

**-Translation-**

LA003/2017 (PT)

15 February 2017

**Subject:** Resolutions of the Board of Directors and Arrangement for the Annual General Meeting of Shareholders for the year 2017

**To:** The President  
The Stock Exchange of Thailand

The Board of Directors' Meeting of Premier Technology Public Company Limited (the "Company") No.1/2017 held on 15 February 2017 at 13.30 has passed the significant resolutions as follows:

1. Certify and approve to propose to the shareholders' meeting of the Company to consider and approve the financial statements of the Company for the year ended 31 December 2016, which had been audited by the certified public accountants.
2. Approve to propose to the shareholders' meeting of the Company to consider and approve the reduction of registered capital of the Company from Baht 142,440,489 to be Baht 141,944,471 by cutting out 496,018 ordinary shares with par value at Baht 1 each which have not been sold and the amendment of Clause 4 of the Memorandum of Association of the Company to reflect such capital reduction.
3. Approve to propose to the shareholders' meeting of the Company to consider and approve the increase of registered capital of the Company from Baht 141,944,471 to be Baht 283,888,942 by issuing 141,944,471 new ordinary shares with par value at Baht 1 each which will be allocated as stock dividend to the shareholders of the Company and the amendment of Clause 4 of the Memorandum of Association of the Company to reflect such capital increase.
4. Approve to propose to the shareholders' meeting of the Company to consider and approve the dividend payment from the operating results of the Company for the year 2016 and retained earnings to the shareholders of the Company in the form of stock dividend and cash dividend as follows:
  - a) stock dividend in the total number of 141,944,471 shares with par value at Baht 1 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 Baht 141,944,471 and dividend pay-out rate of Baht 1 per share; and
  - b) cash dividend at the rate of Baht 0.88 per share, being the total amount of Baht 124,911,134.48.

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

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 Baht 2 per share, being the total amount of Baht 283,888,942.

Approve to determine 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 225 of the Securities and Exchange Act B.E. 2535 on Tuesday 7 March 2017 and that the dividend payment date shall be Thursday 18 May 2017.

The right to receive the proposed dividend from the Company remains uncertain as it requires an approval from the shareholders' meeting.

5. Approve to propose to the shareholders' meeting of the Company to consider and approve the re-appointment of the following retiring directors as directors of the Company for another term:
1. Mr. Vichien Phongsathorn Chairman
  2. Mr. Harin Upra Director
  3. Mr. Surabhan Purnagupta Independent Director and member of the Audit Committee

And approve to propose to the shareholders' meeting of the Company to consider and approve to appoint the following person to be a new director of the Company:

1. Mrs. Duangthip Eamrunroj

6. Approve to propose to the shareholders' meeting of the Company to consider and approve to fix the remuneration for the directors for the year 2017 as follows:

Remuneration		2016	2017 (propose)
<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)	325,000	325,000
- Member of Audit Committee	(Baht/person/year)	290,000	290,000
- Other Director	(Baht/person/year)	230,000	230,000

7. Approve to propose to the shareholders' meeting of the Company to consider and approve 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 to be the Company's auditor for the year 2017 and fix the remuneration for the auditor at Baht 545,000.
8. Approve to call for the Annual General Meeting of Shareholders for the year 2017 to be held on Wednesday 26 April 2017 at 10.00 hours at Meeting Room No.501, 5th floor, Premier Corporate Park, No.1 Soi Premier 2, Srinakarin Road, Nongbon Sub-District, Prawet District, Bangkok, and to determine the name of the shareholders entitling to attend such Annual General Meeting of Shareholders on Monday 6 March 2017 and to close the share register book to collect the name of the shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 on Tuesday 7 March 2017.
9. Approve that the agenda of the Annual General Meeting of Shareholders for the year 2017 shall be as follows:
- Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2016.
- Agenda 2 To acknowledge the report on the Company's operating results of the year 2016.
- Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2016.
- Agenda 4 To consider and approve the reduction of registered capital of the Company from Baht 142,440,489 to be Baht 141,944,471 by cutting out 496,018 ordinary shares with par value at Baht 1 each which have not been sold.
- Agenda 5 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect the capital reduction proposed in Agenda 4.

- Agenda 6 To consider and approve the increase of registered capital of the Company from Baht 141,944,471 to be Baht 283,888,942 by issuing 141,944,471 new ordinary shares with par value at Baht 1 each.
- Agenda 7 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to reflect the capital increase proposed in Agenda 6.
- 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.
- Agenda 9 To consider and approve the allocation of new ordinary shares of the Company as stock dividend to the shareholders.
- Agenda 10 To consider and approve the election of directors to replace those retiring by rotation and appointment of new director.
- Agenda 11 To consider and approve the director's remuneration for the year 2017.
- Agenda 12 To consider and approve the appointment of the auditor and the auditor's remuneration for the year 2017.
- Agenda 13 To consider other businesses (if any)

Please be informed accordingly.

Best Regards,

- Signed -

(Mrs. Pensri Dettingeng)  
Authorized Person  
Premier Technology Public Company Limited