

No. PRI.005/2024

23 April 2024

Subject: Resolution of the 2024 Annual General Meeting of Shareholders

Attention: President
The Stock Exchange of Thailand

As Primo Service Solutions Public Company Limited (the “**Company**”) has convened the 2024 Annual General Meeting of Shareholders on Tuesday, 23 April 2024 at 14.00 hrs., through electronic media (e-AGM) in accordance with the criteria of electronic meeting as specified by relevant laws, to consider the matters according to the agenda items, the Company would like to inform the resolutions of the 2024 Annual General Meeting of Shareholders (the “**Meeting**”) as follows:

1. The Meeting considered and acknowledged the 2023 operational results of the Company and the Annual Report of the Board of Directors.

Remark: This agenda item is only for acknowledgement; therefore, voting is not required.

2. The Meeting considered and approved the Financial Statements and Comprehensive Income Statement for the year ending 31 December 2023 which have been audited by the certified public accountant, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	255,115,760	100.00
Disapproved	0	0.00
Abstained	162,200	-
Invalid Ballots	0	-
Total of 54 shareholders representing 255,277,960 votes.		

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes pursuant to Clause 36 (1) of the Articles of Association of the Company.

3. The Meeting consider and approve the omission of appropriating the net profits to be a legal reserve fund and approve the dividend payment for the year 2023, in the following manners:

3.1 The Company has fully appropriated the net profits to be a legal reserve fund as required by laws in the amount of THB 16,000,000 (Sixteen Million Thai Baht), accounting for 10 (Ten) percent of the registered capital of THB 160,000,000 (One Hundred and Sixty Million Thai Baht) as of 31 December 2022; therefore, the Company is not required to appropriate for any other legal reserve fund for the year 2023.

3.2 The Dividend Payment Policy to distribute the dividend to shareholders at a rate of not less than 40 (Forty) percent of the net profits in accordance with the Separate Financial Statements, after the deducting the corporate income tax and any legal reserve fund annually specified by laws and the Company. In this regard, the Board of Directors will consider the distribution of dividends by taking into account the various factors in order to ensure benefits for the shareholders.

- According to the operational results of 2023, the Separate Financial Statements of the Company has shown that the Company has net profits of THB 401,800,370 (four hundred one million eight hundred thousand three hundred seventy Thai Baht), then, the Company wishes and deems it appropriate 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, totalling 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.
- 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).

Therefore, in 2023, the Company has paid a total dividend not exceeding THB 456,080,000 (four hundred fifty-six million eighty thousand Thai Baht), which is equivalent to a dividend payout rate in 2023 of 114% (one hundred fourteen%) of the net profit according to the Separate Financial Statements, which is a rate higher than the minimum requirement of the Company's dividend policy.

in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	255,277,960	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid Ballots	0	-
Total of 54 shareholders representing 255,277,960 votes.		

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes pursuant to Clause 36 (1) of the Articles of Association of the Company.

4. The Meeting considered and approved the re-election of the 2 (Two) directors who are due to retire by rotation, namely Mr. Somsakul Sangsuwan Director and Mr. Keingkrai Kreebongkan Director to hold office for another term, in accordance with the following votes:

4.1 Mr. Somsakul Sangsuwan

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	255,277,960	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid Ballots	0	-
Total of 54 shareholders representing 255,277,960 votes.		

4.2 Mr. Keingkrai Kreebongkan

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	255,277,960	100.00
Disapproved	0	0.00
Abstained	0	-

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Invalid Ballots	0	-
Total of 54 shareholders representing 255,277,960 votes.		

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes pursuant to Clause 36 (1) and Clause 17 (2) of the Articles of Association of the Company.

- 4.3 The Meeting considered and approved the appointment of new director, in addition, as Mr. Sumeth Ratanasrikul has resigned from the position of Director of the Company, by appointing Mr. Niwat Lomunphan as a new additional director of the Company, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	255,277,960	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid Ballots	0	-
Total of 54 shareholders representing 255,277,960 votes.		

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes pursuant to Clause 36 (1) and Clause 17 (2) of the Articles of Association of the Company.

5. The Meeting consider and approve the amendments of the Company's Articles of Association. Therefore, to amend the Articles of Association of the Company to be in accordance with the PLC Act as amended in B.E. 2565 (2022), details 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	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

Article No.	Original	Proposed Amendment
	<p>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>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 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</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</p>

Article No.	Original	Proposed Amendment
	<p>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>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>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>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>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</u></p>

Article No.	Original	Proposed Amendment
		<p><u>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>
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</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</p>

Article No.	Original	Proposed Amendment
	<p>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>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>

In accordance with the following votes:

Result	No. of votes (1 share = 1 vote).	Percentage of shareholders attending the meeting and casting their votes
Approved	255,277,960	100.00
Disapproved	0	0.00
Abstained	0	-
Invalid Ballots	0	-
Total of 54 shareholders representing 255,277,960 votes.		

Remark: The resolution on this agenda item shall be approved by votes of not less than three-quarters of the total number of votes of the shareholders attending the Meeting and entitled to vote pursuant to Clause 36 (3) of the Articles of Association of the Company.

6. The Meeting consider and approve the remuneration of the board of directors and the sub-committee for the year 2024, in the following manner:

6.1 Monetary Compensation

- (1) Meeting allowance for the Board of Directors (Baht/time/person) (only for directors who attend the meeting)

Unit : THB

Board/Committee	Chairman of the Board Director		Director	
	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
Executive Directors	-	-	-	-

Remark: The Executive Directors of the Company are not entitled to receive meeting allowances in any event.

- (2) Bonus: [none]

6.2 Other Compensation and Privilege (excluding benefits provided to general employees)

- No any other benefits and privilege -

The Board of Directors will not receive the bonus, special compensation and other benefits, both monetary and non-monetary. In addition to welfare provided to general employees with conditions as specified by the Company.

In accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting
Approved	255,633,460	100.00
Disapproved	0	0.00
Abstained	0	-

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting
Invalid Ballots	0	-
Total of 55 shareholders representing 255,633,460 votes.		

Remark: The resolution on this agenda item shall be passed by the votes of no less than (2/3) two-thirds of the total votes cast by the shareholders attending the Meeting pursuant to Clause 36 (2) of the Articles of Association of the Company.

7. The Meeting considered and approved the appointment of Mr. Termphong Oppanapan, Certified Public Account No. 4501 and/or Ms. Gosum Chaame, Certified Public Account No. 6011, and/or Ms. Sumesa Tangyoosuk, Certified Public Account No.7627 of EY Office Services Limited, as the auditors of the Company for the year 2024; and the determination of the audit fee for the year 2024 at THB 1,400,000 (one million four hundred thousand Thai Baht); and that in the case these auditors cannot perform their duty, EY Office Services Limited is allowed to arrange for other of its auditor to audit the accounts and report their opinions on the Financial Statements of the Company in lieu of the aforementioned auditors, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	249,965,960	97.7830
Disapproved	5,667,500	2.2170
Abstained	0	-
Invalid Ballots	0	-
Total of 55 shareholders representing 255,633,460 votes.		

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes pursuant to Clause 36 (1) of the Articles of Association of the Company.

Please be informed and disclose this information to shareholders accordingly.

Sincerely yours,

Primo Service Solutions Public Company Limited

(Ms. Nucharee Jitardhun)
Chief Financial Officer and
Secretary Person authorized to disclose information