

No. PRI 003/2567

29 February 2024

Subject: (Revise: Rate of Dividend) Determination of the Schedule of the Company's 2024 Annual General Meeting of Shareholders and the agendas to be proposed to the 2024 Annual General Meeting of Shareholders for consideration

Attention: President
The Stock Exchange of Thailand

Enclosures: -

Primo Service Solutions Public Company Limited (the "**Company**") would like to notify the resolutions of the Board of Directors' Meeting No. 2/2024 convened on 28 February 2024, at 13.30 hrs., at the Meeting Room, Head office, No. 496 Moo 9, Samrong Nuea Subdistrict, Mueang Samut Prakan District, Samut Prakan Province 10270 and via VDO Conference, according to Article 30 of the Company's Articles of Association, which resolved to acknowledge and/or approve the material matters as follows:

1. The Board of Directors resolved to acknowledge or approve these following matters and to propose to the 2024 Annual General Meeting of Shareholders to acknowledge or approve as follows:

- (1) The Board of Directors resolved to acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors, and to propose to the 2024 Annual General Meeting of Shareholders to acknowledge such matter.
- (2) The Board of Directors resolved to approve the Financial Statements and Comprehensive Income Statements for the year ending 31 December 2023 which have been audited by the certified public accountant, and to propose to the 2024 Annual General Meeting of Shareholders to approve such matter, in accordance with the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) (the "**Public Limited Companies Act**"), Sections 110 and 112, and the Company's Articles of Association Article 30.
- (3) The Board of Directors resolved to approve the dividend payment from the operational results of 2023 and to propose to the 2024 Annual General Meeting of Shareholders to approve such matter, in accordance with the following details:
 - (3.1) The Company has fully appropriate the net profits to be a legal reserve fund as required by the Public Limited Companies Act, Section 116, and the Company's Articles of Association Article 46 in the amount of THB 16,000,000.00 (sixteen million Thai Baht), equivalent to 10 (ten) percent of the registered capital of THB 160,000,000.00 (one hundred and sixty million Thai Baht), as of 14 August 2023; therefore the Company is not required to appropriate for any other legal reserve fund.
 - (3.2) The Board of Directors resolved to approve to distribute the dividend from the operational results of the latter six-month period of 2023 at the rate of THB 1.03125 per share, totaling an

amount not exceeding THB 330,000,000 (three hundred thirty million Thai Baht), whereby the Company will pay the dividend by cash. In this regard, the Company will schedule 14 March 2024 as the date to record the names of the shareholders who are entitled to this dividend payment (Record Date), and pay the dividend to shareholders by 23 May 2024.

Nevertheless, such entitlement for dividend payment is subject to change, as this subject matter is required to be further approved by shareholder of the 2024 Annual General Meeting of Shareholders.

In 2023, the Company paid the interim dividend, according to the resolution of the Board of Directors of the Company No. 6/2023, which was held on 14 August 2023, for company performance of the first six-month period of 2022, and retained earnings by cash, at the rate of THB 0.394 per share, or in the accounted amount not exceeding THB 126,080,000.00 (one hundred twenty-six million eighty thousand Thai Baht). The Company shall declare this matter to the 2024 Annual General Meeting of Shareholders.

- (4) According to the Public Limited Companies Act, Section 71, and the Company's Articles of Association Article 18, provide that, at every annual general meeting, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office. In the year 2024, there are 2 (two) directors who are due to retire by rotation as follows:

1. Mr. Somsakul Sangsuwan Director; and
2. Mr. Keingkrai Kreebongkan Director

The Board of Directors resolved to approve the re-election of 2 (two) directors who are due to retire by rotation to be reappointed as directors for another term, and appointment of new board of directors and to propose this matter to the 2024 Annual General Meeting of Shareholders for its further consideration and approval. The 3 (three) directors are as follows:

1. Mr. Somsakul Sangsuwan Director; and
2. Mr. Keingkrai Kreebongkan Director; and
3. Mr. Niwat Lamunpandh Director. (newly appointed)

- (5) According to the Public Limited Companies Act Section 90 and of the Company's Articles of Association Article 23, provide that the Directors of the company are entitled to receive remuneration as approved by the shareholders' meeting. The Board of Directors resolved to approve the determination of the directors' remuneration, for the year 2024, as to meeting allowance for the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee and the Risk Management Committee, and to propose to the 2024 Annual General Meeting of Shareholders to approve such matter as following details:

1. Meeting allowance for the Board of Directors and each subcommittee

Unit : THB

Board	Chairman		Member	
	2024	2023	2024	2023
Board of Directors	20,000	20,000	15,000	15,000
Audit Committee	15,000	15,000	10,000	10,000
Nomination and Remuneration Committee	15,000	15,000	10,000	10,000
Risk Management Committee	15,000	15,000	10,000	10,000

2. The Executive Directors of the Company are not entitled to receive the meeting allowance in any event.
- (6) The Board of Directors resolved to approve as considered and agreed by Audit Committee for considering the approval of the appointment of auditors and the determination of the auditor's remuneration for the year 2024, under the Public Limited Companies Act, Section 120, and the Company's Articles of Association Article 40, an auditors from EY Corporate Services Limited to be the Company's auditors for the year 2024, namely:
1. Ms. Sumesa Tangyoosuk Certified Public Account No. 7627 and/or
 2. Mr. Termphong Opanaphan Certified Public Account No. 4501 and/or
 3. Ms. Kosum Cha-em Certified Public Account No. 6011

In the case that the auditors above are unable to perform their duties, EY Corporate Services Limited is allowed to arrange for other of its auditors to audit and report their opinion on the Company's financial statement, in lieu of the aforementioned auditors.

The Board of Directors resolved to approve the determination of the annual audit fee at THB 5,300,000 (five million three hundred and fifty thousand Thai Baht). In this regard, none of these three auditors are shareholders of the Company and they do not have any relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders, or related persons of the aforementioned persons and they do not provide any advisory service to the Company. Therefore, the auditors are independent in auditing and reporting their opinions on the Company's financial statement.

In this regard, with respect to the performance of duties of these auditors, no auditor shall have performed their duties for the consecutive period of longer than 7 years. In addition, the appointment of auditors and the determination of the auditor remuneration for the year 2024 has been considered by the Audit Committee and shall be proposed to the 2024 Annual General Meeting of Shareholders for its further consideration and approval.

- (7) The Board of Directors resolved to approve the amendment of the Company's Articles of Association for 4 articles (Article 26, 33, 35, and 45) to be in accordance with the Public Limited Companies Act (No.4) B.E. 2565 (as amended)

Details of amendments of the Articles of Association of the company are as follows:

Article No.	Original	Proposed Amendment
26	In calling a meeting of the Board of Directors, the chairman of the board or the person assigned shall send a meeting notice to the directors at least 3 days before the meeting date, except in cases of urgent necessity to preserve the rights or benefits of the company, the meeting can be notified by other means and the meeting date can be set earlier than that.	<p>In calling a meeting of the Board of Directors, the chairman of the board or the person assigned shall send a meeting notice to the directors at least 3 days before the meeting date, except in cases of urgent necessity to preserve the rights or benefits of the company, the meeting can be notified by other means and the meeting date can be set earlier than that.</p> <p><u>The Chairman of the Board shall call a meeting of the Board of Directors. However, when there is reasonable cause or to preserve the rights or benefits of the Company, two or more directors may jointly request the Chairman of the Board of Directors to call a meeting of the Board of Directors, provided that the matters and reasons to be proposed to the meeting for consideration shall be specified. In such case, the Chairman of the Board shall call and set a meeting date within fourteen (14) days from the date of receipt of such request.</u></p> <p><u>In the event that the Chairman of the Board does not proceed with calling a meeting as requested by the Board of Directors The directors who make the request may jointly call and schedule a meeting of the committee to consider the requested matter within fourteen (14) days from the expiration</u></p>

Article No.	Original	Proposed Amendment
		<p><u>of the period under the preceding paragraph.</u></p> <p><u>In the event that the Chairman of the Board is not available for any reason, the Vice Chairman of the Board shall call a meeting of the Board of Directors. In the event that the Vice Chairman is not available for any reason. Two or more directors may jointly call a meeting of the board of directors.</u></p>
33	<p>In calling a shareholders' meeting, the Board of Directors shall arrange to have a meeting notice specifying the location, date, time, agenda, and matters to be presented to the meeting together with reasonable details, clearly specifying that it is a matter to be presented for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on such matters, and send it to shareholders and the registrar not less than 7 days before the meeting date <u>and advertise the meeting notice in a daily Thai newspaper published and distributed in the area where the company's head office is located for 3 consecutive periods, not less than 3 days before the meeting date.</u></p> <p>The place for the meeting shall be in the same area as with the head office or any other place based on its discretion of the board of directors.</p>	<p>In calling a shareholders' meeting, the Board of Directors shall arrange to have a meeting notice specifying the location, date, time, agenda, and matters to be presented to the meeting together with reasonable details, clearly specifying that it is a matter to be presented for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on such matters, and send it to shareholders and the registrar not less than 7 days before the meeting date <u>and this notice shall be published in a newspaper or using electronic advertising instead by proceeding according to the rules and methods specified by law.</u></p> <p>The place for the meeting shall be in the same area as with the head office or any other place based on its discretion of the board of directors.</p>
34	<p>A quorum of the meeting shall consist of shareholders or proxies (if any) who represent no less than twenty-five (25) persons or no less than one-half of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of issued shares to constitute a quorum.</p>	<p>A quorum of the meeting shall consist of shareholders or proxies (if any) who represent no less than twenty-five (25) persons or no less than one-half of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of issued shares to constitute a quorum.</p>

Article No.	Original	Proposed Amendment
	<p>If after an hour (1) from the time stated for the start of any meeting, the number of shareholders present does not constitute a quorum as specified in the paragraph one, such meeting shall be cancelled if such meeting was requested by shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In this new meeting, no quorum be required.</p>	<p>If after an hour (1) from the time stated for the start of any meeting, the number of shareholders present does not constitute a quorum as specified in the paragraph one, such meeting shall be cancelled if such meeting was requested by shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In this new meeting, no quorum be required.</p> <p><u>The meeting of shareholders shall proceed according to the agenda specified in the meeting notice, unless the meeting resolves to change the agenda order by a vote of no less than two-thirds (2/3) of the total number of shareholders present at the meeting.</u></p> <p><u>After considering the matters specified in the agenda of the meeting as stipulated in the meeting notice, if shareholders holding collectively not less than one-third (1/3) of the total issued shares request, the meeting may consider additional matters apart from those specified in the meeting notice.</u></p> <p><u>In the event that the meeting cannot conclude its consideration of the matters specified in the meeting notice or additional matters proposed by shareholders and it is necessary to adjourn the consideration, the meeting shall schedule the time, date, and venue for the next meeting. The board of directors shall send notices specifying the venue, date, time, and agenda of the meeting to shareholders no less than seven (7) days before the meeting. Additionally, the notice of the meeting shall be advertised in a newspaper or through electronic media, following the criteria and methods as prescribed by law.</u></p>

Article No.	Original	Proposed Amendment
45	<p>It is prohibited to distribute dividends from any type of money other than profits. In cases where the Company still has accumulated losses, it is prohibited from dividing dividends.</p> <p>Dividends shall be divided according to the number of shares, each share equally, unless the Company issues preference shares with a different specification on receiving of dividend payment from the ordinary shares then such allocation of dividend payment shall be specified provided that such dividend payment must be approved by the shareholders' meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders from time to time where the Company has reasonable profits to do so. and report to the shareholders at the next meeting.</p> <p>The payment of dividends shall be made within one month from the date that a resolution is passed by the shareholders' meeting or the Board of Directors, as the case may be <u>and a written notice shall be delivered to the shareholders and the notice of such dividend payment shall be published in a newspaper not less than three (3) days.</u></p>	<p>It is prohibited to distribute dividends from any type of money other than profits. In cases where the Company still has accumulated losses, it is prohibited from dividing dividends.</p> <p>Dividends shall be divided according to the number of shares, each share equally, unless the Company issues preference shares with a different specification on receiving of dividend payment from the ordinary shares then such allocation of dividend payment shall be specified provided that such dividend payment must be approved by the shareholders' meeting.</p> <p>The Board of Directors may from time to time pay to the shareholders from time to time where the Company has reasonable profits to do so. and report to the shareholders at the next meeting.</p> <p>The payment of dividends shall be made within one month from the date that a resolution is passed by the shareholders' meeting or the Board of Directors, as the case may be and a written notice shall be delivered to the shareholders and <u>the notice of such dividend payment shall be published in newspaper or electronics media, following the criteria and methods as prescribed by law.</u></p>

Furthermore, to assign the authorized director or the person authorized by the authorized director to sign any documents relevant to the registration of the amendment of the Company's Articles of Association at the Ministry of Commerce's Department of Business Development and the authority, as well as to undertake any act necessary for and relevant to as it deems appropriate. In addition, to proposed this matter to the 2024 Annual General Meeting of Shareholders for its further consideration and approval

2. The Board of Directors resolved to approve the scheduling of the 2024 Annual General Meeting of Shareholders on 23 April 2024, at 14.00 hrs., through electronic meeting (E-Meeting) to consider the following agenda items:

- Agenda Item 1: To consider and acknowledge the 2023 operational results of the Company and the Annual Report of the Board of Directors.
- Agenda Item 2: To consider and approve the Financial Statement and Comprehensive Income Statement for the year ending 31 December 2023 which have been audited by the certified public accountant.
- Agenda Item 3: To consider and approve the omission of appropriating the net profits to be a legal reserve fund and to approve the dividend payment of the 2023 operational results of the Company.
- Agenda Item 4: To consider and approve the re-election of the directors who are due to retire by rotation and appointment of new board members.
- Agenda Item 5: To consider and approve the amendments of the Company's Articles of Association.
- Agenda Item 6: To consider and approve the determination of remuneration for the board of directors and subcommittees for the 2024.
- Agenda Item 7: To consider and approve the appointment of the auditors and the determination of the auditor's remuneration for the year 2024
- Agenda Item 8: Other matters (if any)

3. The Board of Directors resolved to approve the scheduling of the date to record the names of the shareholders, who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 14 March 2024.

Please be informed accordingly.

Sincerely yours,

(Ms. Nucharee Jitardhun)

Chief Financial Officer and Secretary

Person authorized to disclose
information