

**(Translation)**  
**Minutes of Annual General Meeting of Shareholders for the Year 2017**  
**Of**  
**Premier Technology Public Company Limited**

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Held on 26 April 2017 at 10.00 hrs., at the Conference Room No. 501, 5th Floor, Premier Corporate Park, No 1 Soi Premier 2, Srinakarin Road, Nongbon, Prawet, Bangkok.

Mr. Vichien Phongsathorn, the Chairman of the Board, acting as the Chairman of the Meeting, informed the Meeting that 31 shareholders had attended this Meeting in person, and 103 shareholders were represented by proxy, totaling 134 shareholders, representing 79,900,525 shares or equal to 56.2900 percent of the total distributed shares, which constituted a quorum according to the Articles of Association of the Company. The Chairman addressed the beginning of the Annual General Meeting of the Shareholders for the Year 2017.

During the course of the Meeting, additional shareholders joined the Meeting. As a result by the end of the Meeting, 36 shareholders attended in person and 106 shareholders by proxy, totaling 142 shareholders holding 80,121,338 shares equal to 56.4456 percent of the total number of subscribed shares.

The Chairman introduced all directors who attend the meeting, totaling 8 persons or 100%, as follows:

- |                              |  |
|------------------------------|--|
| 1. Mr. Vichien Phongsathorn  | Chairman of the Board                                |
| 2. Mr. Pirom Chamsai         | Independent Director and Chairman of Audit Committee |
| 3. Mr. Suchai Vatanatrinakul | Independent Director and Member of Audit Committee   |
| 4. Mr. Surabhan Purnagupta   | Independent Director and Member of Audit Committee   |
| 5. Mr. Suradej Boonyawatana  | Director   |
| 6. Mr. Vorathep Rangchaikul  | Director and Chairman of the Executive Committee     |
| 7. Miss Wanna Kolsrichai     | Director   |
| 8. Mr. Harin Uptra           | Director   |

The Company has only one sub-committee, namely the Audit Committee, while the Board of Directors as a whole acts as members of the other sub-committees.

In addition, Miss Sirirat Sricharoensup, an auditor from EY Office Ltd. together with senior executives; Miss Piyada Sooksamai who oversees the Finance and Administration Division and Mr. Teerapol Juthapornpong who oversees the Legal Division were also attended the Meeting.

Prior to the consideration of the agenda, the Chairman informed all present of the procedure for voting on each agenda item, which was divided into 2 cases as follows:

1. In the case where the shareholder attends in person or a proxy holder is authorized with the right to vote on behalf of the shareholder represented, the Chairman shall propose for the Meeting to vote on each agenda item by inquiring whether there was any shareholder who wishes to disapprove or to abstain from voting or not. Should there be any shareholder who raises his hand to show his wish to disapprove or to abstain from voting, then the voting shall be by ballot for the agenda item, which each shareholder had received on registration. Every shareholder must cast his votes for the agenda item on the ballot and submit it to the Company's officer for counting. Should there be no shareholder who wishes to disapprove or to abstain from voting, then it would be deemed that the Meeting had unanimously agreed to the agenda under consideration, with 1 share to be counted as 1 vote.

However, for the voting on Agenda 5 regarding the election of directors to replace those retiring by rotation all shareholders are requested to vote by using the ballot. The Meeting shall not be asked whether any shareholder approves or disapproves for this is an important agenda item.

2. In the case where the shareholder has authorized a proxy to attend the Meeting and has already cast his votes in the proxy form, the votes for each agenda item specified in the proxy form shall be the votes used in counting the resolution of the Meeting.

The Chairman additionally notified the Meeting that for the Annual General Meeting of Shareholders for the year 2017 the Company had provided the opportunity in advance for the shareholders to propose agenda items for inclusion in the Meeting agenda and to nominate candidates for election as directors. The Company disseminated the criteria and procedure for proposing agenda items and director nomination on its website and had advised of such dissemination through channels of the Stock Exchange of Thailand. The proposals and nominations were to be submitted from 1 January 2016 to 31 December 2016. However, none of the shareholders proposed any matter for consideration as an agenda item or nominated candidates for election as directors.

The Chairman then proceeded with the Meeting according to the following agendas:

## **Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year of 2016**

The Chairman proposed for the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2016 held on 20 April 2016. A copy of the Minutes had been sent to all shareholders together with the invitation to the Meeting.

The Chairman provided the opportunity for the shareholders to ask questions or to inform of any amendments to the said Minutes. There being no questions, the Chairman then requested the Meeting to vote.

After consideration, the Meeting unanimously resolved to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2016 held on 20 April 2016 as proposed with the following voting results:

Approved	79,982,125	votes	equivalent to	100.0000 %	of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote	equivalent to	0.0000 %	of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote			
Voided	0	vote			

## **Agenda 2 To acknowledge the report on the Company's operating results of the year 2016**

The Chairman requested Mr. Harin Upra, Director and Managing Director of Datapro Computer Systems Co., Ltd. (DCS), a subsidiary that is the Company's main business, to report on significant events of the Company and its subsidiary in 2016 which could be summarized as follows:

Premier Place building has a rental space 9,688.05 square meters. In 2016, an area rented was 7,442.05 square meters, increased 2.16 percent from the previous year, rental charge was 220.00 Baht / sqm and rental service was 220.00 Baht / sqm with 3 years rental period. The rental fee was 47.49 Million Baht, decreased from the previous year 2.18 Million Baht, Net Profit was 12.83 million baht, increased from the previous year 1.08 Million Baht.

For DCS (the subsidiary), Information Technology Business in 2016 had the proportion of sales by business segment as follow: customers in the financial services business was 42 percent, customers in technology and communications business was 22 percent and customer in services business was 17 percent. The revenue comes from the sale of information technology by 67 percent and revenue from services by 33 percent.

Then report the operation result of the Company and its subsidiary for the year 2016 to the Meeting in summary as follows:

The Performance of the Company and its subsidiary, the Company and its subsidiary had total revenues in the amount of 2,634.47 Million Baht with the net profit of 164.29 Million Baht. For DCS, total revenues in the amount of 2,620.37 Million Baht with the net profit of 156.15 Million Baht.

For sustainability development, The Company and its subsidiary adhere to mutual success of business, employees and society, which is believed that "Mutual Sustainability is the keystone to the survival of business and society". In all activities of the Company and its subsidiary emphasized on participating with efficiently propulsion as following details:

### **Business**

- Anti-corruption
  - Plan for E-learning with quiz
  - Inform policy and invite clients / partners to participate in anti-corruption program.
- Risk Management
  - Review of corporate risk and continuous planning
  - Plan for E-learning with quiz
- Seminar with partners to provide knowledge and understanding to customers and interested parties.
- Company Disclosure through IR.

### **Employee**

- Continuous training
- Promote employee's club for participation in the organization of Employee Engagement
- Hepatitis B Vaccination in employee without immunity
- Disclosure of corporate tax information via corporate Intranet
- Promoting savings in various forms such as Cooperative Saving, Provident Fund and RMF + LTF

### **Social/Environment**

- Activities linking with partners / customers
  - The donation of old computers in good condition
  - A visit to Human wheel clinic at Nong Bua Lamphu

- Support the activities of educational institutions
- Support activities and products of sustainable development business
- Support and participate in the activities of the 4 core values

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to acknowledge the report on the Company's operating results for the year 2016.

**Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2016.**

The Chairman proposed for the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2016, which have been audited by the auditor. The information are as detailed in the annual report, which had been sent to the shareholders together with the invitation to the Meeting.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the appropriation of the profit and the dividend payment for the year 2016 as proposed with the following voting results:

Approved	80,117,338 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0 vote	
Voided	0 vote	

**Agenda 4 To consider and approve the reduction of registered capital of the Company from 142,440,489 Baht to be 141,944,471 Baht by cutting out 496,018 ordinary shares with par value 1 Baht each**

Due to Agenda 6 to Agenda 9, the Company will consider the increasing of the Company's registered capital and stock dividend payment to shareholders from the increased registered capital. According to Section 136 of the Public Company Limited Act B.E. 2535, the Company can increase capital in case there must be no stock available. In other words, the Company must have a registered capital equal to the paid-up capital.

At present, the company has a registered capital of 142,440,489 Baht and paid up capital of 141,944,471 Baht. Therefore, it is necessary to reduce the registered capital to be paid up capital by cutting out 496,018 unissued shares.

The Chairman proposed for the Meeting to consider and approve the reduction of the Company's registered capital from 142,440,489 Baht to be 141,944,471 Baht cutting out 496,018 unissued shares with a par value 1 Baht each

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the reduction of the Company's registered capital as proposed with the following voting results:

Approved	80,117,338 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Voided	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted.

**Agenda 5 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect such capital reduction in agenda 4**

The Chairman proposed for the Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect such capital reduction in agenda 4 as follow:

- "4. The Registered Capital is 141,944,471 Baht (One Hundred and Forty One Million, Nine Hundred Forty Four Thousand, Four Hundred and Seventy One Baht) divided into 141,944,471 Shares (One Hundred and Forty One Million, Nine Hundred Forty Four Thousand, Four Hundred and Seventy One Shares) at 1.00 Baht Each (One Baht) Divided into

Common Share	141,944,471	Shares (One Hundred and Forty One Million, Nine Hundred Forty Four Thousand, Four Hundred and Seventy One Shares)
Preferred Stock	-	Share ( - )

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company as proposed with the following voting results:

Approved	80,117,338	votes equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Voided	0	vote equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted.

**Agenda 6 To consider and approve the increase of registered capital of the Company from 141,944,471 Baht to be 283,888,942 Baht by issuing 141,944,471 new ordinary shares with par value 1 Baht each**

The Chairman proposed for the Meeting to consider and approve the increase of registered capital of the Company from 141,944,471 Baht to be 283,888,942 Baht by issuing 141,944,471 new ordinary shares with par value 1 Baht each which will be allocated as stock dividend to the shareholders.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions which were as follows:

Shareholders: Why the company needs to increase capital and pay stock dividends?

Chairman: Since the registered capital and shares of the Company are very small compared to other listed companies in the same business.

Shareholder: Does the book-closing date of the shareholders to determine the right to receive dividends (XD marking) affect the reduction of stock price or not?

The Chairman: The purpose of book-closing date of the shareholders to determine the right to receive dividends is to determine the names of shareholders who are entitled to receive dividends only. The share price will then follow the market mechanism.

Shareholder: After stock dividend payment, what is the stock price?

Chairman: Normally, the share price will follow the market mechanism. However, if the shareholders approve the stock dividend payment, the number of shares will increase one fold while shareholders' equity will remain the same. This will result in declining book value and diluted earnings per share. Therefore, the stock price in the stock market is likely to fall in the same direction.

Shareholder: Acknowledged and no further questions.

The Chairman then asked the Meeting to approve increase of registered capital of the Company as proposed with the following voting results:

Approved	80,117,338	votes equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Voided	0	vote equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted.

**Agenda 7 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect such capital increase in agenda 6**

The Chairman proposed for the Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect such capital increase in agenda 6 as follow:

“4. The Registered Capital is 283,888,942 Baht (Two Hundred and Eighty Three Million, Eight Hundred Eighty Eight Thousand, Nine Hundred and Forty Two Baht) divided into 283,888,942 Shares (Two Hundred and Eighty Three Million, Eight Hundred Eighty Eight Thousand, Nine Hundred and Forty Two Shares) at 1.00 Baht Each (One Baht) Divided into Common Share 283,888,942 Shares (Two Hundred and Eighty Three Million, Eight Hundred Eighty Eight Thousand, Nine Hundred and Forty Two Shares) Preferred Stock - Share ( - )

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company as proposed with the following voting results:

Approved	80,117,338 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Voided	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted.

**Agenda 8 To consider and approve the appropriation of the profit and the dividend payment for the year 2016 in the form of stock dividend and cash dividend**

The Chairman informed the Meeting that the Company has policies to pay dividends to the shareholders at a rate of not less than 50% of net profit after income tax and deduction of legal reserves. However, such dividend policies may be changed depending on the companies' investment plans, necessities and appropriateness in the future. At the end of 2016, the Company had net profit 191.40 Million Baht, and had retained earnings after statutory reserve 328.49 Million Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the dividend payment from the operating results of the year 2016 and retained earnings to the shareholders of the Company in the form of stock dividend and cash dividend as follows:

- stock dividend in the total number of 141,944,471 shares with par value at 1 Baht each which shall be allocated to the shareholders of the Company at the ratio of 1 existing share per 1 new share, being the total value of 141,944,471 Baht and dividend pay-out rate of 1 Baht per share; and
- cash dividend at the rate of 0.88 Baht per share, being the total amount of 124,911,134.48 Baht.

In total, the dividend will be paid at the rate of 1.88 Baht per share, being the total amount of 266,855,605.48 Baht.

When combining such amount with the interim dividend paid to the shareholders of the Company on 8 September 2016 in cash at the rate of Baht 0.12 per share, totaling Baht 17,033,336.52, the total amount of dividend paid from the operating results of the Company for the year 2016 and retained earnings shall be at the rate of 2 Baht per share, being the total amount of 283,888,942 Baht, representing a net profit of 148.15%. And consistent with the dividend policy, the name of the shareholders entitling to receive the proposed dividend on Monday 6 March 2017 and to close the share register book to collect the name of the shareholders pursuant to Section 2 2 5 of the Securities and Exchange Act B.E. 2 5 3 5 on Tuesday 7 March 2017 and that the dividend payment date shall be Thursday 18 May 2017.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions which were as follows:

Shareholder: Withholding tax calculated based on stock dividend can be used as a tax credit?

Chairman assigned Mrs. Pensri Detting-eng, Senior Director of Accounting, to clarify about withholding tax: Mrs. Pensri clarified that withholding tax calculated on stock dividend can be used as a tax credit.

Shareholder: What is the difference between stock dividend and stock split?

Chairman assigned Mrs. Walairat Pongjitt, Senior Director of Finance and Investment, to clarify about stock dividend and stock split: Mrs. Walairat clarified that stock split of a listed company is due to the high price of the Company's shares resulting in a low trading volume. Stock dividend is a form of dividend payment.

Shareholder: What if the shareholder does not approve the capital increase?

Chairman: The Company will not be able to pay dividends to its shareholders.

Shareholder: It is recommended that since the dividend payment is approved by the shareholders, the company should allow the shareholder meeting to determine the shareholders' book closing date to determine the right to receive the dividend (XD).

Chairman: The Board acknowledges and respects the shareholders' approval. But the Board of Directors set the closing date of the share register to clarify the list of shareholders who are entitled to receive dividends only. In the notice of the Board of Directors' resolution to the book-closing date, the Board has clearly stated that the dividend payment is authorized by the shareholders' meeting.

Shareholder: Acknowledged and no further questions

The Chairman then asked the Meeting to approve the appropriation of the profit and the dividend payment for the year 2016 as proposed with the following voting results:

Approved	80,121,338 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0 vote	
Voided	0 vote	

**Agenda 9 To consider and approve the allocation of new ordinary shares of the Company as stock dividend to the shareholders**

The Chairman proposed for the Meeting to consider and approve the allocation of 141,944,471 new ordinary shares with par value 1 Baht each as stock dividend to the shareholders at the ratio of 1 existing share per 1 new share to reflect such dividend payment in agenda 8.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the allocation the allocation of new ordinary shares of the Company as proposed with the following voting results:

Approved	80,121,338 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0 vote	
Voided	0 vote	

**Agenda 10 To consider the election of directors to replace those retiring by rotation and appointment of new director**

The Chairman informed the Meeting that according the Public Limited Companies Act B.E. 2535 with Article 13 and Article 15 of the Articles of Association of the Company stipulates that the Board of Directors must comprise not less than 5 members whose appointment shall be approved by the shareholders' meeting and that at every annual general meeting of shareholders, one-third of the directors or the number of directors closest to one-third shall retire. The directors to vacate office within the first and second year following company registration shall draw lots. In subsequent years, the directors serving the longest shall resign. The directors who vacate office are eligible for re-election by the shareholders.

The Company presently has 8 directors and at the Annual General Meeting of Shareholders for the year 2017 there are 3 directors must retire, namely,

1. Mr. Vichien Phongsathorn Director
2. Mr. Harin Upa Director
3. Mr. Surabhan Purnagupta Independent Director

At present the Company has not appointed Nomination Committee. However, the Board of Directors, except the director who is the stakeholders, are acting to consider the criteria and process for nomination of persons with appropriate qualifications directors and in accordance with the strategy of the business to serve as directors, as well as the performance in the past year, that it is appropriate to propose the shareholder's meeting to re-elect the 3 retired directors who are qualified as directors of the Company for another term.

And for more efficiency of management, the Board of Directors has discretion to propose shareholders to appoint Mrs. Duangthip Eamrunroj to be the new director.

Incidentally, the Company has provided an opportunity for shareholders to nominate any qualified candidate to be elected as director according to the criteria disclosed on the Company's website but no nomination was made.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions which were as follows:

Shareholder: May Mrs. Duangthip Eamrunroj introduce herself and show the vision to the meeting.

Chairman invited Mrs. Duangthip Eamrunroj to introduce herself and show a vision.

Shareholder: Does Mrs. Duangthip have time for the management of the Company?

Mrs. Duangthip Eamrunroj: Since she is now retired from his regular job, therefore, it is possible to allocate time to help manage the Company as a director.

Shareholder: Does Mrs. Duangthip receive any compensation?

Mrs. Duangthip Eamrunroj: As a Management of the Premier Group of Companies, no compensation is required both meeting allowance and annual remuneration.

Shareholder: Acknowledged and no further questions

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote by using the ballot.

After consideration, the Meeting resolved to re-elect the 3 retiring directors as directors for another term with the following voting results:

1. Mr. Vichien Phongsathorn	Director	
Approved 80,120,098 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Disapproved 0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Abstained 1,200 vote		
Voided 0 vote		
2. Mr. Harin Upra	Director	
Approved 79,264,538 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Disapproved 0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Abstained 1,200 vote		
Voided 0 vote		
3. Mr. Surabhan Purnagupta	Independent Director	
Approved 80,120,138 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Disapproved 0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Abstained 1,200 vote		
Voided 0 vote		

And appoint additional director with the following voting results:

1. Mrs. Duangthip Eamrungrroj		
Approved 79,119,958 votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Disapproved 0 vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted;	
Abstained 1,200 vote		
Voided 0 vote		

#### **Agenda 11 To consider and approve the director's remuneration for the year 2017**

The Chairman informed the Meeting that at present the Company has not appointed Remuneration Committee. However, the Board of Directors, except the director who is the stakeholders, are acting to consider the remuneration of the Company's directors by comparison with listed companies in the same industry, similar income and similar market value, as well as based on the Company's performance and the responsibilities of the directors. The Board deemed it appropriate to set the remuneration for the directors for the year 2017 as follows:-

Remuneration	2016	2017
<u>Meeting Allowance of Board of Directors</u>		
- Chairman (Baht/time)	21,000	21,000
- Director (Baht/person/time)	16,000	16,000
<u>Meeting Allowance of Audit Committee</u>		
- Chairman of Audit Committee (Baht/time)	21,000	21,000
- Audit Committee (Baht/person/time)	16,000	16,000
<u>Annual Remuneration</u>		
- Chairman (Baht/year)	260,000	300,000
- Chairman of Audit Committee (Baht/year)	260,000	325,000
- Member of Audit Committee (Baht/person/year)	230,000	290,000
- Other Director (Baht/person/year)	230,000	230,000
Other Remunerations	None	None

Meeting allowances are paid only to directors who attend each respective meeting and the directors who are management disclaim for this remuneration, both meeting allowance and annual remuneration.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the director's remuneration for the year 2017 as proposed, with the following voting results exclude the vote of the shareholders who had an interest of 2,655,820 votes:

Approved	75,509,218	votes	equivalent to 97.4746 % of the total shares held by the shareholders who attended the Meeting and having the rights to vote;
Disapproved	1,693,400	vote	equivalent to 2.1860 % of the total shares held by the shareholders who attended the Meeting and having the rights to vote;
Abstained	262,900	vote	equivalent to 0.3394 % of the total shares held by the shareholders who attended the Meeting and having the rights to vote;
Voided	0	vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and having the rights to vote.

#### **Agenda 12 To consider and approve the appointment of the auditors and approve the auditor fee for the year 2017**

The Chairman informed the Meeting that in order to comply with the Public Listed Companies Act B.E. 2535, which stipulates that the General Meeting of Shareholders shall appoint the auditor and approve the audit fee, and based on the recommendations of the Audit Committee, which consider on the factor of professional standard, work efficiency, experience in auditing work and fees policy on comparative basis with the quantity of work and the fees policy of the auditor firm in the same level, the Board of Directors considers it appropriate to propose to the shareholders' meeting to appoint Miss Sirirat Sricharoensup, Certified Public Accountant (Thailand) No. 5419 or Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315 or Miss Supanee Triyanantakul, Certified Public Accountant (Thailand) No. 4498 of EY Office Limited be the Company's Auditors of the year 2017 and fix the Auditor's fee of 545,000 Baht with no other service charges. Therefore, the audit fee for the year 2017 will increase from the audit fee for the year 2016 in the amount of 50,000 Baht.

The proposed auditors are auditors approved by the Securities and Exchange Commission. These auditors have no relation or interest with the Company / subsidiary / management / major shareholders or connected persons and, therefore, can independently perform the audit and provide their opinions on the Company's financial statements. The proposed auditors has been appointed as the company's auditor since 2016.

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

Incidentally, the Audit Committee considered and commented to propose the appointment of auditors and their audit fees are appropriate.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the appointment of the auditor and approve the audit fee for the year 2017 as proposed with the following voting results:

Approved	79,858,438	votes	equivalent to 100.0000 % of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote	equivalent to 0.0000 % of the total shares held by the shareholders who attended the Meeting and voted.
Abstained	262,900	vote	
Voided	0	vote	

#### **Agenda 13 Other business (if any)**

The Chairman informed the Meeting that the Company had provided an opportunity for the shareholders to submit questions for clarification by the Company or the Board of Directors on any issue related to the agenda of this Annual General Meeting of Shareholders from the date of issuance of the invitation to the meeting by the Company of 24 March 2017 until 10 April 2017. It appeared that no shareholder shall submit the question.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions or give suggestion which were as follows:

Shareholder: How about the proportion of service income, the work of Pinthong Industrial Estate and 5G?

Mr. Harin Upra, Director and Managing Director of DCS: The service continues to receive revenue from 2016. The work of Pinthong Industrial Estate is still in the preparation of working team,



expected to start earning in the end of 2017. Since DCS has customers in 5G business, therefore, it is likely that the income from this work is reasonable.

Chairman further clarified that business at Pinthong Industrial Estate which located in Chonburi will serve Eastern customers.

Shareholder: Does the development and growth of Cloud Technology affect the company's business?

Mr. Harin Upra, Director and Managing Director of DCS: There are both positive and negative. The positive effect comes from the fact that the company, as a Cloud Technology distributor, will earn more. The negative effect was a result of the decline in On Premise sales.

Shareholder: Acknowledged and no further questions.

The Chairman thanked the shareholders for attending the Meeting and for their continuous support of the Company. The Chairman then declared the Meeting closed.

The Meeting was adjourned at 11.30 hours.

Signed - Mr. Vichien Phongsathorn - Chairman of the Meeting  
(Mr. Vichien Phongsathorn)