

(Translation)

**Minutes of Annual General Meeting of Shareholders for the Year 2011**

**Of**

**Premier Technology Public Company Limited**

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Held on 21 April, 2011, at 10.00 hrs., at the Conference Room No. 501, 5<sup>th</sup> 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 20 shareholders had attended this Meeting in person, and 19 shareholders were represented by proxy, totaling 39 shareholders, representing 101,518,027 shares or equal to 71.52 per cent 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 2011.

The Chairman introduced the Board of Directors and auditor attending the meeting to the meeting as follows:

- |    |                                |   |
|----|--------------------------------|---|
| 1. | Mr. Vichien Phongsathorn       | Chairman of the Board                                   |
| 2. | Mr. Viwat Phongsathorn         | Director and Managing Director                          |
| 3. | Mr. Udom Chartianont           | Independent Director and Chairman of<br>Audit Committee |
| 4. | Mr. Suchai Vatanatrinakul      | Independent Director and<br>Audit Committee             |
| 5. | Mr. Katiya Greigarn            | Independent Director and<br>Audit Committee             |
| 6. | Mr. Paritud Bhandhubanyong     | Independent Director                                    |
| 7. | Mr. Suradej Boonyawatana       | Director  |
| 8. | Mrs. Chonlaros Suntiasvaraporn | Auditor of Earnst & Young Office Limited                |

Before beginning with the agendas, the Chairman informed the Meeting relating to voting procedure of each agenda. The voting procedure divided into 2 circumstances as follows:

1. In case that a shareholder attended the Meeting in person, or through a proxy authorized to vote on behalf of the shareholder, the Chairman would propose the Meeting to vote in each agenda, by asking whether there were any shareholders who disagreed or abstained to vote or not. If any shareholder showed his or her hand for disagreement, or abstention to vote, then that agenda would be voted by the ballot received from the registration. The ballots were collected by the Company's staff for vote counting. If there was no person disagreed, and abstained to vote, then it would be deemed that all shareholders had agreed to such agenda. The counting was 1 share per 1 vote.

2. In case of a proxy to participate in the Meeting and the shareholder had fixed his or her votes in the instrument of proxy, then the vote in each agenda, indicated by the instrument of proxy, would be counted for resolutions of the Meeting.

In case of both voting procedures, whether there were no shareholders who disagreed or abstained to vote, then it would be deemed that the shareholders unanimously resolved and agreed on the agendas.

The Chairman further informed that in the Annual General Meeting of Shareholders for the year 2011, the Company had offered opportunity to shareholders to propose other agendas and the name of person to be considered as director(s) of the Company via the Company's website and the Stock Exchange of Thailand on 15 November 2010, the submission started from 15 November 2010 until 15 January 2011. There were not any matters or name of person proposed.

Thereafter, the Chairman commenced the Meeting according to the agendas as follows:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year of 2010**

The Chairman proposed the Meeting to adopt the Minutes of the Annual General Meeting of the Shareholders for the year of 2010 held on 22 April 2010, the copies of which was sent to all shareholders together with the invitation letter to summon this Meeting.

The Meeting had considered, and resolved to adopt the Minutes of the Annual General Meeting of the Shareholders for the year 2009 with majority votes of the shareholders participated in the Meeting as follows:

Agreed	101,518,027	Votes equivalent to	100.00 per cent
Disagreed	0	Vote equivalent to	0.0000 per cent
Abstained	0	Votes equivalent to	0.0000 per cent

**Agenda 2 To acknowledge the report on the Company's operating results of the year 2010**

The Chairman requested for Mr. Viwat Phongsathorn, the Managing Director, to summarize the Performance of the company for the year 2010.

The Managing Director reported and summarized the Performance of the Company in year 2010, as follows:

The Performance of the Company and its subsidiary in the year 2010, the Company and its subsidiary had total revenues in the amount of 1,540.44 Million Baht, net profit of 28.39 Million Baht, and profit per share of 0.20 Baht. The Company in 2010 had net loss of 6.40 Million Baht.

The Financial Status of the Company and its subsidiary as at 31 December 2010, The Company had total assets of 890.29 Million Baht, total liabilities of 621.02 Million Baht, and the shareholders' equity of 269.27 Million Baht. The Financial Statement of the Company had total assets of 230.30 Million Baht, total liabilities of 0.92 Million Baht and the shareholders' equity of 229.38 Million Baht.

The future business direction of the Company and its subsidiary will continuously focus on service business which are the after sale service, the

implementation of Information Technology System, the Training and advisory service, the outsourcing upon demand of customer service, the digital content management and development, and the software providing as a service such as the implementation of Human Resources Management system and payroll and other compensation system etc.

The Chairman asked whether anyone had any comments/ questions or not. There was no question, and then the Chairman requested the Meeting to acknowledge the Performance of the Company for the year 2010.

The Meeting acknowledged the Performance of the Company for the year 2010.

**Agenda 3 To consider approve the Company's financial statements for the year ended December 31, 2010.**

The Chairman proposed the Meeting to approve the Financial Statements of the Company for the year ended 31 December, 2010, which had been audited and certified by the auditor, as per the details in the Annual Report sent to all shareholders together with the invitation letter to summon this Meeting.

Questions were raised by the shareholder and replied by the Chairman and executives, which could be summarized as follows:

1. Why the Company did not received dividend from its subsidiaries in 2010?

The Chairman clarified that dividend from subsidiary is normally paid about the middle of each year. However, as the political situation in the past year was not normal and affected to the business of the subsidiary, The Company, therefore, agreed to maintain the financial status of the subsidiary, which is the main business operation, as unusual event. Notwithstanding, even the Company did not received the dividend form the subsidiary, the financial status of the Company was not affected according to the consoled financial statement, as the Company hold 100% of the shares of the subsidiary.

2. What was the cause for the loss of Baht 3.82 million on impairment of investment in associated company?

The Chairman clarified that such investment in associates is made in the form of joint ventures with a Japanese company. To which, the operating result got loss and did not achieved as expected. Therefore, the Company has proportionally recognized loss of associated company in respect to the accounting standard.

There being no other question, the Chairman then proposed that the meeting approve the financial statements for the year ended 31 December 2010

The Meeting had considered, and resolved to approve the Financial Statements of the Company for the year ended December 31, 2010, which was audited and certified by the auditor. with majority votes of the shareholders participated in the Meeting as follows:

Agreed	101,518,027	Votes equivalent to	100.00 per cent
Disagreed	0	Votes equivalent to	0.0000 per cent
Abstained	0	Votes equivalent to	0.0000 per cent

**Agenda 4 To consider approve the the appropriation of the profit and the dividend payment for the year 2010**

The Chairman informed the Meeting that the Company has policy of dividend payment considering from its performance and cash flow of the Company. In 2010, the Company has net loss of 6.40 Million Baht, retained earning after legal reserve of 80.32 Million Baht. After consideration to the financial status of the Company, the Board of directors has an opinion that the Company has sufficient cash flow to satisfy with the dividend policy, therefore it is appropriate to propose the shareholders' meeting to approve the payment of the annual dividend for the year 2010 at the rate of Baht 0.15 per share. The total amount of dividend payment is approximately 21.29 Baht million .The record date for shareholders who are eligible to receive dividend payment is Friday, May 6, 2011 and the book closing date for collecting shareholders' names according to Section 225 of the Securities and Exchange Act B.E.2535 is Monday, May 9, 2011. And the date of dividend payment will be on Friday, May,20, 2011.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to approve the profit allotment and dividend payment.

The Meeting had considered, and resolved to approve the profit allotment and dividend payment with majority votes of the shareholders participated in the Meeting as follows:

Agreed	101,518,027	Votes equivalent to	100.00 per cent
Disagreed	0	Vote equivalent to	0.0000 per cent
Abstained	0	Votes equivalent to	0.0000 per cent

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

The Chairman informed the Meeting that according to the Public Limited Company Act, B.E. 2535 and Article 15 of the Articles of Association of the Company, in every Annual General Meeting one-third of the directors or the number nearest to one-third shall be retired from the office. The directors who are subject to retirement from the Company in the first and second anniversaries of company registration shall be determined by draw lot. As for subsequent years, the directors who have longest been in company shall retire from the office. The directors who retire by rotation may be re-elected to the office.

Currently, the Company has 8 directors. The directors were retired by rotation, were 3 directors, namely:

1. Mr. Vichien Phongsathorn Chairman
2. Mr. Paritud Bhandhubanyong Independent Director

The Board of Directors, excluding the directors who have conflict of interest, considered it was appropriate to propose to the Meeting to re-elect those 2 directors to be in office for another term because they have appropriate qualification, knowledge, ability, and experience, which would provide benefits to the operation of the Company. The brief biography of the 2 directors had been sent to all shareholders together with the invitation letter to summon the Meeting.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to vote.

The Meeting had considered, and resolved to re-elect those 2 directors to the office for another term with majority votes of the shareholders participated in the Meeting as follows:

1. Mr. Vichien Phongsathorn

Agreed	101,518,027 Votes equivalent to 1000.00 per cent
Disagreed	0 Votes equivalent to 0.0000 per cent
Abstained	0 Votes equivalent to 0.0000 per cent

2. Mr. Paritud Bhandhubanyong

Agreed	101,518,027 Votes equivalent to 1000.00 per cent
Disagreed	0 Votes equivalent to 0.0000 per cent
Abstained	0 Votes equivalent to 0.0000 per cent

**Agenda 6 To consider and approve the director's remuneration for the year 2011**

The Chairman proposed the Meeting to consider approval of the directors' remuneration for the year 2011. The remuneration of the directors has been carefully deliberated by the Board of Directors, excluding directors with a conflict of interest, by comparison with the remuneration paid by companies within the same industry, as well as taking into consideration the Company's operational performance and the duties and responsibilities of the directors. The Board considers it appropriate to set the remuneration of the directors for the year 2011 as follows:

Board of Directors

Meeting Allowance - Chairman (Baht/person/time)	18,000.-
- Directors (Baht/person/time)	14,000.-
Annual Remuneration (Baht/person/year)	140,000.-

Audit Committee

Meeting Allowance - Chairman (Baht/person/time)	18,000.-
- Directors (Baht/person/time)	14,000.-

Note: Meeting allowances are paid only to directors who attend each respective meeting.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to vote.

The Meeting had considered, and resolved to approve the remuneration of directors with the votes more than two-third of shareholders participated in the Meeting as follows:

Agreed	101,518,027 Votes equivalent to 1000.00 per cent
Disagreed	0 Votes equivalent to 0.0000 per cent
Abstained	0 Votes equivalent to 0.0000 per cent

**Agenda 7 To consider and approve the appointment of the auditors and approve the auditor fee for the year 2011**

The Chairman informed the Meeting that, in compliance with the Public Limited Companies, B.E. 2535, in every annual shareholders' meeting shall appoint the auditor and fix the remuneration, by suggestion of the Audit Committee and the Board of Directors had considered and proposed to the Meeting that it was appropriate to appoint Mrs. Chonlaros Suntiasvaraporn, C.P.A. Registration No. 4523, or Mr. Supachai Phanyawattano, C.P.A. Registration No. 3930 or Mr. Khitsada Lerdwana, C.P.A. No. 4958 of Ernst & Young Office Limited, to be the auditor of the company for the year 2011. The audit remuneration was fixed at 450,000 Baht with no other charges applicable. The audit fee has increase by Baht 20,000 or by 4.65 per cent over the previous year due to the changes in the accounting standard which has increase the work of the auditor and time consumed in carrying out the audit.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to vote.

The Meeting had considered, and resolved to approve the audit and the audit fee with majority votes of the shareholders participated in the Meeting as follows:

Agreed	101,518,027	Votes equivalent to	100.00 per cent
Disagreed	0	Votes equivalent to	0.0000 per cent
Abstained	0	Votes equivalent to	0.0000 per cent

**Agenda 8 Other business (if any)**

The Chairman asked whether any shareholder would propose any comment or query on any matter.

The shareholder asked that the subsidiary had the purchase of goods transaction from aboard in 2010, therefore the gain from currency exchange should be obtained. Why the Company had an increase in foreign currency debt?

The Chairman clarified that such increase in foreign currency debt, which is mainly the current liability, was in line with the increase in the inventory and the account receivable. Then the Managing Director elaborately informed that the Company obtained the gain from currency exchange in the amount of Baht 6.73 million which is classified in "the other income" item.

There being no other question or comment, the Chairman thanked the shareholders for devoting their time to attending the Meeting and always supporting the operation of the company, and then declared the meeting closed.

The Meeting was adjourned at 10.45 hours.

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Signed \_\_\_\_\_ Chairman of the Meeting

(Mr. Vichien Phongsathorn)