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21 March 2011

- Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2011
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2010
 2. Annual Report for the year 2010
 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 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 2011 on Thursday, April 21, 2011 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 2010**

Detail : The Annual General Meeting of Shareholders for the year 2010 was held on April 22, 2010 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 2010 held on April 22, 2010.

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

Detail : The report on the operating results of the Company for the year 2010 is shown in the Company's Annual Report for the year 2010, 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 2010 .

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

Detail : The audited financial statements for the year ended December 31, 2010 are shown under the "Financial Statements" section of the Company's Annual Report for the year 2010, 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 December 31, 2010.

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

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 2010, the Company had the net loss in the amount of 6.40 Baht million, and had the retained earning after legal reserve, in the amount of 80.32 Baht million. 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 Company paid dividend of Baht 0.10 per share for the year 2009, totaling 77.67 per cent 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 2010 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 and Article 15 of the Articles of Association of the Company, 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 eight directors and at the Annual General Meeting of Shareholders for the year 2011 two of the directors must retire, namely,

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

The Company has provided the opportunity for shareholders to nominate any qualified candidate for election as director according to the criteria detailed on the Company's website but no nomination was made.

At present, the Company has not appointed a Nomination Committee but the directors who have no conflict of interest have considered the different characteristics of the retiring directors, with consideration of the appropriateness of their qualifications, experience and expertise in various fields together with their performance as a director of the Company and considers both of these directors to have appropriate characteristics and that they should be re-elected as directors of the Company for another term. The curricula vitae and information on these two directors are as per Attachment 3 enclosed with this notice.

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 2010 under the section "Management".

Opinion of the Board : It is appropriate to propose the the shareholders' meeting to re-elect the two retiring directors as the Company's director for another term.

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

Detail : Remuneration of the Company's directors was not considered by the Remuneration Committed as the Company does not presently have such a committee. However, the consideration of 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:

| Remuneration structure | 2010 | 2011 (proposed) |
|---|---------|--------------------|
| <u>Board of Directors</u> | | |
| Meeting Allowance - Chairman (Baht/person/time) | - | 18,000 |
| - Directors (Baht/person/time) | 11,000 | 14,000 |
| Annual Remuneration (Baht/person/year) | 120,000 | 140,000 |
| <u>Audit Committee</u> | | |
| Meeting Allowance - Chairman (Baht/person/time) | 17,000 | 18,000 |
| - Directors (Baht/person/time) | 12,000 | 14,000 |

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 2010 under the section "Management".

Opinion of the Board : It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2011 as proposed.

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

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, the Board of Directors considers it appropriate to propose shareholders' meeting 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 as the Company's auditor for the year 2011 and to approve the audit fee of Baht 450,000 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 standards which has increase the work of the auditor and time consumed in carrying out the audit.

The auditors mentioned above have no relationship and/or any interest whatsoever in the Company, its subsidiaries, the management, major shareholders or any connected persons and, therefore, are able to independently audit and provide independent opinions on the Company's financial statements.

The Company's auditor and those of its subsidiaries belong to the same audit firm.

According to the regulation of the Securities and Exchange Commission (S.E.C.) regarding the change of the auditor every 5 fiscal years, Miss Siraphon Ueaanankun has been the auditor of the Company for 5 years from 2006 to 2010. It is necessary for the Company to change auditor and, therefore, Miss Siraphon Ueaanankun has not been proposed as the Company's auditor for the year 2011.

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 2011 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 2011 as March 8, 2011. 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 March 9, 2011.

Yours faithfully

- *Signature* -

Mr. Vichien Phongsathorn
Chairman

- Remarks:
- 1) Proxy Form A (Simple Form) and Proxy Form C (for Foreign Shareholders appointing Custodian in Thailand) are 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 2010 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 0-2301-1585.