

**(Translation)**  
**Minutes of Annual General Meeting of Shareholders for the Year 2019**  
**Of**  
**Premier Technology Public Company Limited**

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Held on 24 April 2019 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 30 shareholders had attended this Meeting in person, and 21 shareholders were represented by proxy, totaling 51 shareholders, representing 175,759,754 shares or equal to 61.9114 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 2019.

During the proceedings, there were additional shareholders attending the meeting. Finally, there were 34 shareholders attending the meeting in person and 22 shareholders attending the meeting by proxy, totaling 56 shareholders holding 176,447,070 shares equal to 62.1536 percent of the total number of subscribed shares.

The Chairman then introduced the Board of Directors, totaling 10 directors who were all present at the Meeting, representing 100 percent as follow:

- |     |                           |   |
|-----|---------------------------|---|
| 1.  | Mr. Vichien Phongsathorn  | Chairman of the Board and<br>Chairman of the Executive Committee        |
| 2.  | Mr. Pirom Chamsai         | Independent Director and Chairman of the Audit Committee                |
| 3.  | Mr. Surabhan Purnagupta   | Independent Director and Member of the Audit Committee                  |
| 4.  | Mrs. Suphasri Sutanadhan  | Independent Director and Member of the Audit Committee                  |
| 5.  | Mr. Surapol Srangsomwong  | Independent Director and Member of the Audit Committee                  |
| 6.  | Mr. Suradej Boonyawatana  | Director  |
| 7.  | Mrs. Duangthip Eamrungraj | Director  |
| 8.  | Mrs. Walairat Pongjitt    | Director  |
| 9.  | Miss Wanna Kolsrichai     | Director  |
| 10. | Mr. Harin Upra            | Director and<br>Managing Director of Datapro Computer Systems Co., Ltd. |

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

In addition, Miss Siraporn Ouuanunkun, 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 2019 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 2018 to 31 December 2018. However, none of the shareholders proposed any matter for consideration as an agenda item or nominated candidates for election as directors.

In addition, the Chairman informed that after the completion of the meeting, the Company had arranged a van to send the shareholders who wished to return by the BTS at Udomsuk station. There would be staff to facilitate the use of such services.

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 2018**

The Chairman proposed for the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on 25 April 2018. 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 2018 held on 25 April 2018 as proposed with the following voting results:

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	175,764,470	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

## **Agenda 2 To acknowledge the report on the Company's operating results of the year 2018**

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 2018 which could be summarized as follows:

The business of DCS (the subsidiary) is Information Technology Business. In 2018, DCS had the proportion of the revenue comes from On Premise business by 62 percent, revenue from Recurring business by 31 percent and revenue from Non-Recurring business by 7 percent.

The Performance of the Company and its subsidiary, the Company and its subsidiary had total revenues in the amount of 2,663.73 Million Baht with the net profit of 157.84 Million Baht. For DCS, total revenues in the amount of 2,642.21 Million Baht with the net profit of 162.31 Million Baht.

For the sustainability development, the Company and its subsidiary believe the mutual success of the business, employees and partners will be achieved with the cooperation of all people. In all activities of the Company and its subsidiary emphasized on participating with efficiently propulsion as following details:

### Business

- Anti-corruption
- Business continuity
- Reliability
- Disclosure and communication
- Safety and convenience of office buildings
- Business innovation

### Staff

- Fair employment
- Cultivating consciousness and employee development
- Cultivating consciousness in action among employees

### Social / environmental aspects

- Support education
- Promotion of income generation for the disabled
- Environmental management

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

Shareholder: Ask about the recurring income of 31 percent: what is the DCS's strategy to increase the proportion? What is the goal? How to maintain the customers?

Mr. Harin Upra, Director and Managing Director DCS: DCS's strategy is to add more services, such as opening a Data Center in Phase 4, adding more long-term services, etc. By complying with ISO27001 standards, the results of IT services will have high standards and precision. However, the goal of recurring revenue is 50% of total revenue.

Chairman: DCS gradually accumulates customers by providing standard services, by income in every year has grown steadily, except in the year 2017, where revenue has grown with a leap forward.

Shareholders: DCS has outstanding services in which sector? DCS should have standards that are superior to competitors.

Mr. Harin Upra, Director and Managing Director DCS: Most DCS' customers are private companies that operate in the financial service, such as banks and financial institutions. Before starting the business, the customers will first check what standard DCS has received, has been certified by CAC or not, be a public company or not. DCS will have to create these standards to be ready for such business.

There being no further questions, the Chairman then informed that the Meeting has acknowledged the report on the Company's operating results for the year 2018.

**Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2018**

The Chairman proposed for the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2018 which have been audited by the auditor. The information is 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 had considered and resolved to approve the Financial Statements of the Company for the year ended 31 December 2018 as proposed with the following voting results:

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	176,447,070	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

**Agenda 4 To consider and approve the appropriation of the profit and the dividend payment for the year 2018**

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 2018, the Company had net profit 190.53 Million Baht, and had retained earnings after statutory reserve 199.,89 Million Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the additional dividend payment at the rate of 0.50 Baht per share, with the total amount of 141,944,471.00 Baht. When combining such rate of additional dividend with the interim dividend paid to the shareholders on 5 September 2018 at the rate of 0.15 Baht per share, totaling 42,583,341.30 Baht, the total amount of dividend paid from the operating results of the Company for the year 2018 will be at the rate of 0.65 Baht per share, being the total amount 184,527,812.30 Baht, representing a net profit of 97.01 percent and consistent with the dividend policy. The name of the shareholders entitling to receive the proposed dividend shall be determined on Monday 4 March 2019 and the dividend payment date shall be Thursday 9 May 2019.

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 2018 as proposed with the following voting results:

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	176,447,070	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

**Agenda 5 To consider the appointment of directors to replace those retiring by rotation**

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 10 directors and at the Annual General Meeting of Shareholders for the year 2019 there are 3 directors must retire, namely,

1. Mrs. Duangthip Eamrungrroj Director
2. Miss Wanna Kolsrichai Director
3. Mrs. Walairat Pongjitt Director

At present, 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 appoint the 3 retired directors by rotation who are qualified as directors of the Company for another term.

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. There being no questions, the Chairman then asked the Meeting to vote.

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

1. Mrs. Dunagthip Eamrungrroj Director

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	174,428,210	100.0000
Disapproval	0	0.0000
Abstention	18,500	-
Voided Ballot	0	-

2. Miss Wanna Kolsrichai Director

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	175,428,570	100.0000
Disapproval	0	0.0000
Abstention	18,500	-
Voided Ballot	0	-

3. Mrs. Walairat Pongjitt Director

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	174,782,570	100.0000
Disapproval	0	0.0000
Abstention	84,500	-
Voided Ballot	0	-

**Agenda 6 To consider and approve the director's remuneration for the year 2019**

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 setting the remuneration for the directors for the year 2019 equal to the remuneration for the directors for the year 2018 as follow:

Remuneration	2018	2019
<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)	300,000	300,000
- Chairman of Audit Committee	(Baht/year)	325,000	325,000
- Member of Audit Committee	(Baht/person/year)	290,000	290,000
- Other Director	(Baht/person/year)	230,000	230,000
Other Remunerations		None	None

The meeting allowance will be paid only to the directors who attend the meeting without any privileges or benefits. For all directors who are management disclaim for this remuneration, both meeting allowance and annual remuneration.

The consideration of the remuneration of the directors that the Board of Directors has made comparative analysis based on the survey conducted by the Thai Institute of Directors (IOD) in the year 2018 and the Stock Exchange of Thailand (SET) in the year 2016 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.

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 2019 as proposed, with the following voting results exclude the vote of the shareholders who had an interest of 6,891,640 votes:

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	169,555,430	100.0000
Disapproval	0	0.0000
Abstention	0	0.0000
Voided Ballot	0	0.0000

**Agenda 7 To consider and approve the appointment of the auditors and approve the auditor fee for the year 2019**

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 approve the appointment of Miss Siraporn Ouaanunkun, Certified Public Accountant (Thailand) No. 3844 or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant (Thailand) No. 4523 or Mr. Chatchai Kasemsrithanawat, Certified Public Accountant (Thailand) No. 5813 of EY Office Limited be the Company's Auditors of the year 2019, which all 3 persons have been appointed as auditors of

the Company since 2018, and fix the Audit fee of 620,000 baht, equal to the audit fee for the year 2018, with no other service charges.

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 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 2019 as proposed with the following voting results:

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	176,447,070	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

#### **Agenda 8 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 22 March 2019 until 10 April 2019. 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:

Shareholders: Would like to know the vision of the 3 directors who have been re-elected for another term.

Mrs. Duangthip Eamrunroj, Director: Being a director representing the Premier Group of Companies for administration matters, has the ability to manage the business. The challenge of this business is the technological change that is a leap forward, both products and services

Mrs. Walairat Phongjitt, Director: Being a director responsible for finance and investment, to take care of and help DCS in funding.

Miss Wanna Kolsrichai, Director: Being a director who takes care of DCS since being a small business. Therefore, be confident in the sustainable business growth both in terms of employees, society and the environment

Chairman: The source of the Board of Directors and the Audit Committee, the Audit Committee has expertise in each area and supervise the business of the Company. For the Board of Directors, Mrs. Duangthip



Eamrunroj responsible for the Corporate Governance and Legal, Mrs. Wirairat Phongjitt responsible for finance and investment, Miss Wanna Kolsrichai responsible for information technology and businesses in the Premier Group of Companies. All these 3 directors support the management of Mr. Harin Upra, who directly responsible for information technology and take care of the innovation of the business.

Shareholder: Are the conditions of business competition troubling? What is the growth of the year 2019?

Mr. Harin Upra, Director and Managing Director DCS: In DCS business, there is a very high competition but trying to do the best. DCS will not compete in the government sector, which is a group of non-dominant customers, but will compete in the private sector customers that operate in the financial service, such as banks and financial institutions. Of course, under high competition, there will be some wins and losses. The financial service customers are usually the same customers, rarely change. There are some competitors that are Global Player from abroad. In normal, the growth in information technology will have good prospects, by trying to seize the existing customer base and adding new potential customers.

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 11.16 hours.

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