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Articles of Association
of
Premier Technology Public Company Limited
(Amendment)

Chapter 1
General

Article 1 These Articles of Association shall be called the Articles of Association of Premier Technology Public Company Limited.

Article 2 The term "Company" used herein means Premier Technology Public Company Limited.

Article 3 Unless otherwise stipulated in these Articles of Association, the provisions of the laws governing public limited companies shall apply in all aspects.

Chapter 2
Issuance of Shares

Article 4 The shares of the Company shall be ordinary shares with par value of one Baht per share.

Article 5 Every share certificates of the Company shall bear the name of the shareholder and shall be signed with the signature of two directors signing jointly and affixed with the Company's seal.

Article 6 The Company shall issue share certificates to shareholders within two months as from the date the Registrar accepts the registration of the Company or as from the date of receipt of full payment for the shares in the case of the distribution of shares issued subsequent to the Company registration.

Article 7 Should any share certificate be substantially damaged or defaced, a shareholder may request the Company to issue a new certificate by returning the original certificate. In this case, the Company shall issue a new share certificate to the shareholder within the period specified by law.

In the case a share certificate is lost or destroyed, the shareholder must present to the Company evidence of filing a report with an inquiry official and any other evidence as specified by the Company. The Company shall issue a new share certificate to the shareholder within the period specified by law.

Article 8 The Company may charge a fee for issuance of a new share certificate to replace a lost, defaced or damaged one or in the case that a shareholder requests for a copy of the shareholders register, in whole or in part, together with the Company's certification in accordance with the rate prescribed by law.

Article 9 the Company may buy back shares for financial management purposes in case where the Company has retained earnings and surplus liquidity, and such share repurchase does not cause the Company to encounter financial difficulties.

Shares held by the Company do not constitute towards the quorum in a shareholders' meeting and do not entitle the Company to voting rights and dividend rights. The Company must dispose of the repurchased shares mentioned in the preceding paragraph within the period of time specified by the Company in the share buy-back program. If the Company fails to dispose of the repurchased shares within the specified period, the Company shall reduce paid-up capital by canceling the registered shares that are unsold.

The buy-back, disposal and cancellation of registered shares shall follow the rules and procedures prescribed by law.

The Company's said share buy-back must be approved by a shareholders' meeting. Except in the case of a share buy-back of not exceeding 10 percent of the paid-up capital, the Board of Directors shall have the power to approve such buy-back.

Chapter 3 Transfer of Shares

Article 10 The Company's shares may be transferred without any restriction except for any transfer that causes a conflict with the statement in Article 11 then the Company shall have the right to refuse such transfer.

During the 21 days prior to each shareholders' meeting, the Company may suspend share transfer registration by announcing in advance to the shareholders at its head office and all branches (if any) not less than 14 days prior to the commencement date of the suspension of share transfer registration.

Article 11 The Company is a Thai juristic entity and has fixed the limit for persons with non-Thai nationality to hold shares of the Company in aggregate not exceeding 40 percent of the registered capital.

Article 12 A transfer of shares shall be valid upon the transferor's endorsement at the back of the share certificate by stating the name of the transferee and having it signed by both the transferor and the transferee and upon delivery of the share certificate to the transferee.

The transfer of shares will be effective against the Company when the Company receives a request to register the transfer of the shares and shall be effective against a third party only after the Company has registered such share transfer.

If the Company deems that the share transfer is in compliance with the law, the Company shall register the share transfer within 14 days as from the date on which the application was received. If the share transfer is incorrect or incomplete, the Company shall notify the applicant within 7 days.

If the Company's shares are registered as securities in the Stock Exchange of Thailand, the transfer of the shares shall be in accordance with the laws governing securities and exchange.

Chapter 4 Directors

Article 13 The Board of Directors of the Company shall consist of not less than 5 members who are appointed by the shareholders' meeting and not less than one-half of the total number of directors shall reside within the Kingdom.

Article 14 The shareholders' meeting shall elect the directors in accordance with the following rules and procedures:

- (1) each shareholder shall have one vote for each share held by him;
- (2) each shareholder shall exercise his/her voting right in accordance with (1) above to elect one person or several persons as directors but is not entitled to divide the votes proportionately for any particular person.
- (3) the persons receiving the highest votes in descending order shall be elected as directors equal to the permissible number of directors to be elected at the time. In the event that persons in subsequent order who have an equal number of votes exceed the number of vacancies available for election at the time, the Chairman shall cast a deciding vote.

Article 15 At each annual general meeting, one-third of the directors must retire from office. If the number of directors cannot be divided exactly into the number corresponding to one-third, the directors must retire in the number nearest to one-third.

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. A retiring director is eligible for re-election.

Article 16 In addition to retirement by rotation, a director shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) lack qualifications or possess characteristics that are prohibited under the Public Limited Company Act;
- (4) removal by resolution of the shareholders' meeting;
- (5) removal by order of the court.

Article 17 Any director who wishes to resign from office must tender his resignation to the Company. The resignation shall be effective as from the date on which the resignation reaches the Company.

A resigning director under the first paragraph may also notify the Registrar of his resignation.

Article 18 In the event that the office of a director becomes vacant for any reason other than the end of the office term, the Board of Directors shall at the next board meeting appoint a qualified person with qualities as prescribed by the pertinent laws to be a new director, except if such remaining office term is less than 2 months. The replacement director shall hold office only for the remainder of the term of office of the director whom he replaces.

The resolution of the Board of Directors pursuant to the first paragraph must be approved by the votes of not less than three-fourths of the number of the remaining directors.

Article 19 The shareholders' meeting may pass a resolution to remove a director from office before the end of term with not less than three-fourths of the total votes of shareholders attending the meeting and eligible to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and eligible to vote.

Article 20 The directors may or may not be shareholders of the Company.

Article 21 The Board of Directors shall elect one director as Chairman of the Board.

In case the Board of Directors deems it appropriate, the Board may elect one or several directors as Vice Chairman. The Board of Directors may authorize one or more directors or other person(s) to act on behalf of the Board of Directors.

Article 22 At a meeting of the Board of Directors, at least one-half of the directors must be present to constitute a quorum. In the event that the Chairman is absent or unable to perform the duty and there is a Vice Chairman, the Vice Chairman shall act as Chairman of the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform the duty, the directors present at the meeting shall elect one director to act as Chairman of the meeting.

Decisions at the meeting shall be made by majority vote. Each director shall have one vote but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.

Article 23 The Directors shall perform their duties in pursuant to laws, objectives and the Articles of Association of the Company, as well as the resolutions of the shareholders' meetings.

The number and directors authorized to sign to bind the Company are at least 2 directors jointly signing together with the Company's seal affixed. The Board of Directors is empowered to determine the names of the directors authorized to sign to bind the Company.

Article 24 The Directors are prohibited from operating in or being partners or shareholders of other legal entities with business which has the same nature as and is in competition with the business of the Company unless he notifies the shareholders' meeting prior to the resolution for his appointment

Article 25 The directors shall promptly notify the Company of personal interest in any contract made with the Company or of any increase or decrease in their holding of shares or debentures of the Company or any subsidiary.

Article 26 The Board of Directors must hold a meeting at least once every 3 months in the locality where the Company's head office is situated or any nearby area.

Chapter 5
Meeting of Shareholders

Article 27 The Board of Directors shall call a meeting of shareholders, which is an annual general meeting of shareholders, within 4 months of the last day of the accounting year of the Company.

The meeting of shareholders other than the one referred to shall be called "extraordinary general meetings". The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders totaling not less than 25 persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting must be clearly stated in the request. The Board of Directors must call a meeting of shareholders to be held within 1 month as from the date the request is received from the shareholders.

Article 28 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matter to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The venue of the meeting under paragraph one shall be in the locality in which the head office of the Company is located or in a nearby province, unless otherwise stipulated by the Articles of Association.

Article 29 In a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting totaling not less than 25 persons or not less than one-half of the total number of shareholders and must hold in aggregate not less than one-third of the total number of shares sold to constitute a quorum.

In the case at any shareholders' meeting where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 30 The resolution of the shareholders' meeting shall be made by the following votes:

- (1) in an ordinary event, the majority of votes of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting to a hire of the whole or important parts of the business of the Company;
 - (d) the entrustment of the management of the business of the Company to any person;
 - (e) the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (f) the amendment of the Company's Memorandum of Association or Articles of Association;
 - (g) the increase or decrease of the Company's capital or issue of debentures;
 - (h) the merger or dissolution of the Company.

Article 31 The agenda of an annual general meeting shall be as follows:

- (1) consider the Board of Director's report proposed to the meeting indicating the Company's business operation in the past year;
- (2) consider and approve the balance sheets;
- (3) consider and approve the appropriation of profit;
- (4) elect new directors to replace directors retiring by rotation;
- (5) appoint an auditor;
- (6) consider other matters.

Chapter 6
Accounts, Finance and Auditing

Article 32 The accounting year of the Company shall commence on 1 January and end on 31 December of every year.

Article 33 The Company shall prepare and maintain accounts, including the auditing of accounts under the law on such matter, and shall prepare a balance sheet and a profit and loss account at least once in every 12 month period, which is an accounting year of the Company.

Article 34 The Board of Directors shall prepare the balance sheet and the profit and loss account as of the last day of the accounting year of the Company for submission to the annual general meeting of shareholders for consideration and approval. The Board of Directors must have the said balance sheet and profit and loss account examined by an auditor prior to submission to the shareholders' meeting.

Article 35 The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an annual general meeting:

- (1) a copy of the balance sheet and the profit and loss account, which have been examined by the auditor, together with the audit report of the auditor;
- (2) the annual report of the Board of Directors.

Article 36 Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares at an equal amount per share.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board deems that the Company's profits justify such payment and report such payment to the shareholders for acknowledgement at the next shareholders' meeting.

Payment of dividends shall be made within 1 month of the date of the resolution of the shareholders' meeting or the Board of Directors' meeting, as the case may be. The shareholders shall be notified in writing of such dividend payment and such notice shall also be published in a newspaper within 1 month of the date of the resolution of the shareholders' meeting or the Board of Directors' meeting, as the case may be.

Article 37 The Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

Article 38 The auditor shall not be a director, staff, employee, or person holding any position in the Company.

Article 39 The auditor has the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures, including the property and debts, of the Company during the working hours of the Company. In this regard, the auditor shall have the power to question the directors, staff, employees, persons holding any position or having any duty in the Company and agents of the Company, including having them clarify any matter or deliver other documents or evidence in connection to the revenues, expenditures, property and debts of the Company, as well as the operation of the Company's business.

Article 40 The auditor has the duty to attend every shareholders' meeting of the Company at which the balance sheet, the profit and loss account and the problems related to the Company's accounts are to be considered in order to explain the auditing of the accounts to the shareholders. The Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at each shareholders' meeting.

Chapter 7
Additional Provisions

Article 41 In the event that it is necessary or appropriate to amend or modify these Articles of Association, the shareholders' meeting shall consider and undertake such alterations in accordance with the laws.

Article 42 The seal of the Company is as affixed hereto.

Article 43 In the event that the Company or any subsidiary agrees to enter into a connected transaction or a transaction which is related to the acquisition or disposition of assets as defined by the notifications of the Stock Exchange of Thailand governing connected transactions or acquisition and disposition of assets of listed companies, whichever the case, the Company shall comply with the criteria and procedures as prescribed by the said notifications.