (THB/person/time)	16,000	16,000
<u>Meeting Allowance of Remuneration Committee</u>		
- Chairman of Remuneration Committee (THB/time)	14,000	14,000
- Members of Remuneration Committee (THB/person/time)	11,000	11,000

Remuneration	2021	2022(Proposed)
<u>Meeting Allowance of the Corporate Governance and Risk Oversight Committee</u>		
- Chairman of Corporate Governance and Risk Oversight Committee (THB/time)	12,500	12,500
- Member of Corporate Governance and Risk Oversight Committee (THB/person/time)	10,000	10,000
<u>Annual Remuneration</u>		
- Chairman (THB/year)	300,000	300,000
- Chairman of Audit Committee (THB/year)	325,000	325,000
- Member of Audit Committee (THB/person/year)	290,000	290,000
- Other Directors (THB/person/year)	230,000	230,000

5. Approved to propose to the shareholders' meeting of the Company to consider and approve to appoint Miss Kornthong Luangvilai, C.P.A. Registration No. 7210 or Miss Juntira Juntrachaichoat, C.P.A. Registration No. 6326 or Miss Sophaphan Saptipparattana, C.P.A. Registration No. 6523 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's auditor for the year 2022 and revise remuneration for the auditor to be THB 1,770,000.00, increasing from last year by THB 100,000.00. There is no other service fee.
6. Approved to call for the Annual General Meeting of Shareholders for the year 2022 to be held on Thursday April 28, 2022 at 10.00 a.m. via Electronic method (E-AGM), broadcasting from the Meeting Room No. 501, 5th floor, Premier Corporate Park, No.1 Soi Premier 2, Srinakarin Road, Nongbon Sub-District, Prawet District, Bangkok, and to determine the name of the shareholders entitling to attend such Annual General Meeting of Shareholders on Tuesday March 8, 2022.
7. Approved that the agenda of the Annual General Meeting of Shareholders for the year 2022 shall be as follows:
  - Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021.
  - Agenda 2 To acknowledge the report on the Company's operating results of the year 2021.
  - Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2021.
  - Agenda 4 To acknowledge the omission of the appropriation of profit and the omission of the dividend payment for the year 2021.
  - Agenda 5 To consider and approve the election of directors to replace those retiring by rotation.
  - Agenda 6 To consider and approve the director's remuneration for the year 2022.
  - Agenda 7 To consider and approve the appointment of the auditor and determination of the auditor's remuneration for the year 2022.
  - Agenda 8 To consider other businesses (if any)

8. Approved to appoint the Member of the Audit Committee for another term. The list of the Audit Committee is as follow:

- |                                    |                                 |
|------------------------------------|---------------------------------|
| 1. Mr. Paritud Bhandhubanyong      | Chairman of the Audit Committee |
| 2. Mr. Chaiyavat Nitayaporn        | Member of the Audit Committee   |
| 3. Mr. Teerachai Arunruangsirilert | Member of the Audit Committee   |

Effective from 13 May 2022 onwards

Please be informed accordingly.

Best Regards,

- Signed -

(Mrs. Pensri Dettingeng)

Director

Premier Products Public Company Limited

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors meeting of Premier Products Public Company Limited No. 1/2022 held on 18 February 2022 resolved the meeting's resolutions in the following manners:

- ~~Appointment of the audit committee~~/Renewal for the term of audit committee:
- Chairman of the audit committee       Member of the audit committee

As follows:

- (1) ..... Mr. Paritud Bhandhubanyong as Chairman of the Audit Committee .....
- (2) ..... Mr. Chaiyavat Nitayaporn as Member of the Audit Committee .....
- (3) ..... Mr. Teerachai Arunruangsirilert as Member of the Audit Committee .....
- (4) .....

The ~~appointment~~/renewal of which shall take an effect as of ..... 13 May 2022.....

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

- No change -

The change of which shall take an effect as of -

The audit committee is consisted of:

- |                                    |                                 |                                 |
|------------------------------------|---------------------------------|---------------------------------|
| 1. Chairman of the audit committee | Mr. Paritud Bhandhubanyong      | remaining term in office 3 year |
| 2. Member of the audit committee   | Mr. Chaiyavat Nitayaporn        | remaining term in office 3 year |
| 3. Member of the audit committee   | Mr. Teerachai Arunruangsirilert | remaining term in office 3 year |
| Secretary of the audit committee   | Ms. Kulhida Verathaworn         |                                 |

Enclosed hereto is - copies of the certificate and biography of the audit committee. The audit committee number 3 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- 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, transfer, and termination of the head of the internal audit department or any other department responsible for internal auditing.
- 3) Review the Company's compliance with the securities and exchange law, regulations of the Stock Exchange 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. 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.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed .....-Sign-..... Director

( Mr. Suradej Boonyawatana )

(Seal)

Signed .....-Sign-..... Director

( Mrs. Pensri Dettingeng )