

21 March 2014

- Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2014
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2013
 2. Annual Report for the year 2013
 3. Information of the persons nominated as directors to replace those retiring by rotation
 4. The Articles of Association of the Company relating to the General Meeting of Shareholders
 5. Procedures for the registration process and appointment of proxy for the Shareholders' Meeting
 6. Information of the Independent Directors for consideration as proxy holder
 7. Proxy Form A and Form B
 8. Map of the meeting venue

As the Board of Directors of Premier Technology Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2014 on Wednesday, 23 April 2014 at 10.00 a.m. at the Meeting Room No. 501, 5th Floor Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok, to consider the following agenda:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013

Detail: The Annual General Meeting of Shareholders for the year 2013 was held on 24 April 2013 and a copy of the minutes to this meeting is attached herewith as [Attachment 1](#).

Opinion of the Board: It is appropriate to propose the shareholders' meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013 held on 24 April 2013.

Agenda 2 To acknowledge the report on the Company's operating results of the year 2013

Detail: The report on the operating results of the Company for the year 2013 is shown in the Company's Annual Report for the year 2013, which has been sent to the shareholders together with this notice as [Attachment 2](#).

Opinion of the Board: It is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2013.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2013

Detail: The audited financial statements for the year ended 31 December 2013 are shown under the "Financial Statements" section of the Company's Annual Report for the year 2013, which has been sent to the shareholders together with this notice as [Attachment 2](#).

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended 31 December 2013.

Agenda 4 To consider and approve the appropriation of the profit and the dividend payment for the year 2013

Detail: The Company's dividend policy will be declared in respect to the operation and the cash flow of the Company. At the end of 2013, the Company had net profit 82.85 million Baht, and had retained earnings after statutory reserve 137.07 million Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2013 at the rate of 0.25 Baht per share, with the total amount of 35,486,117.75 Baht. When combine such rate of additional dividend with the interim dividend at the rate of 0.15 Baht per share which has been paid to the Shareholders since 3 September 2013, will be the total amount of dividend payment from the operating results of the year 2013 at the rate of 0.40 Baht per share, with the total amount of 56,777,788.40 Baht, representing a net profit of 68.54%. And consistent with the dividend policy, the name of the shareholders entitling to receive the proposed dividend shall be recorded on Wednesday 7 May 2014. Consequently, Thursday 8 May 2014 shall be the book-closing date in accordance with Section 225 of the Securities and Exchange Act B.E. 2535. And the date of dividend payment will be Thursday 22 May 2014.

The Company paid dividend of 0.15 Baht per share for the year 2012, totaling 76.34 % of its net profit for the year.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2013 as proposed.

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

Detail: 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 not less than 5 people which shall be elected at the meeting of shareholders. And 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 9 directors and at the Annual General Meeting of Shareholders for the year 2014 there are 3 directors must retire, namely,

1. Mr. Vichien Phongsathorn Chairman
2. Mr. Paritud Bhandhubanyong Independent Director
3. Mr. Harin Upa Director

The Board of Directors excluding those who have the conflict of interest considered the criteria and process for nomination of persons with appropriate qualifications to serve as directors, as well as selected persons according to the determined nomination process together with the performance in the past year, that it is appropriate to propose the shareholder's meeting to re-elect the 3 directors whose the following names as directors of the Company for another. The curricula vitae and information on these 3 directors are as per Attachment 3 enclosed with this notice.

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.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's Annual Report for the year 2013 under the section "Corporate Governance".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the re-elect of retiring directors for another term as follows:

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|-------------------------------|----------------------|
| 1. Mr. Vichien Phongsathorn | Chairman |
| 2. Mr. Paritud Bhandhubanyong | Independent Director |
| 3. Mr. Harin Upra | Director |

Agenda 6 To consider and approve the director's remuneration for the year 2014

Detail: The Board of Directors excluding those who have the conflict of interest considered 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 of the directors for 2014 as detailed below:

Remuneration	2013	2014 (proposed)
<u>Meeting Allowance of Board of Directors</u>		
- Chairman (Baht/person/time)	19,500	21,000
- Director (Baht/person/time)	15,000	16,000
<u>Meeting Allowance of Audit Committee</u>		
- Chairman of Audit Committee (Baht/person/time)	19,500	21,000
- Audit Committee (Baht/person/time)	15,000	16,000
<u>Annual Remuneration</u>		
- Chairman (Baht/person/year)	220,000	260,000
- Chairman of Audit Committee (Baht/person/year)	220,000	260,000
- Director (Baht/person/year)	220,000	230,000

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

Details of the remuneration paid to the directors in the previous year can be found in the Annual Report for the year 2013 under the section "Structure Management".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2014 as proposed.

Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2014

Detail: 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 Mrs. Chonlaros Suntasvaraporn, C.P.A. Registration No. 4523, or Mr. Supachai Phanyawattano, C.P.A. Registration No. 3930 or Miss Supanee Triyanantakul, C.P.A. Registration No. 4498 of Ernst & Young Office Limited as the Company's auditor for the year 2014 and to approve the audit fee of 480,000 Baht, which is the same as for the year 2013. There are 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 / subsidiaries / management / major shareholders or connected persons and, therefore, can independently perform the audit and provide their opinions on the Company's financial statements.

The existing auditor of the Company is Mrs. Chonlaros Suntasvaraporn which has been appointed since 2011 and having good performance as the auditor. The Company's auditor and those of its subsidiaries 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.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to consider and approve the auditor and the audit fee for the year 2014 as proposed.

Agenda 8 Other businesses (if any)

All shareholders are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete and sign the attached proxy form and submit the completed form attached with the necessary evidence as stated to the Company prior to the meeting date or present these documents to the Company's officer on the meeting date prior to the start of the meeting.

The Company has fixed the record date for shareholders who are eligible to attend the annual General Meeting of Shareholders for the year 2014 as Thursday, 6 March 2014. A list of shareholders will be prepared in accordance with Section 225 of the Securities and Exchange Act and the register book will be closed on Friday, 7 March 2014.

Yours faithfully

-Signature-

(Mr. Vichien Phongsathorn)
Chairman

- Remarks:**
- 1) Proxy Form C (for Foreign Shareholders appointing Custodian in Thailand) is publicized on the Company's website www.premier-technology.co.th, which the shareholders can download as appropriate.
 - 2) The Company has sent the Annual Report for the year 2013 in CD-Rom format to the shareholders. However, if any shareholder wishes to receive a hard copy of the Annual Report please contact the Corporate Secretary Department at telephone number 0-2301-1569.