

(Translation)

**Minutes of Annual General Meeting of Shareholders for the Year 2018**

**Of**

**Premier Technology Public Company Limited**

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Held on 25 April 2018 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 28 shareholders had attended this Meeting in person, and 185 shareholders were represented by proxy, totaling 213 shareholders, representing 178,703,142 shares or equal to 62.9483 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 2018.

During the proceedings, there were additional shareholders attending the meeting. Finally, there were 33 shareholders attending the meeting in person and 186 shareholders attending the meeting by proxy, totaling 219 shareholders holding 178,785,080 shares equal to 62.9771 percent of the total number of subscribed shares.

The Chairman introduced 8 directors who attend the meeting as follows:

- |    |                            |   |
|----|----------------------------|---|
| 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. | Mr. Suradej Boonyawatana   | Director  |
| 5. | Mrs. Duangthip Eamrungrroj | Director  |
| 6. | Mr. Vorathep Rangchaikul   | Director  |
| 7. | Miss Wanna Kolsrichai      | Director  |
| 8. | Mr. Harin Upra             | Director and<br>Managing Director of Datapro Computer Systems Co., Ltd. |

The director who cannot attend the meeting was Mr. Suchai Vatanatrinakul, Independent Director and Member of the Audit Committee, due to health problems. There were 8 out of 9 directors, representing 88.89%.

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 Sirirat Sricharoensup, 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 2018 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 2017 to 31 December 2017. 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 2 issues as follows:

1. "Pha Pa for Education" in front of the Meeting Room: Premier Group of Companies has a unit that works to develop social sustainability and its latest "Thailand Collaboration for Education Project" is a collaborative project that brings together individuals in Thai society who share the goal of creating equal educational opportunities for vulnerable children and reducing social inequalities more generally. The Pha Pa platform will support "Thailand Collaboration for Education Project" by providing funds for six partner organizations to develop educational opportunities for vulnerable children and schools in the project.

2. 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 2017**

The Chairman proposed for the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 26 April 2017. 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 2017 held on 26 April 2017 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	178,724,642	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 2017**

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 2017 which could be summarized as follows:

The business of DCS (the subsidiary) is Information Technology Business. In 2017, DCS had the proportion of sales by business segment as follow: customers in the financial services business was 42.73 percent, customers in technology and communications business was 16.05 percent and customer in services business was 15.57 percent. The revenue comes from On Premise business by 70 percent, revenue from Recurring business by 25 percent and revenue from Non-Recurring business by 5 percent.

The Performance of the Company and its subsidiary, the Company and its subsidiary had total revenues in the amount of 3,086.98 Million Baht with the net profit of 193.25 Million Baht. For DCS, total revenues in the amount of 3,067.5 Million Baht with the net profit of 196.86 Million Baht.

Afterwards, the Chairman reported the sustainability of the Company and its subsidiary for the year 2017 to the Meeting. The summary is as follows.

At present, every company will have a sustainability report. The sustainability of our business, our employees and our partners will happen if we cooperate. Premier Group of Companies is a business sector that creates a collaborative mechanism leads to education, the disabled person, the environment, anti-corruption, etc. 3E (Entice, Engage and Empower) is a systematic process of engaging in a sustainable business, employee, and society, which is believed that "Mutual Sustainability is the keystone to the survival of business and society". In all activities of the Company and its subsidiary emphasized on participating with efficiently propulsion as following details:

Business

- Anti-corruption
- Anti-Corruption Practices Handbook and activities to cultivate consciousness for employees.
- Renewal the membership of the Thailand's Private Sector Collective Action Coalition Against Corruption by the Private Sector Collective Action Coalition against Corruption
- Presentation of business intent
- Continuing Business Plan
- Joint development with customers and partners, and received the Thailand ICT Excellence Awards 2017.

- Company Disclosure through IR.

Employee

- Change employee's retirement to 60 years
- Continuous training
- Promote employees' club for participation in Employee Engagement
- Employment Disability (current 6 persons)
- Information Security Policy

Social/Environment

- Support the employment management system for the disabled under Section 35
- Support the activities of educational institutions
- Support customer's public information collection.
- Support activities and products of sustainable development business
- Support and participate in the activities of the 4 core values
- Environmental Management (Building rental and data center)

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to acknowledge the report on the Company's operating results for the year 2017.

**Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2017.**

The Chairman proposed for the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2017 which have been audited by the auditor. The information are 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 resolved to approve the appropriation of the profit and the dividend payment for the year 2017 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	178,755,080	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 2017**

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 2017, the Company had net profit 146.45 Million Baht, and had retained earnings after statutory reserve 172.37 Million Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the additional dividend payment at the rate of 0.40 Baht per share, with the total amount of 113,555,576.80 Baht. When combining such rate of additional dividend with the interim dividend paid to the shareholders on 6 September 2017 at the rate of 0.10 Baht per share, totaling 28,388,894.20 Baht, the total amount of dividend paid from the operating results of the Company for the year 2017 will be at the rate of 0.50 Baht per share, being the total amount 141,944,471.00 Baht, representing a net profit of 96.15% and consistent with the dividend policy. The name of the shareholders entitling to receive the proposed dividend shall be determined on Wednesday 14 March 2018 and the dividend payment date shall be Thursday 10 May 2018.

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 2017 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	178,755,080	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 and appointment of new directors**

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 9 directors and at the Annual General Meeting of Shareholders for the year 2018 there are 3 directors must retire, namely,

1. Mr. Pirom Chamsai Independent Director and Chairman of the Audit Committee
2. Mr. Suchai Vatanatrinakul Independent Director and Member of the Audit Committee

3. Mr. Suradej Boonyawatana Director

In this regard, Mr. Suchai Vatanatrinakul intended not to return for re-appoint as a Company's director.

At present the Company has not appointed Nomination Committee. However, 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 2 retired directors by rotation, Mr. Pirom Chamsai and Mr. Suradej Boonyawatana, who are qualified as directors of the Company for another term. However, the Independent directors could bring knowledge, experience and expertise in providing useful suggestions for setting strategies and business policies in line with sustainable development and can be freely expressed.

And for more efficiency of management and the number of independent directors being in line with the requirement under the regulation of Capital Market Supervisory Board, the Board of Directors has discretion to propose shareholders to appoint the following 2 persons to be the new directors.

1. Mrs. Suphasri Sutanadhan
2. Mr. Surapol Srangsomwong

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 2 retiring directors as directors for another term with the following voting results:

1. Mr. Pirom Chamsai Independent Director and Chairman of the Audit Committee

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	178,185,080	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

2. Mr. Suradej Boonyawatana Director

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	178,785,080	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

And appoint additional directors with the following voting results:

1. Mrs. Suphasri Sutanadhan Independent Director

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	178,785,080	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

2. Mr. Surapol Srangsomwong Independent Director

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	178,785,080	100.0000
Disapproval	0	0.0000
Abstention	0	-
Voided Ballot	0	-

**Agenda 6 To consider and approve the director's remuneration for the year 2018**

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 2018 equal to the remuneration for the directors for the year 2017 as follow :-

Remuneration	2017	2018
<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.

Then, Mrs. Duangthip Eamrunroj, Director, informed the Meeting about 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) 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 2018 as proposed, with the following voting results exclude the vote of the shareholders who had an interest of 5,311,640 votes:

Resolution	Votes (Share)	Percentage to the number of all shares held by the shareholders attending the meeting and casting votes
Approval	173,473,440	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 2018**

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 2018 and fix the Auditor's fee of 620,000 Baht, which increases from the audit fee for the year 2017 by the amount of 75,000 Baht, with no other service charges.

These 3 auditors are the Company's auditors for the first year, replacing the former auditors who are under the same company. The reason for this change due to The EY Office Limited required the auditors of all 4 listed companies of the Premier Group to be the same.

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 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	178,337,680	99.7525
Disapproval	442,500	0.2475
Abstention	4,900	-
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 23 March 2018 until 11 April 2018. 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:

Shareholder: Will the subsidiary still have continuous good earnings from the 2017?

Mr. Harin Upra, Director and Managing Director of DCS: The subsidiary is likely to continue operating well by considering that customers in the financial services industry, insurance, life insurance and the security business will continue to grow.

Shareholder: What are the trends or goals of growth for DCS?

Mr. Harin Upra, Director and Managing Director of DCS: The growth of the information technology industry is about 5-8 %, but DCS is aiming at 15 %. From the Digital Transformation, it is possible to move but it depends on government policy, adaptation of the consumer and security, such as the leakage of the business sector, so the people ahead will be more adaptable.

Shareholder: Will foreign companies who enter into business in Thailand, such as Alibaba, affect DCS?

Chairman: The use of information technology tools to provide more economic opportunity will depend on the players who provide more services. In general, players who are out of the system (Offline) will have more opportunities.

Mr. Harin Upra, Director and Managing Director of DCS further clarified: Competitive factors are undeniable. In the past, there was more Global Players in our country. If we can fight we fight. But if we cannot fight, we will co-operate with them. For Alibaba's business, it is e-commerce business, which is not concern with the business of DCS. However, the Company will keep the eye with this matter.

Shareholder: Currently, PT has only DCS as the Company's subsidiary. Please be advised that within 1-3 years, there is a tendency to invest in other subsidiaries or not.

Chairman: The investment in information technology, the Company is still under study and follow up. Additional investment may be made through DCS or through other subsidiaries.

Shareholder: Do donations of PT and DCS overlap?

Chairman: Donation is a guideline and is included in the regulations of all companies in Premier Group of Companies. Because the operation of each company is not the same. PT is an investment business and DCS is an Information Technology Business. So the revenue management is different. The benefits will be worth it and bring the social benefits doubly.

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 11.12 hours.

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