

ANNUAL REGISTRATION STATEMENTS

For The Year Ended 31 December 2006

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED

[ENGLISH TRANSLATION]

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Part I

Executive Summary

Premier Technology Public Company Limited (“the Company”) conducts its core business in the Information Technology Business. Currently, it is investing in Datapro Computer Systems Company Limited, a Total Enterprise Solution Provider. The Company’s business operations are divided into two main groups:

1. **Hardware and Software Product Group** – The products in this group include IT, multimedia, system and data management software and application software.
2. **Service Group** – The services provided include annual maintenance, training and consulting, outsourcing and others.

The Company’s performance improved steadily in 2006 following its restructuring in the previous year. On July 12, 2006, the Stock Exchange of Thailand (“SET”) removed the Company’s securities from the REHABCO list and them to be traded in the Information Technology and Communication business category under the Technology group. This came as a result of the Company’s full compliance with SET’s guidelines in being delisted. In order to pay dividends to its shareholders in future, the Company had decreased the registered capital and paid up capital by less the canceling unallocated ordinary shares and decreased the par value from 10 Baht per share to 1 Baht per share for purpose of clearing against the deficit on ordinary shares and compensating the accumulated loss as approved by the Extraordinary Meeting of the Shareholders held on October 4, 2006. Consequently, as at December 31, 2006, the registered capital was 142,440,489 Baht and paid-up capital was 141,944,471 Baht.

In the year 2006, the Company and its subsidiaries had total revenues in the amount of 1,532.67 Million Baht, increased from last year by 9.29 percent, profit before paid interest and corporate income tax in the amount of 103.69 Million Baht which came from gain on sales of investment in the amount of 43.39 Million Baht and net profit in the amount of 64.63 Million Baht.

Financial status of the Company as at 31 December 2006, the total assets of the Company in the amount of 836.69 Million Baht, the total debts in the amount of 650.62 Million Baht and the shareholders’ equity in the amount of 186.07 Million Baht.

Part II

The Listed Company

Company Name: PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED

Company Registration Number: 0107535000320 (Originally Bor Mor Jor 65)

Type of Business: Investment in Information Technology Business

Head Office: ONE Premier Corporate Park, Soi Premier 2, Srinakarin Road,
Kwang Nongbon, Khet Prawet, Bangkok 10250

Telephone: 0-2301-1150

Facsimile: 0-2301-1199

Homepage: www.Premier-Technology.co.th

1. Risk Factors

Major external and internal factors that may have affected the Company's operations can be summarized as follows:

1.1 Risk from Technological Changes

The development of and changes in information technology take place rapidly. As a Total Enterprise Solution Provider, the Company offers hardware and software products as well as various services including software and system development, training and consulting to medium and large organizations whose requirements also change in line with developments in technology. The Company therefore monitors technological changes closely to keep up with trends and identify new business opportunities. It also aims to become an expert Total Enterprise Solution Provider by creating added value and offering a variety of products and services. Since most sales are made through advance orders from customers, the risk of obsolete products is reduced.

1.2 Risk from Dependency on Human Resources

Human resources are an essential factor in operating an information technology business. Professionals with specialized knowledge and expertise are needed to provide consultancy and develop successful business. Hence, the Company's policy is to give priority to personnel management and to provide stable career paths. It regularly organizes training to develop its staff's skills and potential. In order to maintain good morale and retain its personnel, the Company has set appropriate remuneration plans which are competitive with other companies in the same industry. In addition, it has created a pleasant working environment and appropriate welfare offerings, as well as fostering good relationships with and between its employees.

1.3 Risk from Dependency on Few Vendors

In its current stage of development, the Company continues to be a dealer of major vendors of mini-computers, open system computers and servers. In the future, changes in these vendors' businesses or sales policies may have an impact on the Company. The Company realizes this risk and has therefore expanded its business by seeking hardware products from other vendors. It has also increased the variety of hardware products by becoming a dealer of network systems and multimedia products. In addition to hardware products, the Company is a dealer of various application software products including information technology management, database system, application program development, data back-up and recovery, internet infrastructure, enterprise resource planning (ERP) and Business Intelligence (BI) software.

At present, the Company is a dealer of hardware and software products for various major vendors such as IBM, Hewlett-Packard, Cisco Systems, SANYO, Canon, Hitachi, ORACLE, Microsoft, SAP and Information Builders. This has greatly reduced its dependency on products from a few vendors.

1.4 Risk from Competition

The Company is a dealer of hardware and software products for major vendors who continue to increase the number of their resellers in order to maintain and win more market share. This has resulted in serious competition among business operators in the same industry and, most importantly, decreased profit. In order to reduce this risk and differentiate itself from

other dealers, the Company has shifted its business from being just a hardware and software product dealer to a Total Enterprise Solution Provider. This involves:

- Enhance product lines to cover customer enterprise-wide requirements in each sector such as Financial Service Business and Industrial factories.
- Developing business and business intelligence software consistent with the needs of businesses in Thailand. Examples are tax, cheque and payroll system software solutions which interface with ERP software, and analytical software which supports hotel and hospital management decisions.
- Providing a comprehensive information technology outsourcing service which includes hardware, software and services for those customers who do not wish to manage their own information technology.

2. Nature of Business Operation

2.1 History and Major Changes

The Company was established on July 9, 1973 and operated Electronics and Information Technology product businesses. In 1991 the Company was listed on the Stock Exchange of Thailand and then became a Public Company Limited in 1992.

As a result of the economic crisis in Thailand in 1997, the Company went through the rehabilitation process in 2000. That process has now been completed and the Company has been operating as usual since October 11, 2004.

The Company restructured its business in 2005 in order to strengthen its financial position and generate continued profits. It chose Information Technology as its core business, and consequently sold off those investments and assets which were not related to this core business.

The Company's performance gradually improved throughout 2006. This prompted the Stock Exchange of Thailand to remove the Company's securities from the REHABCO category and allow them to be traded in the Technology group under the Information Technology and Communication category. Major activities carried out by the Company during the year under review included:

- | | |
|--------------------|--|
| May 10, 2006 | The Company moved its head office from No. 1/10 Moo 4, Bang Chan Industrial Estate, Seri Thai Road, Kwang Kanna Yao, Khet Kanna Yao, Bangkok 10230 to ONE Premier Corporate Park Building, Soi Premier 2, Srinakarin Road, Kwang Nong Bon, Khet Prawet, Bangkok 10250. |
| July 12, 2006 | The Stock Exchange of Thailand removed the Company's securities from the REHABCO category and allowed them to be traded in the Technology group under the Information Technology and Communication category. |
| August 11, 2006 | The Company appointed Mr. Viwat Phongsathorn – the Managing Director of the subsidiary which operates the Company's core business – as Managing Director of the Company in place of Mr. Vichien Phongsathorn. |
| September 29, 2006 | The Company sold 533,196 shares of its investment in Kulthorn Premier Company Limited to Kulthorn Kurby Public Company Limited. |
| October 27, 2006 | The Company registered a name change from "Premier Engineering and Technology Public Company Limited" to "Premier Technology Public Company Limited". It also registered a change in the Company's symbol used for securities trading from "PE&T" to "PT". In addition, the Company reduced its registered capital by canceling the unsubscribed ordinary shares in the amount of 4,189,817 shares at 10 Baht per share. This resulted in the Company's registered capital being reduced from 1,466,303,060 Baht to 1,424,404,890 Baht divided into 142,440,489 shares at 10 Baht per share. |

December 18, 2006 The Company registered the reduction of its registered capital and reduced paid-up capital from the par value of 10 Baht to 1 Baht. This helped to compensate for its accumulated losses and resulted in registered capital of 142,440,489 Baht and a paid-up capital of 141,944,471 Baht.

The Company's core business is now to invest in the Information Technology Business, which is Datapro Computer Systems Company Limited ("DCS") – a Total Enterprise Solution Provider. Following is the history of DCS :

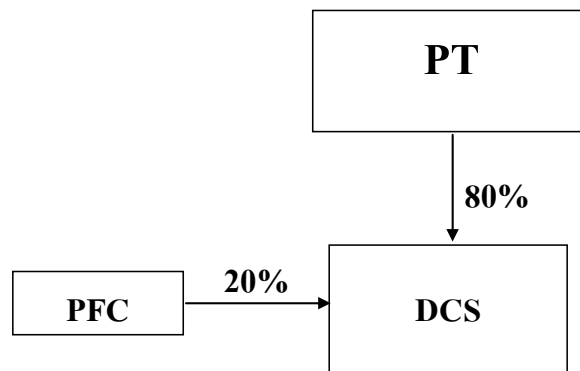
- 1986 DCS was appointed as a distributor of IBM mid-range computers. Its performance was outstanding, resulting in its winning the following awards from IBM – Asia Pacific Region in 1995: "Best IBM Customer Satisfaction – ASEAN Award" and "Top IBM AS/400 Business Partner – ASEAN". In 1997 DCS received the following awards: "Best IBM Customer Satisfaction – ASEAN Award" and "Best IBM Customer Satisfaction – AP Award".
- 1992 DCS increased its range of software product offerings by becoming a distributor of J.D. Edwards' Enterprise Resource Planning (ERP) application software. DCS was subsequently honored with the "Top J.D. Edwards ASEAN Business award" from J.D. Edwards – Asia Pacific Region in 1995. (ORACLE Corporation now owns J.D. Edwards software.)
- 1994 DCS expanded its hardware business by becoming a distributor of SANYO multimedia products. It leased these products to customers in both public and private sectors, enabling them to broadcast video signals and display the results through the use of various multimedia connections.
- 1996 DCS expanded its Information Technology business to cover all products and services required by customers. It became a CISCO dealer providing installation and consultation on computer network infrastructure.
- 1999 DCS grew its software product business by becoming a Business Objects distributor providing installation, training and consulting services for Business Intelligence (BI) application software products. This product helps customers to analyze data and support management decision making for maximum efficiency. DCS is now a distributor providing installation, training and consultancy for the WebFOCUS product from Information Builders Inc.
- 2001 DCS added another hardware product to its portfolio and gave customers more choices when it became a dealer of Hewlett-Packard (HP) medium-size computers and servers.
- 2005 DCS set up a Disaster Recovery Center (DRC). This Center provides a comprehensive Information Technology outsourcing service for those customers who do not wish to manage their own Information Technology equipment and personnel.
- 2006 DCS added another partnership and became dealer of SAP software, providing installation, training and consulting services for enterprise software applications and business solutions. In addition, DCS developed a new product called "Hotel Management Analytic Application (HMAA)" software to help hotel managements make better informed decisions. DCS received special investment support from the Board of Investment (BOI) as its business is considered important and beneficial to the country. It has been exempted from corporate income tax for 8 years.

2.2 Overall performance of the Company and Its Subsidiary

At present, the core business of the Company and its subsidiary is the Information Technology Business. It is a Total Enterprise Solution Provider which operates through its subsidiary, Datapro Computer Systems Co., Ltd. Its products can be divided into 2 main groups as follows:

- 1) **Hardware and Software Product Group** – The products in this group include IT, multimedia, system & data management software, and application software.
- 2) **Service Group** – The services provided include annual maintenance, training and consulting, outsourcing and others.

Below is the shareholders' structure as at December 31, 2006:



PT = Premier Technology Public Company Limited

DCS = Datapro Computer Systems Company Limited

PFC = Premier Fission Capital Company Limited

2.3 Revenue Structure

The revenue structure of the Company and its subsidiary over the past 3 years is shown below:

Unit : Million Baht

| Product | Operated By | % of Company Shareholding | 2006 | | 2005 | | 2004 | |
|---|----------------|---------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|
| | | | Revenue | % | Revenue | % | Revenue | % |
| IT Product/Service Group | | | | | | | | |
| 1. Hardware and Software Product Group | DCS | 80.00 | 1,157 | 80.3 | 907 | 68.7 | 802 | 61.2 |
| 2. Service Group | DCS | 80.00 | 283 | 19.7 | 272 | 20.6 | 218 | 16.7 |
| Total IT Product/Service Group Revenue | | | 1,440 | 100.0 | 1,179 | 89.3 | 1,020 | 77.9 |
| Home Electrical Appliance Manufacturing Group | PCE* | - | - | - | 49 | 3.7 | 228 | 17.4 |
| Distribution of Home and Business Electrical Appliance Group | PHA* | - | - | - | 93 | 7.0 | 62 | 4.7 |
| Total Revenues | | | 1,440 | 100.0 | 1,321 | 100.0 | 1,310 | 100.0 |

Notes: 1) DCS = Datapro Computer Systems Co., Ltd.

2) * The Company sold its investment capital on 1 December 2005. As a result, PCE and PHA are no longer the Company's subsidiaries.

- PCE = Premier CE Co., Ltd.

- PHA = Premier Home Appliance Co., Ltd.

2.4 Targets for Business Operations

The Company's revenue in 2006 increased 9 percent over that of 2005. This was consistent with the overall growth of the Information Technology market and IT products and services increased by 22 percent.

In line with the growth of the Thai IT market, the Company has set a target of 15 percent growth over 2006 results for its 2007 revenue.

The Company will still continue to invest in the Total Solution IT Business and other related businesses which have high potential. This will help to strengthen its revenue and promote steady growth.




3. Business Operations of Each Product Line

3.1 Nature of Products and Services

The core business of the Company and its subsidiary is to be a Total Enterprise Solution Provider. The operations can be divided into 2 major groups as follows:

3.1.1 The Hardware and Software Products Group can be separated into 4 small groups as follows:

1) IT Products – Below are details of the products divided according to their type.



| Product / Service | Details of Product / Service | Product Owner |
|----------------------------|---|--|
| (a) Server & Storage | Mini-Computer – “IBM System i (iSeries)” Open System – “IBM System p (pSeries)” Server – “IBM System x (xSeries)” | IBM Thailand Co., Ltd.  |
| | Open System – “HP PA-RISC, HP Itanium” Server – “HP ProLiant” | Hewlett-Packard (Thailand) Ltd.  |
| (b) Network Infrastructure | Network infrastructure products, Cisco Systems: Routers, Switches, AVVID, Wireless Solutions, IP telephony | Cisco Systems (Thailand) Limited  |

2) Multimedia Products – This is equipment for transmission and display of video signals through various media connections such as computers, VCDs and DVDs. The products are grouped according to their usage as follows:

| Product / Service | Details of Product / Service | Product Owner |
|-------------------|--|---|
| (a) Projector | Projector - “Sanyo LCD Projector” | Sanyo (Thailand) Co., Ltd. |
| | Projector - “Canon LCD Projector” | Canon Marketing (Thailand) Co., Ltd. |
| | Projector - “Da-Lite Projector Screen” | Da-Lite Screen Company, Inc. |
| (b) Visualizer | Visualizer - “Canon Visualizer” | Canon Marketing (Thailand) Co., Ltd. |




| Product / Service | Details of Product / Service | Product Owner |
|-----------------------|---|-----------------------------------|
| (c) Interactive Board | Interactive Board - “Hitachi Interactive Board” | Hitachi Sales (Thailand), Ltd. |





3) System and Data Management Software Products - These products are grouped according to their nature as follows:

| Product / Service | Details of Product / Service | Product Owner |
|---|--|--|
| (a) Business & IT Service Management Software | Business Service Management - “BMC” | BMC Software, Inc |
| | Change Management Solution - “ALDON” | Aldon |
| (b) Database & Software Development Tools | The World Leading Database Solution - “ORACLE” | Oracle Corporation (Thailand) Co., Ltd.  |
| | “Microsoft SQL” | Microsoft (Thailand) Limited |
| | Web Application Infrastructure Solutions - “IBM WebSphere” | IBM Thailand Co., Ltd.  |
| (c) Backup & Recovery software | High Availability Management Software for IBM System i - “MIMIX” | Lakeview Technology Inc. |
| (d) Internet Infrastructure | Computer network and Internet security infrastructure for organizations and users, for personal and confidential data security in case computers are lost or stolen. | |
| | Firewall / VPN – “CheckPoint Firewall” | CheckPoint Software Technologies, Inc. |
| | Firewall / VPN – “STONESOFT Firewall” | Stonesoft Corporation |
| | Firewall / VPN - “NOKIA Firewall” | Nokia (Thailand) Ltd. |
| | Firewall / VPN - “Juniper Networks NetScreen Firewall” | Juniper Networks Inc. |
| | SSL VPN - “F5 FirePass SSL VPN” | F5 Networks Inc. |





| Product / Service | Details of Product / Service | Product Owner |
|---|---|--------------------------|
| (d) Internet Infrastructure (Continued) | SSL VPN - “Juniper Networks SSL VPN IVE” | Juniper Networks Inc. |
| | Anti-Virus Software/Application - “Trend Micro Antivirus” | Trend Micro Incorporated |
| | Anti-Virus Software/Application - “Symantec Antivirus” | Symantec Corporation |
| | Intrusion Detection/Intrusion Prevention - “Tipping Point” | TippingPoint Corporate |
| | Intrusion Detection/Intrusion Prevention - “Juniper Networks NetScreen IDP” | Juniper Networks Inc. |
| | Strong Authentication Solutions - “RSA Security” | RSA Security Inc. |
| | Bandwidth Management - “Allot NetEnforcer” | Allot Communication Inc. |
| | Bandwidth Management - “PACKETEER” | Packeteer |
| | Traffic Management - “f5” | F5 Networks Inc. |
| | Internet Content Filtering - “SurfControl Web Filter & E-Mail Filter” | SurfControl PLC |
| | Internet Content Filtering - “BlueCoat Proxy and Web Content Filtering” | Blue Coat Systems, Inc. |
| | Internet Content Filtering - “IronPort EMAIL & WEB Security” | IronPort Systems |

4) Business System and Intelligence Application Software – The products are grouped according to their nature as follows:

| Product / Service | Details of Product / Service | Product Owner |
|---|--|---|
| (a) Enterprise Resource Planning (ERP) Software | Enterprise Resource Planning software is software which allows various business systems including accounting, finance, purchasing, selling, inventory and production to connect, work and share resources together. | |
| | Enterprise Resource Planning Software – “Oracle JD Edwards EnterpriseOne & Oracle JD Edwards World” | Oracle Corporation (Thailand) Co., Ltd.  |
| | Enterprise Resource Planning Software - “SAP All-in-One” | SAP (Thailand) Limited  |
| (b) In-House Development Application Software Interfacing with ORACLE | <p>1) Tax system software for Thailand interfacing with Oracle JD Edwards EnterpriseOne - “Thailand Tax Localization System for JD Edwards EnterpriseOne”</p> <p>2) Tax system software for Thailand interfacing with Oracle JD Edwards World - “Thailand Tax Localization System for JD Edwards World”</p> <p>3) Cheque system software for Thailand interfacing with Oracle JD Edwards EnterpriseOne - “Cheque Control System for JD Edwards EnterpriseOne”</p> <p>4) Cheque system software for Thailand interfacing with Oracle JD Edwards World - “Cheque Control System for JD Edwards World”</p> <p>5) Payroll system software for Thailand interfacing with Oracle JD Edwards EnterpriseOne - “Thailand Payroll Tax Localization for JD Edwards EnterpriseOne”</p> <p>6) Payroll system software for Thailand interfacing with Oracle PeopleSoft Enterprise Human Capital Management - “Thailand Payroll Tax Localization for PeopleSoft Enterprise”</p> | Datapro Computer Systems Co., Ltd.  |

| Product / Service | Details of Product / Service | Product Owner |
|---|---|--|
| (c) Business Intelligence (BI) Software | Business Intelligence software helps to analyze and process data collected from various systems to enable better informed management decisions. | |
| | Business Intelligence software – “WebFOCUS” | Information Builders, Inc.  |
| | Software for connecting and collecting data from various systems – “iWay Software” | Information Builders, Inc.  |
| | Business Intelligence software – “Oracle PeopleSoft Enterprise Performance Management” | Oracle Corporation (Thailand) Co., Ltd.  |
| (d) In-House Development Management Decision Application Software | Data analysis software to support hotel management decisions – Hotel Management Analytic Application (HMAA) | Datapro Computer Systems Co., Ltd.  |

3.1.2 The Service Group is divided into 4 smaller groups as follows:

| Product / Service | Details of Product / Service | Product Owner |
|-----------------------------------|--|---|
| 1) Annual Maintenance Services | These services include consulting, software improvement in consistent with the manufacturer’s original, and computer system network check-up. The contract is made annually. | Datapro Computer Systems Co., Ltd.  |
| 2) Training & Consulting Services | System design and layout, training and consulting services are provided with the software sold. | Datapro Computer Systems Co., Ltd.  |
| 3) Outsourcing Services | DCS provides a comprehensive IT business system for those organizations which do not want to manage IT equipment and personnel themselves. DCS manages hardware, software and services for them. | Datapro Computer Systems Co., Ltd.  |
| 4) Other Services | Hardware rental service, computer network design and layout consulting service, computer room systems, etc. are provided | Datapro Computer Systems Co., Ltd.  |

Major Factors Affecting Business Opportunities

■ Success Factors of Business Operations

The Company is a Total Enterprise Solution Provider offering products from various business partners with a focus on after-sales service for every product it represents. It has highly qualified personnel, and the Company itself has almost 20 years of experience. Because of this, the Company can effectively meet the requirements of various organizations and bring satisfaction to its customers. As a result, the Company can retain its customers on a long-term basis and has continued good relationships with its business partners.

3.2 Marketing and Competitive Condition

3.2.1 Marketing Policy and Nature of the Market

■ Marketing Strategies

The Company and its subsidiary focus on providing continued service to customers. The sales and marketing teams are equipped with knowledge and understanding of products and can give advice as well as propose products and services that meet the needs of each customer efficiently and effectively. Building good relationships and providing continued long-term service are also emphasized.

■ Nature of Customers and Target Groups

The customers and target groups of the Company and its subsidiary are medium and large organizations such as financial institutions, service businesses, insurance companies and various industries. The Company has expanded its target customer base to include various industrial estates by building partnerships with industrial estate owners in order to provide its service to the companies and factories on those estates.

3.2.2 Competitive Conditions within the Industry

Competition in the Information Technology business continues to increase. The Company and its subsidiary are aware of this challenge and therefore have differentiated themselves by becoming a Total Enterprise Solution Provider. The Company offers IT products and services that are complete and suitable for each customer's business and size. The Company provides hardware, software and services as well as system design and layout, training, consulting, problem solving, and outsourcing services to customers who do not wish to manage their own IT equipment and personnel. This Total Solution Provider service is an important strategy in being the IT leader.

3.3 Provision of Products and Services

As the core business of the Company and its subsidiary is being a Total Enterprise Solution Provider, it is essential for the Company to equip staff with knowledge, skills and expertise that are up-to-date with the ongoing changes and advances in technology. The Company has therefore invested in a computer center and enough personnel to serve its customers. With the aim of building customers' confidence, it continues to expand, improve and develop its work systems, personnel and equipment continuously.

The Company is a direct importer and a dealer of various well-known products such as IBM, Hewlett-Packard, Cisco, Sanyo, Canon, ORACLE, Information Builders, SAP, and many others. Products are imported from Japan, U.S.A., France and Great Britain

In order to conform to the needs of businesses in Thailand, the Company has developed additional application software including the Thailand Tax Localization System for JD Edwards EnterpriseOne & World, Cheque Control System for JD Edwards EnterpriseOne and World, Thailand Payroll Tax Localization for PeopleSoft Enterprise and JD Edwards EnterpriseOne, and Hotel Management Analytic Application or HMAA. As the Company has a variety of products and has served its customers for a long time, the risk of losing its service and dealership is low.

4. Researches and Development

As a Total Enterprise Solution Provider, the Company researches, develops and monitors technology on an ongoing basis. This ongoing commitment prepares the Company for the creation of innovative products and services that conform to each customer's requirements. The Company developed the Hotel Management Analytic Application (HMAA) and received Board of Investment of Thailand (BOI)'s promotion, recognizing it as a business that is important and beneficial to the country. This promotional privilege included exemption of the corporate income tax for 8 years.

The Company also focuses on developing its personnel's knowledge and expertise which it considers a key to service. Its staff members attend various courses related to work systems, project management, examination for certificates from manufacturing companies, and information technology updates.

For the products of which the Company is a distributor, research and development is the responsibility of the product owners such as IBM, Hewlett-Packard, CISCO Systems, Sanyo, ORACLE, SAP and Information Builders. The Company is responsible for developing its personnel so that they can use these products accurately and effectively. The Company allocates a budget for personnel development as necessary, according to each year's projects. Over the past 3 years, its personnel development expenses have amounted to 9.5 Million Baht, 8.1 Million Baht and 14.2 Million Baht in 2004, 2005 and 2006 respectively.

5. Assets Used in Business Operations

5.1 Key Message of Assets

As at 31 December 2006, assets used in business operations are divided into 2 groups as follows:

5.1.1 Main Assets Used in Business Operations

| Type/ Nature of Assets | Nature of Ownership | Value (Million Baht) | Obligations |
|--|---------------------|----------------------|---|
| <u>The Company</u> -None- | | | |
| <u>The Subsidiary</u> | | | |
| 1. Computer and equipments used in its business and to lease | Owner | 111.65 | As a security for the performance of an obligation in Leasing Loan Agreement amounting to 72.13 Million Baht. |
| 2. The long term Lease Agreement for 20-30 years in the 3 leased areas to use as an office building and sub-lease. | Lease Agreement | 15.16 | -None- |

5.1.2 Assets Waiting for Sale

| Type/ Nature of Assets | Nature of Ownership | Value (Million Baht) | Obligations |
|---|---------------------|----------------------|-------------|
| <u>The Company</u> | | | |
| 1. Manufacture Machines | | | |
| - Two sets of Automatic Insert AVF, JVK and equipments | Owner | 0.0 | -None- |
| - 6 sets of High Speed and Multi-function Chip Mounter and equipments | Owner | 0.72 | -None- |

5.2 Investment Policy

As at December 31, 2006, the Company's total investment was 119.65 Million Baht, or 64.60 percent of the total assets. The Company's policy is to invest in the Information Technology Business and expand its investment to other related or supporting businesses with high potential for making profit and opportunities for continuous growth.

5.3 Supervision of Subsidiary

The Company plans to strengthen its subsidiary's business and financial structure by increasing the value and return on investment. At the same time, the Company will supervise the management policy and operations as well as the appointment of Directors or Managements of its subsidiary to ensure good governance policy.

5.4 Patents and Trade Marks

The company and its subsidiary have registered 3 trademarks covering all types of businesses and products in operation with the Department of Intellectual Property, Ministry of Commerce.

6. Future Projects

The Company and its subsidiary have targeted to become a leading of Total Enterprise Solution Provider to differentiate itself from other general Information Technology business distributors. Consequently, its direction focuses to develop added values and providing new services to better respond to customers' needs. Additionally, the Company plans to increase business partners in different businesses such as industrial estate projects in which cooperation with estate owners is required to provide IT services to various factories and companies located in those industrial estates. This will lead to more target customer groups and continued increase in revenue.

7. Legal Disputes

-None-

8. Capital Structures

8.1 Company's Securities

As at 31 December 2006, the Company's registered capital was 142,440,489 Baht divided into 142,440,489 ordinary shares at 1 Baht per share. The paid-up capital amounted to 141,944,471 Baht divided into 141,944,471 shares at 1 Baht per share. The following are changing during 2006:

Unit : Million Baht

| Date | Registered Capital | Paid-up Capital | Remarks |
|-------------------|--------------------|-----------------|--|
| December 31, 2005 | 1,466.30 | 1,419.44 | |
| October 27, 2006 | 1,424.40 | 1,419.44 | Registered capital was reduced by cutting out the unsubscribed ordinary shares of 4.19 Million shares. |
| December 18, 2006 | 142.44 | 141.94 | Registered and paid up capital was reduced by decreasing the par value from 10 Baht per share to 1 Baht per share. |

8.2 Shareholders

1) A group of 10 shareholders hold the largest proportion of shares

List of the top 10 shareholders whose names appeared in the Register of Shareholders as of October 4, 2006 are shown in the table below:

| Name | No. of Shares | % of share holding |
|--|--------------------|--------------------|
| 1. Mrs. Vimolthip Phongsathorn | 87,345,076 | 61.53 |
| 2. Capmaxx Company Limited | 13,900,000 | 9.79 |
| 3. Mr. Viwat Phongsathorn | 11,341,998 | 7.99 |
| 4. Mrs. Jiraporn Nuangplee | 6,139,050 | 4.32 |
| 5. Miss Chadarat Korintarasak | 6,007,690 | 4.23 |
| 6. Mr. Sinchai Taveeporntanapat | 5,009,730 | 3.53 |
| 7. Khunying Malathip Osathanugrah | 2,962,403 | 2.09 |
| 8. Premier Enterprise Public Company Limited | 1,601,454 | 1.13 |
| 9. Mr. Panya Seksan | 1,000,000 | 0.70 |
| 10. TMB Bank Public Company Limited | 592,347 | 0.42 |
| Total | 135,899,748 | 95.74 |

2) A group of major shareholders are related to those who take part in managing the Company:

| Name | Type of Business Operated | Related Person |
|-----------------------------------|---------------------------|--|
| 1. Mrs. Vimolthip Phongsathorn | - | Husband is Mr. Vichien Phongsathorn, Chairman. |
| 2. Khunying Malathip Osathanugrah | - | Son-in-law is Mr. Vichien Phongsathorn, Chairman. |
| 3. Mr. Viwat Phongsathorn | - | Elder Brother is Mr. Vichien Phongsathorn, Chairman. |

8.3 Dividend Payment Policy

The Company has dividend payment policy is based on its performance and cash flow. The Company's Board of Directors will propose dividend payment to shareholders' meeting for consideration on a yearly basis.

9. Management

9.1 Management Structure

The Company has two sets of directors – the Company’s Board of Directors and Audit Committee. Following are details of the two sets of directors:

9.1.1 Board of Directors

As at December 31, 2006 the Company’s Board of Directors consists of 8 directors as follows:

- | | | |
|----|----------------------------|---|
| 1. | Mr. Vichien Phongsathorn | Chairman |
| 2. | Mrs. Duangthip Eamrungrroj | Director |
| 3. | Mr. Viwat Phongsathorn | Director and Managing Director |
| 4. | Mr. Suradej Boonyawatana | Director |
| 5. | Mr. Paritud Bhandhubanyong | Independent Director |
| 6. | Mr. Udom Chatiyantont | Independent Director and Chairman of Audit Committee |
| 7. | Mr. Suchai Vatanatrinakul | Independent Director and Audit Committee |
| 8. | Mr. Katiya Greigarn | Independent Director and Audit Committee |

Mrs. Suchada Samaisut acts as Secretary to the Board of Directors.

For the independent director selection criteria, the Company considers the qualifications according to the policy set by the Security Exchange Commission and the Stock Exchange of Thailand. The nominating procedure is practiced as mentioned in Clause 9.2 – Criteria for Appointing Directors and Managements.

Scope of Authorities and Duties of the Board of Directors

- 1) Manage the Company according to the laws, objectives and articles of association as well as the resolution of the shareholders’ meeting, except for those matters requiring approval of the shareholders’ meeting before implementation. Examples are matters that need the resolution of the shareholders’ meeting as specified by the law, related transactions, and purchase and sale of major assets as specified by the Stock Exchange of Thailand or other government units.
- 2) Assign one or more of the directors or other people to act on their behalf.
- 3) Appoint the Audit Committee Directors and other committees.
- 4) Review and give consent to important matters such as policies, plans and budgets, management structure, management authority and any transactions specified by the Stock Exchange of Thailand or the laws.
- 5) Supervise the management’s operations to make sure they follow the approved policies, plans and budget.

9.1.2 Audit Committee

The Board of Directors appointed the Audit Committee on January 10, 2005. The Committee consists of:

1. Mr. Udom Chatiyant Chairman of Audit Committee
2. Mr. Suchai Vatanatrinakul Audit Committee
3. Mr. Katiya Greigarn Audit Committee

Scope of Authorities and Duties

- 1) Review that the Company's financial reports to ensure accuracy and transparency.
- 2) Review that the Company has appropriate and effective Internal Control and Internal Audit systems.
- 3) Review that the Company complies with the Securities and Exchange Act, the rules and regulations of the Stock Exchange of Thailand and other laws related to the Company's business.
- 4) Consider, select and propose for appointment the of the auditor and the auditing fee.
- 5) Consider the disclosure of the Company's information in case there are connected transactions or transactions that possible conflict of interests to enhance accuracy, transparency and adequacy.
- 6) Perform any other tasks as assigned by the Board of Directors which must be approved by the Audit Committee.

9.1.3 Names of Executives

The company does not have full-time employees since it only invests in the subsidiary. All finance and accounting work has also been outsourced to subsidiary.

9.2 Criteria for Appointing the Directors and Managements

As the Company has not yet set up a Nominating Committee, the criteria for selecting people to be appointed as directors is through discussion by the Board of Directors. The Board will consider selecting people according to their knowledge, experience and ability before nominating to the shareholders. At every Annual General Meeting of Shareholders, one third of the Board of Directors shall leave their position. If the number of directors who will leave cannot be exactly one third, the closest number to one third will leave. The directors who must leave their position in the first and second year after the Company's registration shall make a draw to decide who will leave. In later years, the directors who have been in their position the longest will leave. Those directors who leave according to this term may be selected to take the position again.

The Articles of Association specify that the shareholders' meeting selects the directors according to the following principles and methods:

- 1) A shareholder shall have one vote per one share held;
- 2) Each shareholder shall be able to exercise all of his/her votes available to elect single person director or several persons directors but splitting votes among the candidates is forbidden.
- 3) The person voted for highest scores in a descending order will be appointed directors according to the number of directors so available or required at that time. If the voted persons in the descending order have equal votes in excess of the number of directors so available or required, the chairman shall have a casting vote.

- 4) In case of a vacancy in the position of directors, for reasons other than the completion of the term, at least $\frac{3}{4}$ of the remaining number of directors shall appoint a person to serve as director in the next Board of Directors' Meeting, excluding such case where the remaining term is less than 2 months. Such appointed directors shall assume the position for the remaining term of the previous director.

9.3 Remuneration for the Managements

9.3.1 Monetary Remuneration

(1) Directors

The Company has the policy to pay remuneration only to Independent Directors and Audit Committees. In 2006, the remuneration to the directors is as follows:

| No. | Name | Amount (Baht) |
|---|----------------------------|---------------|
| 1 | Mr. Udom Chatiyant | 80,000.00 |
| 2 | Mr. Suchai Vatanatrinakul | 80,000.00 |
| 3 | Mr. Katiya Greigarn | 80,000.00 |
| 4 | Mr. Paritud Bhandhubanyong | 50,000.00 |
| Total Remuneration for the Directors | | 290,000.00 |

The remuneration to directors is in the form of meeting allowance and annual pension.

(2) Managements

- None -

9.3.2 Other remuneration

- None -

9.4 Corporate Governance

The Company has policy concerning corporate governance to follow the good corporate governance principles with the guidelines of the Stock Exchange of Thailand. Details are as follows:

(1) Corporate Governance Policy

The Company realizes the importance of good corporate governance as it is essential for the sustaining business growth. It is determined to follow the good corporate governance principles, and has given priority to the internal control and internal audit systems. It has also operated business with integrity, transparency and fairness to all parties concerned under the framework of the laws and business ethics.

(2) Rights of the Shareholders

The Company realizes the importance of the shareholders' rights and equality including the right to receive the Company's information, the right to vote and the right to be taken care of fairly. It also includes the convenience to be provided to the shareholders during the shareholders' meeting held once in every year. The Company will send out invitation meeting letters along with supporting information

for various agenda to the shareholders not less than 7 days prior the date of such meeting and published by newspapers before the meeting date. In each agenda, there will be comments from the Board of Directors' opinion and the minutes of meeting will be taken accurately and completely so that the shareholders can verify later.

(3) Rights of the Interested Parties

The Company recognizes the importance of all groups of interested parties. Details are as follows:

Customers: The Company takes care of and is responsible for its customers. It manufactures and sells products/services that have high quality standards and are safe, and it strictly follows the terms and conditions as agreed with the customers.

Business Partners and Creditors: The Company acts fairly, does not take advantage, respects and follows the terms and conditions as specified in the agreement.

Competitors: It competes in business under the framework of good competition.

Shareholders: The Company carries out its duties with integrity and transparency, and ensures benefits to the Company and its shareholders.

Communities: The Company is responsible for the environment of the community and society. It has made donations to support education for poor children in up country through Yuvabadhana Foundation.

Employees: The Company treats its employees equally and fairly, and offers appropriate compensation to them.

The Company shall comply with the rules and regulations concerned to ensure that these interested parties are well taken care of.

(4) Shareholders' Meeting

At each shareholders meeting, the Company allows equal opportunity for all shareholders to examine the Company's operations, enquiring, expressing their opinions and making suggestions. All major enquiries and opinions are recorded in the minutes of meeting.

(5) Leadership and Vision

The Board of Directors approves the Company's vision, mission, strategy, objective, business plan and budget. The Board of Directors monitors that the management operates in line with the specified business plan and the budget efficiently and effectively. It also exercises oversight to ensure that there are sufficient and regular internal controls.

(6) Conflict of Interest

The authorized directors of the Company are also executive directors of the Premier Group of Companies. The Company has therefore assigned an Audit Committee consisting of 3 Independent Directors to supervise, report and comment on business transactions which are connected or might cause a conflict of interest. This takes place before the transactions are proposed to the Company's Board of Directors or shareholders for approval and is consistent with the guidelines of the Stock

Exchange of Thailand. In addition, the Company has set policies and procedures to prevent its management and any other parties concerned from taking advantage of insider information. The details of ‘Supervision on the Use of Insider Information’ are specified in Clause 9.5.

(7) Business Ethics

The Company operates its business by adhering to accuracy and fairness. It has set business practices for its executives and employees to follow. These practices cover:

- 1) Customers
- 2) Business partners and creditors
- 3) Business competitors
- 4) Shareholders
- 5) Communities
- 6) Individual employees
- 7) Interactions between employees

The Company has established these business practices as a “Code of Business Ethic of the Premier Group of Companies”. All employees are required to strictly comply with these practices. The Company also monitors to ensure that these ethical practices are being followed.

(8) Balance of Power of Non-Executive Directors

The Board of Directors consists of 8 directors as follows:

| | |
|-------------------------------|---|
| Directors who are executives | 4 |
| Directors who are independent | 4 |

The Company’s policy is that at least one-third of the total Board of Directors membership must be Independent Directors, and there must be at least 3 Independent Directors. The same guidelines as the qualifications of the Audit Committee directors as announced by the Stock Exchange of Thailand are used to determine the qualifications of the independent directors.

(9) Aggregation and Segregation of Positions

The Chairman of the Board of Directors and the Managing Director represent major shareholders who hold 69.52 percent of the total shares. However, more than one-third of all members of the Board of Directors are independent directors. This helps to balance voting on various matters. In addition, the Audit Committee comprises 3 Independent Directors and is responsible for reviewing and examining the management of the Board of Directors.

The Company has specified the definition of independent directors as follows:

- 1) Holding shares not more than 5 percent of the total shares with voting rights in the Company, its subsidiary, joint-venture or person which interested parties (including persons related to Section 258 of the securities law).
- 2) Being a Director who does not take part in the management and not an employee, staff member or advisor who receive a regular salary from the Company, its subsidiary,

associated company or interested parties and has not gain such benefits or such interest for a prior of not less than 1 year.

- 3) Being a Director who has no direct or indirect benefit or interest from the financial and management of the Company, its Subsidiary, associated company, not be compromised by a conflict of interest that could affect him/her from giving an unbiased opinion.
- 4) Being a director who is not a related person or close relative of any management member or major shareholder of the Company, its Subsidiary, associated company or person who might cause conflict of interest and not appointed as a representative to safeguard interest of the Company's Director or major shareholders.

(10) Remuneration for the Directors and Managements

The Company has been careful about paying appropriate compensation to the executives of the Company and its subsidiary. The remuneration for the Directors and Managements should be appropriate for their duties and responsibilities and commensurate with the same industry as a whole to attract and retain highly qualified Managements. The Managements receive higher remuneration according to their increased workload.

(11) The Board of Directors' Meeting

The Board of Directors is ordinarily scheduled to meet at least every quarter of the year, with additional meeting convened as required. The agenda is clearly determined for information and deliberation and a relevant documentation sent to the Board of Directors in advance, except in case of urgently, to allow the Board of Directors sufficient time to study information prior to the meeting. The minutes of the meeting recorded in writing. Previous minutes are certified by the Board of Directors and compiled for the future reference of the Board of Directors or related person.

In 2006, the Board of Directors convened a total of 4 meetings and the record of Directors' attendance is summarized as follows:

| Director's Name | | Attendance / Total Meetings |
|-------------------|----------------|-----------------------------|
| 1. Mr. Vichien | Phongsathorn | 4/4 |
| 2. Mrs. Duangthip | Eamrungrroj | 4/4 |
| 3. Mr. Viwat | Phongsathorn | 4/4 |
| 4. Mr. Suradej | Boonyawatana | 4/4 |
| 5. Mr. Paritud | Bhandhubanyong | 1/4 |
| 6. Mr. Udom | Chatiyant | 4/4 |
| 7. Mr. Suchai | Vatanatrinakul | 4/4 |
| 8. Mr. Katiya | Greigarn | 4/4 |

(12) Sub-Committees

The Audit Committee was appointed by the Company on January 10, 2005 with a scope of authorities and responsibilities as described in Clause 9.1.2. The chairperson and the directors of the Audit Committee has the term of office of 3 years.

In 2006, the Audit Committee convened a total of 4 meetings and the record of Directors' attendance is summarized as follows:

| Director's Name | | Attendance / Total Meetings |
|-----------------|----------------|-----------------------------|
| 1. Mr. Udom | Chatiyant | 4/4 |
| 2. Mr. Suchai | Vatanatrinakul | 4/4 |
| 3. Mr. Katiya | Greigarn | 4/4 |

(13) Internal Control and Internal Audit Systems

The Company realizes the importance of an efficient internal control system, covering financial control, internal operations and asset management. The internal control unit of the Premier Group of Companies is responsible for auditing the operations and reporting the results to the Audit Committee to ensure that the operations follow the required guidelines and are efficient. The Company also assesses the risks inherent in each business in order to specify risk management measures for those involved to comply with. The details are specified in Clause 10 under the "Internal Controls" section.

(14) Report of the Board of Directors

The Board of Directors is responsible for the consolidated financial statements of the Company and its subsidiary, including financial information presented in the Annual Report. These financial statements are prepared in accordance with generally accepted accounting standards applicable in Thailand. Appropriate accounting policies have been adopted and adhered to on the basis. Adequate information disclosures are also provided in the Notes of the Financial Statements.

(15) Investor Relations

The Company realizes the importance of disclosing accurate, complete and transparent both financial and general information in compliance with the guidelines set by the Security Exchange Commission and the Stock Exchange of Thailand. The Company has distributed such information to the investors and those involved through the communication channels and media of the Stock Exchange of Thailand. Although it has not yet established a dedicated corporate unit for this purpose, it has assigned the Managing Director the task of contact and communication with investors, institutional investors, shareholders, analysts and relevant public sector agencies.

9.5 Protection Against the Use of Inside Information

The Company has policy to control and prevent management from using inside information for their own benefits as follows:

- 1) The Company has prepared a non-disclosure agreement for employees, contractors, vendors, suppliers and those who come to see its operations. This is to protect against the disclosure of the confidential information or communications of the Company and its subsidiary. There is a penalty for those who use inside information for their own benefits, or use it in a way that causes damage to the reputation of the Company.
- 2) Managements are given information on their duties to report their holdings of the Company's securities and the penalties under the Securities and Stock Market Act B.E. 2535, and the requirements of the Stock Exchange of Thailand.
- 3) Managements are required to report changing of the Company's securities holdings to the Security Exchange Commission and the Stock Exchange of Thailand in according with Section 59 under the Securities and Stock Market Act B.E. 2535.

9.6 Human Resources

There are no full-time employees at the Company as it invests in a subsidiary. It outsources its accounting and finance work to the subsidiary to manage.

10. Internal Control

The Company realizes the importance of an internal control system and therefore monitors the operations of the Company and its Subsidiaries. This is to ensure that there is a sufficient and appropriate internal control system to protect the assets of the Company and its subsidiary from being misused or used without proper authority. It also appointed an Audit Committee to examine the accuracy of financial statements and the internal control systems. This Committee is also responsible for examining the Company's business practices to ensure compliance with the Securities and Stock Market laws and regulations. A summary of the Company's internal control in various areas is shown below:

10.1 Organization and Environment

The Company has defined clearly corporate goals according to product types which are measurable and are reviewed periodically for their feasibility to reach the corporate goals. The organization chart is drawn based on the various functions, and ethics and prohibitions are specified in the employees' work regulations. In addition, authority required for operations is written document and adjusted in line with the prevailing business conditions.

10.2 Risk Management

The Company assesses both internal and external risk factors which may affect its business operations. The purpose is to analyze and rate the risk levels according to the effects and the possibility of the risk happening in each business procedure. The Company has also set a risk management plan in cooperation with the internal control unit of the Premier Group of Companies and regularly monitors the situations or risk factors.

10.3 The Control of Management's Operations

The Company has prepared a manual on operational authorities which clearly specifies the scope of authorities and the amount each management level is authorized to approve. The Company has also organized the work structure under which the duties to approve transactions, record accounting transactions and managing assets are separated. It also monitors the Company's performance and practices to ensure strict compliance with current laws and regulations.

10.4 Information and Communication Systems

Important information on various matters is compiled for management decisions. For meeting appointments, invitation meeting letters along with documents will be sent 7 days in advance. Minutes will be taken during each meeting. The Company follows generally accepted accounting principles and retains all necessary accounting documents by the Revenue Department's laws and regulations.

10.5 Monitoring Systems

The Company monitors and evaluates corporate operating performance by comparison with predetermined targets. A Rolling Plan is made every quarter, and each unit is required to analyze the reasons for any differences. The aim is to identify directions for improving the operations.

11. Connected Transactions**11.1 Connected Transactions with Persons Who May Have Had Conflict of Interest**

During the year, the Company had business transactions with related companies (related by having the same shareholders and/or directors) such as IQA Laboratory Co., Ltd., Premier CE Co., Ltd., Premier Fission Capital Co., Ltd., Seri Premier Co., Ltd., Premier Marketing Co., Ltd. and Premier Manufacturing Co., Ltd. Such business transactions were in line with the terms and conditions mutually agreed upon, or the agreements between the Company and those companies, and were business as usual. These included revenue from selling goods and services, revenue from transfer of rights, expenses of selling, administrative and commission which are also provided in the Notes of the Financial Statements for the year 2006 in Remark 6.

On February 27, 2006, the Board of Directors approved the transfer of the Company's right to repurchase the land and factory building granted by the TMB Bank Public Company Limited to Allied Products (Thailand) Company Limited, a related juristic person. Details are as follows:

| Name and Relation | Nature of Transaction | Value (Million Baht) | Rationale |
|--|--|---|---|
| Allied Products (Thailand) Co., Ltd. (having 1 common director and the major shareholder of the company receiving the rights transfer is the elder brother of the Company's director.) | The transfer of right to repurchase the land and factory building granted by the TMB Bank Public Co., Ltd. | The Company received 7.2 Million Baht as compensation for the transfer. | <p>After consideration, the Audit Committee has the opinion that such transaction was reasonable for maximum benefit to the Company.</p> <p>This is because the land and building which the Company had the right to repurchase were assets not used for operating the business.</p> <p>In addition, the compensation the Company received combined with the repurchase price from the Bank and the various expenses under its responsibilities was higher than the valuation of the assets made by the independent valuator.</p> |

On October 4, 2006, the Meeting of shareholders approved the purchase of Datapro Computer Systems Company Limited's ordinary shares from Premier Fission Capital Company Limited, a related juristic person. Details are as follows:

| Name and Relation | Nature of Transaction | Value (Million Baht) | Rationale |
|---|--|---------------------------------|---|
| Premier Fission Capitol Co. Ltd. (Four of the Company's executives are the seller company's indirect executives and shareholders – holding shares through Premier Planner Co., Ltd. | The purchase of Datapro Computer Systems Co., Ltd.'s ordinary shares | Less than 35.1 Million Baht | It was the transaction to adjust the shareholding structure from 80 percent to 99.99 percent. This was due to the fact that Datapro Computer Systems Co., Ltd. is a core business with good returns and growth rate. Also, the purchase price agreed upon was acceptable. After consideration, the Audit Committee and independent financial advisors had the opinion that such transaction was fair and reasonable. |

The above-mentioned connected transaction has not yet been accomplished as approved by the shareholders. This is because Premier Fission Capital Co., Ltd. is in the process of requesting approval to carry out such transaction.

11.2 Connected Transactions Between the Company and Its Subsidiary.

-None-

12. Financial Status

12.1 Financial Statements

(1) A summary of the Independent Auditor's Reports for the past 3 years

In 2004, the Independent Auditor certified the Financial Statements without any conditions. However, there was a note that the total loss of the Company and its subsidiary was higher than the capital and the current liabilities were higher than the current assets. This showed that there was uncertainty about the ability of the Company to make enough profit from operations in the future, and the ability to pay the outstanding debt from the debt restructuring of the Company and its subsidiary.

In 2005, the Independent Auditor certified the Financial Statements without any conditions. However, there was a note about the negotiation steps taken in transferring the right to sell the land, factory and machinery not used by the Company. These steps must be approved by its shareholders. Also, the delayed approval within the Bank led to a report in the Annual Financial Statements that there was a delay in debt repayment for a short time while waiting for the signing of the debt restructuring agreement and preparation for the transfer at the end of the 3rd quarter. This transaction was completed early in the following quarter. The Independent Auditor also made a note about the new business restructuring by selling all of the Company's investment capital in the subsidiary which manufacture and sell electrical appliances in order to focus on Information Technology business.

In 2006, the Independent Auditor certified the Financial Statements without any conditions.

(2) Summary of the Financial Status and Operating Performance

Following are the tables showing the Balance Sheets, Profit and Loss Statements and Cash Flow Statements of the Company and its subsidiary during past 3 years.

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

BALANCE SHEETS

AS AT 31 DECEMBER 2006 AND 2005 AND 2004

| BALANCE SHEETS | 2006 (Baht) | 2005 (Baht) | 2004 (Baht) |
|--|----------------|----------------|----------------|
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 79,680,020 | 30,474,050 | 25,635,472 |
| Current investment - fixed deposits with banks | 1,250 | 1,232 | 5,772 |
| Trade accounts receivable | | | |
| Trade accounts receivable - related parties | 1,528,572 | 5,539,729 | 3,161,237 |
| Trade accounts receivable - others | 411,308,522 | 274,734,750 | 269,925,755 |
| Less : Allowance for doubtful accounts | (4,962,841) | (13,282,199) | (13,390,473) |
| Trade accounts receivable - net | 407,874,253 | 266,992,280 | 259,696,519 |
| Amounts due from related party | - | 682,606 | 216,614 |
| Inventories - net | 101,212,104 | 22,766,333 | 66,955,362 |
| Other current assets | | | |
| Withholding income tax deducted at source | 20,705,217 | 26,735,071 | 23,891,811 |
| Accrued service income | 11,367,811 | 9,136,937 | 13,427,218 |
| Prepaid service cost | 17,519,534 | 7,676,750 | 22,038,170 |
| Account receivable - other | - | - | 6,556,000 |
| Others | 7,939,758 | 5,622,254 | 18,276,946 |
| TOTAL CURRENT ASSETS | 646,299,947 | 370,087,513 | 436,699,884 |
| NON-CURRENT ASSETS | | | |
| Restricted fixed deposits with banks | 24,953,224 | 23,713,890 | 20,152,675 |
| Other long-term investments - net | 2,250,000 | 5,250,000 | 5,250,000 |
| Leasehold right and equipment - net | 151,650,506 | 132,309,251 | 256,230,239 |
| Other non-current assets | | | |
| Prepaid rental expenses | 6,442,634 | 6,862,634 | 7,282,634 |
| Others | 5,095,509 | 4,333,227 | 3,857,852 |
| TOTAL NON-CURRENT ASSETS | 190,391,873 | 172,469,002 | 292,773,400 |
| TOTAL ASSETS | 836,691,820 | 542,556,515 | 729,473,284 |

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

BALANCE SHEETS (Continued)

AS AT 31 DECEMBER 2006 AND 2005 AND 2004

| BALANCE SHEETS | 2006 (Baht) | 2005 (Baht) | 2004 (Baht) |
|--|----------------|----------------|----------------|
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | |
| CURRENT LIABILITIES | | | |
| Trust receipts | - | 55,250,252 | - |
| Trade accounts payable | 350,843,741 | 171,292,144 | 245,796,094 |
| Amounts due to related parties | 3,018,898 | 648,108 | 4,814,291 |
| Accounts payable - factoring company | 45,420,169 | 32,638,515 | 14,106,634 |
| Accounts payable - other | - | - | 16,302,711 |
| Current portion of long-term loans | 7,535,896 | 7,457,863 | 30,046,644 |
| Current portion of long-term liabilities | 33,327,865 | 17,928,887 | |
| Current portion of long-term liabilities under rehabilitation plan | 2,393,699 | 7,645,908 | 36,283,441 |
| Short-term loan from related party | - | - | 15,000,000 |
| Short-term loan from director | - | - | 25,000,000 |
| Other current liabilities | | | |
| Accrued expenses | 88,159,967 | 67,512,533 | 73,734,179 |
| Deferred service income | 29,250,043 | 13,169,405 | 12,579,914 |
| Corporate income tax payable | 14,451,422 | - | |
| Others | 23,322,315 | 17,228,876 | 15,372,159 |
| TOTAL CURRENT LIABILITIES | 597,724,015 | 390,772,491 | 489,036,067 |
| NON-CURRENT LIABILITIES | | | |
| Accounts payable - other | - | - | 14,900,000 |
| Long-term loans - net current portion | 6,251,630 | 9,000,000 | 31,174,709 |
| Long-term liabilities - net of current portion | 39,062,198 | 16,761,406 | |
| Long-term liabilities under rehabilitation plan - net of current portion | 7,329,418 | 11,506,369 | 180,831,448 |
| Other non-current liabilities | 252,000 | 252,000 | 252,000 |
| TOTAL NON-CURRENT LIABILITIES | 52,895,246 | 37,519,775 | 227,158,157 |
| TOTAL LIABILITIES | 650,619,261 | 428,292,266 | 716,194,224 |

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

BALANCE SHEETS (Continued)

AS AT 31 DECEMBER 2006 AND 2005 AND 2004

| BALANCE SHEETS | 2006 (Baht) | 2005 (Baht) | 2004 (Baht) |
|--|--------------------|--------------------|--------------------|
| SHAREHOLDERS' EQUITY | | | |
| Share capital | | | |
| Registered | | | |
| 142,440,489 ordinary shares of Baht 1 each (2005 : 146,630,306 ordinary shares of Baht 10 each) | 142,440,489 | 1,466,303,060 | 1,466,303,060 |
| Issued and fully paid up | | | |
| 141,944,471 ordinary shares of Baht 1 each (2005 : 141,944,471 ordinary shares of Baht 10 each) | 141,944,471 | 1,419,444,710 | 365,335,720 |
| Share subscription received in advance | - | - | 94,058,932 |
| Deficit on ordinary shares | - | (1,009,370,805) | (60,672,714) |
| Company's shares held by subsidiary | (230,175) | (2,301,750) | (2,301,750) |
| Land revaluation surplus | - | - | 81,459,567 |
| Premium on sales of assets to related company | - | 58,596,310 | - |
| Retained earnings | | | |
| Appropriated - statutory reserve | 2,400,000 | 6,947,801 | 6,947,801 |
| Unappropriated (Deficit) | 12,552,679 | (383,349,343) | (494,873,457) |
| Equity attributable to Company's shareholders (deficit) | 156,666,975 | 89,966,923 | (10,045,901) |
| Minority interest - Equity attributable to minority shareholders of subsidiary | 29,405,584 | 24,297,326 | 23,324,961 |
| TOTAL SHAREHOLDERS' EQUITY (CAPITAL DIFICIT) | 186,072,559 | 114,264,249 | 13,279,060 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | 836,691,820 | 542,556,515 | 729,473,284 |

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

INCOME STATEMENTS

FOR THE YEARS ENDED 31 DECEMBER 2006 AND 2005 AND 2004

| INCOME STATEMENTS | 2006 (Baht) | 2005 (Baht) | 2004 (Baht) |
|---|----------------|----------------|----------------|
| REVENUES | | | |
| Sales | 1,156,547,716 | 1,048,602,688 | 1,091,656,153 |
| Service income | 283,533,932 | 272,661,959 | 218,007,941 |
| Rental income | - | 1,756,400 | 1,100,000 |
| Remuneration from transfer of right | 23,173,009 | - | - |
| Gain on sales of investment | 43,388,052 | - | - |
| Gain from transfers of assets for debt settlement | - | 63,084,440 | - |
| Other income | 26,025,486 | 16,258,126 | 27,896,094 |
| TOTAL REVENUES | 1,532,668,195 | 1,402,363,613 | 1,338,660,188 |
| EXPENSES | | | |
| Cost of sales and services | 1,110,032,135 | 1,026,806,704 | 1,042,600,812 |
| Selling and administrative expenses | 318,946,125 | 332,720,143 | 332,282,653 |
| TOTAL EXPENSES | 1,428,978,260 | 1,359,526,847 | 1,374,883,465 |
| INCOME BEFORE INTEREST EXPENSES AND INCOME TAX | 103,689,935 | 42,836,766 | (36,223,277) |
| INTEREST EXPENSES | (9,075,636) | (9,449,943) | (10,214,300) |
| CORPORATE INCOME TAX | (24,877,564) | (3,337,399) | (4,658,163) |
| INCOME (LOSS) BEFORE MINORITY INTEREST | 69,736,735 | 30,049,424 | (51,095,740) |
| NET INCOME IN RESPECT OF MINORITY INTEREST | (5,108,258) | (972,365) | (2,405,075) |
| INCOME (LOSS) FROM ORDINARY ACTIVITIES | 64,628,477 | 29,077,059 | (53,500,815) |
| EXTRAORDINARY ITEM - GAIN ON DEBT RESTRUCTURING | - | 82,447,055 | - |
| NET INCOME (LOSS) FOR THE YEAR | 64,628,477 | 111,524,114 | (53,500,815) |

| | | | |
|---|-------------|-------------|------------|
| BASIC EARNINGS PER SHARE | | | |
| Income (Loss) from ordinary activities | 0.46 | 0.24 | (1.47) |
| Extraordinary item - gain on debt restructuring | - | 0.66 | - |
| Net income (loss) | 0.46 | 0.90 | (1.47) |
| Weighted average number of ordinary shares (shares) | 141,714,296 | 124,390,186 | 36,303,397 |

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

CASH FLOW STATEMENTS

FOR THE YEARS ENDED 31 DECEMBER 2006 AND 2005 AND 2004

| CASH FLOW STATEMENTS | 2006 (Baht) | 2005 (Baht) | 2004 (Baht) |
|--|----------------|----------------|----------------|
| CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES : | | | |
| Net income (loss) | 64,628,477 | 111,524,114 | (53,500,815) |
| Adjustments to reconcile net income to net cash provided by (paid from) operating activities : | | | |
| Net income attributable to minority interest | 5,108,258 | 972,365 | 2,405,075 |
| Increase (decrease) in allowance for doubtful accounts | 2,918,525 | 697,312 | (4,124,273) |
| Increase (decrease) in allowance for diminution in value of inventories | 120,623 | 4,784,789 | (3,452,869) |
| Decrease in allowance for diminution in value of investment | - | (239,950) | - |
| Provision for Impairment - assets | - | - | 220,948 |
| Depreciation and amortisation | 70,913,245 | 71,570,495 | 70,479,451 |
| Gain on sales of investment in other company | (43,388,052) | - | - |
| Gain from transfers of assets for debt settlement | - | (63,084,440) | - |
| Gain on sales of equipment | (862,066) | (1,955,425) | (5,161,009) |
| Decrease in Company's share held by subsidiary due to share capital reduction | 2,071,575 | - | - |
| | 101,510,585 | 124,269,260 | 6,866,508 |
| (Increase) decrease in operating assets | | | |
| Trade accounts receivable | (143,800,498) | (29,620,995) | 30,612,046 |
| Amounts due from related parties | 682,606 | (465,992) | 5,460 |
| Inventories | (78,566,393) | 13,745,692 | 2,006,663 |
| Other current assets | (8,361,308) | 26,331,996 | (18,201,015) |
| Other non-current assets | (248,392) | (896,289) | (110,967) |
| Increase (decrease) in operating liabilities | | | |
| Trade accounts payable | 179,551,597 | (41,938,970) | (3,940,047) |
| Amounts due to related parties | 2,370,790 | (3,011,756) | (9,421,839) |
| Other current liabilities | 57,272,933 | 8,358,630 | (24,925,325) |
| Other non-current liabilities | - | - | 12,000 |
| Net cash from operating activities - before extraordinary item | 110,411,920 | 96,771,576 | (17,096,516) |
| Extraordinary item - gain on debt restructuring | - | (82,447,055) | - |
| Net cash from (used in) operating activities | 110,411,920 | 14,324,521 | (17,096,516) |

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

CASH FLOW STATEMENTS (Continued)

FOR THE YEARS ENDED 31 DECEMBER 2006 AND 2005 AND 2004

| CASH FLOW STATEMENTS | 2006 (Baht) | 2005 (Baht) | 2004 (Baht) |
|--|----------------|----------------|----------------|
| CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES : | | | |
| Increase in accounts payable - other | - | 217,700 | 283,843 |
| Increase in fixed deposits subject to encumbrance | (1,239,334) | (4,284,415) | (2,315,741) |
| (Increase) decrease in current investment | (18) | 4,540 | (1,309,209) |
| Proceeds from sales of equipment | 5,307,862 | 13,402,183 | 7,129,047 |
| Acquisition of equipment | (21,160,806) | (44,209,126) | (47,663,710) |
| Cash receipt from the transfer of rights of claim in debts and loans | - | 5,000,000 | - |
| Cash receipt from sales of investments in subsidiaries | - | 5,000 | - |
| Cash receipt from sale of investment in other company | 46,388,052 | 239,950 | (3,000,000) |
| Cash of subsidiaries at the sales date of subsidiaries | - | (3,275,066) | - |
| Net cash from (used in) investing activities | 29,295,756 | (32,899,234) | (46,875,770) |
| CASH FLOWS FROM FINANCING ACTIVITIES : | | | |
| Cash receipt from (repayment of) trust receipts | (55,250,252) | 55,250,252 | - |
| Increase (decrease) in accounts payable - factoring companies | 12,781,654 | 22,734,253 | (20,002,148) |
| Cash receipt from short-term loan from related parties | - | 26,226,000 | 15,000,000 |
| Receive (repayment) of short-term loan from director | - | (25,000,000) | 25,000,000 |
| Repayment of long-term loan | (2,670,337) | - | - |
| Repayment of long-term liabilities | (35,933,611) | (33,448,625) | (31,866,992) |
| Repayment of long-term liabilities under rehabilitation plan | (9,429,160) | (33,700,556) | (24,368,248) |
| Cash receipt from increase in share capital | - | 11,351,967 | 94,058,932 |
| Net cash from (used in) financing activities | (90,501,706) | 23,413,291 | 57,821,544 |
| Net increase (decrease) in cash and cash equivalents | 49,205,970 | 4,838,578 | (6,150,742) |
| Cash and cash equivalents at beginning of the year | 30,474,050 | 25,635,472 | 31,786,214 |
| Cash and cash equivalents at end of the year | 79,680,020 | 30,474,050 | 25,635,472 |
| Supplementary disclosures of cash flows information : | | | |
| Cash paid during the year for | | | |
| Interest expenses | 9,623,002 | 10,605,522 | 17,254,861 |
| Corporate income tax | 14,804,592 | 11,606,794 | 15,550,395 |
| Non-cash transactions | | | |
| Finance lease agreements - computer equipment | 73,633,381 | 23,375,428 | 27,229,110 |
| Transfer of assets for debt settlement | - | 89,615,000 | - |

(3) Financial Ratio

Following are the table showing the Financial Ratio which are the reflection of the Financial Statement and Operating Performance of the Company and its subsidiary for past 3 years.

| | 2549 | 2548 | 2547 |
|--|--------|---------|--------|
| LIQUIDITY RATIO | | | |
| Current Ratio (Times) | 1.08 | 0.95 | 0.89 |
| Quick Ratio (Times) | 0.82 | 0.76 | 0.58 |
| Cash Flow Liquidity (Times) | 0.22 | 0.22 | -0.04 |
| Accounts Receivable Turnover (Times) | 4.27 | 5.02 | 4.80 |
| Collection Period (Days) | 84 | 72 | 75 |
| Inventory Turnover (Times) | 17.91 | 22.89 | 15.74 |
| Inventory Turnover Period (Days) | 20 | 16 | 23 |
| Accounts Payable Turnover (Times) | 4.25 | 4.92 | 4.21 |
| Payment Period (Days) | 85 | 73 | 86 |
| Cash Cycle (Days) | 20 | 14 | 12 |
| PROFITABILITY RATIO | | | |
| Gross Profit Margin (%) | 22.92% | 22.39% | 20.46% |
| Net Profit Margin from Normal Operation (%) | 4.22% | 2.07% | -4.00% |
| Net Profit Margin (%) | 4.22% | 7.95% | -4.00% |
| Return on Equity from Normal Operation (%) | 43.04% | 45.60% | N/A |
| Return on Equity (%) | 43.04% | 174.88% | N/A |
| EFFICIENCY RATIO | | | |
| Return on Total Assets from Normal Operation (%) | 9.37% | 4.57% | -7.31% |
| Return on Total Assets (%) | 9.37% | 17.53% | -7.31% |
| Return on Fixed Assets from Normal Operation (%) | 95.47% | 51.81% | 6.58% |
| Return on Fixed Assets (%) | 95.47% | 94.25% | 6.58% |
| Assets Turnover (Times) | 2.22 | 2.20 | 1.83 |
| FINANCIAL POLICY RATIO | | | |
| Debt to Equity Ratio (Times) | 3.50 | 3.75 | 53.93 |
| Interest Coverage Ratio (Times) | 11.43 | 4.53 | -3.55 |
| Dividend Payout Ratio (%) | - | - | - |

12.2 Management Discussion and Analysis

(1) Operating Result

In the year 2006, the company and its subsidiaries had net profit from operation in the amount of 64.63 Million Baht, the gross profit 330.05 Million Baht, which come from sales and service income of computer and software business, remuneration from transfer of rights 23.17 Million Baht, profit from selling investment in the amount of 43.39 Million Baht, other income of 26.03 Million Baht, the company's selling and administrative expenses in the amount of 318.95 Million Baht, interest expenses of 9.08 Million Baht and corporate income tax in the amount of 24.88 Million Baht.

The change of the Company's financial status and performance in the year 2006 by comparison with the year 2005, net profit decreased by 46.90 Million Baht, as a result from the year 2005 the Company had profit incurred from transfer of asset for settlement of debt under the rehabilitation plan in the amount of 145.53 Million Baht, income from sales and service increased by 117.06 Million Baht. In 2006 The Company has information technology income in the amount of 1,440.08 Million Baht, increased from last year by 258.95 Million Baht meanwhile in the year 2005 total revenues were included sales of electrical appliance business amount of 141.89 Million Baht, which is sold in last year from restructuring business, remuneration from transfer of rights 23.17 Million Baht, and profit from selling investment in the amount of 43.39 Million Baht. Other income increased by 9.77 Million Baht due to rebate income of information technology business. The selling and administrative expenses decreased by 13.77 Million Baht, resulted from restructuring business in the year 2005, interest expenses decreased by 0.37 Million Baht and corporate income tax increased by 21.54 Million Baht.

(2) Financial Status

The total assets of the company and its subsidiaries in the amount of 836.69 Million Baht increased by 294.14 Million Baht, due cash and cash equivalents increased by 49.21 Million Baht, trade receivable increased by 140.88 Million Baht, mainly to the inventory of computer and LCD&Visualizer increased by 78.45 Million Baht, deferred service income increased by 2.23 Million Baht, prepaid service cost increased by 9.84 Million Baht, other current assets increased by 2.32 Million Baht, restricted fixed deposit with bank increased by 1.24 Million Baht, computer software presented as part of net lease rights and equipments increased by 19.34 Million Baht, withholding tax decreased by 6.03 Million Baht, , and other long-term investment decreased by 3.00 Million Baht.

The total liabilities of the company and its subsidiaries in the amount of 650.62 Million Baht increased by 222.33 Million Baht, resulted from account payable increased by 179.55 Million Baht, due to related parties increased by 2.37 Million Baht, factoring payable account increased by 12.78 Million Baht, while trust receipt account decreased by 55.25 Million Baht, accrued expenses increased by 20.65 Million Baht, deferred service income increased by 16.08 Million Baht, corporate income tax increased by 14.45 Million Baht, other current liabilities increased by 6.09 Million Baht, long-term loans and current portion of finance lease payable increased by 15.48 Million Baht, current portion of long term liabilities under rehabilitation plan decreased by 5.25 Million Baht and other non-current liabilities increased by 15.38 Million Baht from long term liabilities increased by 22.30 Million Baht, long term loan decreased by 2.75 Million Baht and long term liabilities under rehabilitation plan decreased by 4.18 Million Baht.

Shareholder's equity of the company and its subsidiaries in the amount of 186.07 Million Baht increased by 71.81 Million Baht, net profit of the company and its subsidiaries in the amount of 64.43 Million Baht. Minority interests increased

by 5.11 Million Baht and the adjustment of shareholders by decrease the registered capital in the amount of 141,944,471 shares from the par value of share from 10 Baht to 1 Baht per share for setting up the deficit in par value and the retained loss.

(3) Major Factors and Influences which may Affect Future Operations or Financial Status

-None-

12.3 Audit Fee

(1) Audit Fee

The Company and its subsidiary paid audit fee as follows:

- The Company's auditor for the year 2006 in an amount 0 Baht
- Auditor's firm for the year 2006 in an amount of Baht 830,000

(2) Non-Audit Fee

- None -

13. Other Relevant Information**13.1 Share Registrar**

Thailand Securities Depository Co., Ltd.

62 The Stock Exchange of Thailand Building, Beside Queen Sirikit Nation Convention Center, 4, 7th Floor,
Rachadapisek Road, Klongtoey, Bangkok 10110

Tel. 0-2229-2800, Fax. 0-2359-1259, Call Center : 0-2229-2888

Website : <http://www.tsd.co.th> E-mail : contact.tsd@set.or.th

13.2 Debenture Holders' Representations

-None-

13.3 Auditors

Miss Siraporn Ouuanunkun

Certified Public Accountant (Thailand) No. 3844 or

Mr. Supachai Panyawattano

Certified Public Accountant (Thailand) No. 3930 or

Miss Tipawan Nananuwat

Certified Public Accountant (Thailand) No. 3459

Ernst & Yong Office Limited

33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110

Tel. 0-2264-0777, 0-2661-9190, Fax. 0-2264-0789-90, 0-2661-9192

13.4 Financial Advisor

-None-

13.5 Legal Advisors

-None-

13.6 Advisor or Manager under Management Contact

Business Management and Consulting Contract :

Premier Fission Capital Co., Ltd.

One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon, Prawet, Bangkok 10250

13.7 Financial Institutions with Regular Contact and Outstanding Balance as at December 31, 2006

| Name of Institution | Outstanding Balance | |
|--|-----------------------|---------|
| | (Unit : Million Baht) | |
| | Loan | Deposit |
| Bank of Ayudhya Public Company Limited | - | 64.0 |

Part III
Information Certification

“As the Director of the Company or the top Management of the Finance and Accounting Division, I have revised this Annual Information Disclosure document with caution and certify that the information disclosed herewith is complete, accurate, truthful, does not mistake and no essential element is missing. In addition, I hereby certify that:

(1) The Financial Statements and Financial Information summarized in the Annual Report display accurate and complete essential element on the financial status, performance and cash flows of the Company and its subsidiary.

(2) I am responsible for ensuring that the Company has a good information disclosure system and that essential element of the Company and its subsidiary is disclosed accurately and completely. I am also responsible for ensuring compliance with such system.

(3) I am responsible for ensuring that the Company has a good internal control system and that it complies with such system. I reported the information about the internal control assessment on February 22, 2007 to the Company’s auditor and the Audit Committee. This assessment included any default, change and misconduct which may affect the reporting of the Company and its subsidiary’s Financial Statements.

Therefore, as evidence that these documents constitute the entire set that I have certified, I have authorized Mrs. Duangthip Eamrunroj to initial all pages. If any page is without Mrs. Duangthip Eamrunroj’s initial, I do not certify that the information given is the true copy.”

| <u>Name</u> | <u>Position</u> | <u>Signature</u> |
|-----------------------------|------------------------------------|------------------|
| 1. Mr. Vichien Phongsathorn | Chairman of the Board of Directors | _____ |
| 2. Mrs. Duangthip Eamrunroj | Authorized Director | _____ |
| 3. Mr. Viwat Phongsathorn | Authorized Director | _____ |
| 4. Mr. Suradej Boonyawatana | Authorized Director | _____ |
| 5. Miss Chongrak Rajitvanit | Accounting Director | _____ |

Authorized Person

| | | |
|--------------------------|---------------------|-------|
| Mrs. Duangthip Eamrunroj | Authorized Director | _____ |
|--------------------------|---------------------|-------|

“I have reviewed all the information in this Annual Information Disclosure Form with caution and, as a Director of the Board, and I do not have any reason to believe that the form contains information that is incorrect, incomplete or false that may cause any misunderstanding.

Therefore, as evidence that these documents constitute the entire set that I have certified, I have authorized Mrs. Duangthip Eamrunroj to initial all pages. If any page is without Mrs. Duangthip Eamrunroj’s initial, I do not certify that the information given is the true copy.”

| <u>Name</u> | <u>Position</u> | <u>Signature</u> |
|-------------------------------|---|------------------|
| 1. Mr. Paritud Bhandhubanyong | Independent Director | _____ |
| 2. Mr. Udom Chatiyant | Independent Director and Chairman of the Audit Committee | _____ |
| 3. Mr. Suchai Vatanatrinakul | Independent Director and Audit Committee | _____ |
| 4. Mr. Katiya Greigarn | Independent Director and Audit Committee | _____ |

Authorized Person

| | | |
|--------------------------|---------------------|-------|
| Mrs. Duangthip Eamrunroj | Authorized Director | _____ |
|--------------------------|---------------------|-------|

Attachment 1 : Information of the Management and Controlling Person of the Company

Premier Technology Public Company Limited**Details of Directors as at December 31,2006**

| Name/Position | Age (years) | Education Background | % Share in Company | Family Relationship between Directors | Working Experience – past 5 years | | |
|---|----------------|---|-----------------------|--|-----------------------------------|--------------------------|--|
| | | | | | Period | Position | Company/Business |
| 1. Mr. Vichien Phongsathorn Authorized Director | 50 | Bachelor's degree of Nuclear Engineering and Master's degree of Business Administration Rensselaer Polytechnic Institute, Troy, New York, U.S.A. | 61.53471 | Elder brother of No. 3 | Present | President & CEO | Premier Group of Companies |
| | | | | | Present | Director | Companies in the Premier Group of Companies |
| | | | | | Present | Director | Premier Planner Co., Ltd. |
| | | | | | Present | Director | Chiangmai Night Bazaar Co., Ltd. |
| | | | | | Present | Director | Calbee Tanawat Co., Ltd. |
| | | | | | Present | Director | SG Star Properties Co., Ltd. |
| 2. Mrs. Duangthip Eamrunroj Authorized Director | 51 | Bachelor's degree of Mechanical Engineering Chulalongkorn University Master's degree of Business Administration Thammasart University Diploma in Clinical Organizational Psychology from INSEAD, France Training on Director Accreditation Program (DAP), Group 22/2004 by Thai Institute of Director (IOD) | 0.00013 | None | Feb 2001 - Present | Group Corporate Director | Corporate Affairs II, Premier Group of Companies |
| | | | | | Present | Director | Companies in the Premier Group of Companies |
| | | | | | Present | Director | Premier Planner Co., Ltd. |
| | | | | | Present | Director | Kulthorn Premier Co., Ltd. |
| | | | | | Present | Director | SG Star Properties Co., Ltd. |
| | | | | | Until 13 March 07 | Director | Sanyo Universal Electric Public Co., Ltd. |
| 3. Mr. Viwat Phongsathorn Authorized Director and Managing Director | 49 | Bachelor's degree of Computer Science University of Florida, USA Training on Director Accreditation Program (DAP), Group 19/2004 by Thai Institute of Director (IOD) | 7.99045 | Younger brother of No. 1 | Present | Managing Director | Datapro Computer Systems Co., Ltd. |
| | | | | | Present | Director | Premier Planner Co., Ltd. |
| | | | | | Mar 2002 - Present | Director | Premier Resort Krabi Co., Ltd. |
| | | | | | Present | Director | Allied Products (Thailand) Co., Ltd. |
| | | | | | Present | Director | Premier Enterprise Public Co., Ltd. |
| | | | | | Present | Director | Premier Fission Capitol Co., Ltd. |
| | | | | | Present | Director | Broadband Technology Services Co., Ltd. |
| | | | | | Present | Director | Professional Training Services Co., Ltd. |
| | | | | | Until 19 June 06 | Director | Premier CE Co., Ltd. |
| | | | | | Until 20 June 06 | Director | Raya Heritage Co., Ltd. |

Premier Technology Public Company Limited
Details of Directors as at December 31, 2006(Continued)

| Name/Position | Age (years) | Education Background | % Share in Company | Family Relationship between Directors | Working Experience – past 5 years | | |
|---|----------------|--|-----------------------|--|---|------------------------|--|
| | | | | | Period | Position | Company/Business |
| 4. Mr. Suradej Boonyawatana Authorized Director | 56 | Bachelor's degree of Industrial Technology, Eastern Washington State University, U.S.A. Training on Director Accreditation Program (DAP), Group 19/2004 by Thai Institute of Director (IOD) Training on Finance for Non-Finance Director (FND) | 0.35225 | None | Present | President & CEO | Trading and Manufacturing Business, Premier Group of Companies |
| | | | | | Present | Business Unit Director | Trading and Manufacturing Business, Premier Group of Companies |
| | | | | | Present | Director | Premier Planner Co., Ltd. |
| | | | | | Present | Director | Premier Resort Krabi Co., Ltd. |
| | | | | | Present | Director | Kulthorn Premier Co., Ltd. |
| | | | | | Present | Director | Premier Enterprise Public Co., Ltd. |
| | | | | | Present | Director | Premier Fission Capital Co., Ltd. |
| | | | | | Present | Director | Broadband Technology Services Co., Ltd. |
| | | | | | Present | Director | Professional Training Services Co., Ltd. |
| | | | | | 20 June 06 - Present Until 13 March 07 | Director Director | Raya Heritage Co., Ltd. Sanyo Universal Electric Public Co., Ltd. |
| 5. Mr. Paritud Bhandhubanyong Independent Director | 53 | Bachelor's degree of Industrial Engineering Chulalongkorn University Master's degree of Industrial Engineering Chulalongkorn University Master's degree of Business Administration Thammasart University Doctorate of Metal Engineering Tokyo University, Japan | none | none | 1999 - Present | Director | National Metal and Materials Technology Center |

Premier Technology Public Company Limited

Details of Directors as at December 31,2006 (Continued)

| Name/Position | Age (years) | Education Background | % Share in Company | Family Relationship between Directors | Working Experience – past 5 years | | |
|---|----------------|---|-----------------------|--|-----------------------------------|--|--|
| | | | | | Period | Position | Company/Business |
| 6. Mr. Udom Chatiyant Independent Director and Audit Committee | 70 | Bachelor's degree of Accounting Thammasart University | None | None | 6 July 1993 - Present | Chairman of the Board | Premier Enterprise Public Co., Ltd. |
| | | Bachelor's degree of Business Administration Thammasart University | | | Present | Director | Chiangmai Night Bazaar Co., Ltd. |
| | | Training on Director Accreditation Program (DAP), Group 37/2005 by Thai Institute of Director (IOD) | | | Present until 20 June 2006 | Audit Committee Director | Singer Thailand Public Co., Ltd. Datapro Computer Systems Co., Ltd. |
| | | | | | | | |
| 7. Mr. Suchai Vatanatrinakul Independent Director and Audit Committee | 66 | Bachelor's degree of Education Srinakharintaraviroj University | None | None | Present | Independent Advisor | Consulting, development, design and layout service business for compensation/salary/wages/organization management system |
| | | Training on Director Accreditation Program (DAP), Group 37/2005 by Thai Institute of Director (IOD) | | | Jan 1955 - Mar 2003 | Director, HR Office | Premier Group of Companies |
| 8. Mr. Katiya Greigarn Independent Director and Audit Committee | 54 | Bachelor's degree of Electrical Engineering Chulalongkorn University | None | None | Present | General Manager | KV Electronics Assembly Co., Ltd. |
| | | Master's degree of Electrical Engineering, University of Missouri-Rolla, U.S.A. | | | Present | Executive Director | The Federation of Thai Industries |
| | | Doctorate of Electrical Engineering University of Missouri-Rolla, U.S.A. | | | Present | Chairman | The Electrical and Electronics Industry Club The Federation of Thai Industries |
| | | Training on Director Accreditation Program (DAP), Group 37/2005 by Thai Institute of Director (IOD) | | | Present | Director | Electrical and Electronics Institute (EEI) Ministry of Industry |
| | | | | | Present | Chairman of Nano Technology Committee | The Federation of Thai Industries |
| | | | | | Present | Executive Director | National Electronics and Computer Technology Center (NECTEC) |

List of Companies in the Premier Group of Companies

1. Premier Fission Capital Co., Ltd. (PFC)

Finance Service Business Unit

2. Premier Enterprise Public Co., Ltd. (PE)
 3. Premier Capital (2000) Co., Ltd. (PC2000)
 4. Premier Inter Leasing Co., Ltd. (PIL)
 5. Premier Brokerage Co., Ltd. (PB)
 6. Premier LMS Co., Ltd. (PLMS)

Consumer Products Business Unit

7. Premier Marketing Co., Ltd. (PM)
 8. Premier Canning Industry Co., Ltd. (PCI)
 9. Premier Frozen Products Co., Ltd. (PFP)
 10. P.M. Food Co., Ltd. (PMF)
 11. Premier Pet Products Co., Ltd. (PPP)

Trading and Manufacturing Business Unit

12. Premier Motors Co., Ltd. (PMC)
 13. IQA Laboratory Co., Ltd. (IQA)
 14. Premier Products Co., Ltd. (PP)
 15. Premier Manufacturing Co., Ltd. (PMN)
 16. Premier Home Appliance Co.,Ltd. (PHA)
 17. Imperial Eagle Co., Ltd. (IME)

Real Estate Development Business Unit

18. Premier Resort Krabi Co.,Ltd (PRK)
 19. Raya Heritage Co., Ltd. (RYH)
 20. Seri Center Management Co.,Ltd. (SCM)
 21. Seri Premier Co., Ltd. (SP)
 22. Moo Ban Seri Co., Ltd. (MS)
 23. LPCA Co., Ltd. (LPCA)

Other Business Unit

24. Premier TDO Co., Ltd. (PTDO)
 25. Premier Alternative Motors Co.,Ltd. (PAM)
 26. Seri Assets Co., Ltd. (SA)
 27. Premier Global Capital Co.,Ltd. (PGCAP)
 28. Premier Capital Co., Ltd. (PC)
 29. Premier CE Co., Ltd. (PCE)
 30. Premier Resource Recycle Co.,Ltd (PRR)
 31. Premier Sukhumvit Center Co.,Ltd. (PSC)
 32. Broadband Technology Services Co., Ltd. (BBTS)
 33. Professional Training Services Co.,Ltd. (PTS)

Details of Premier Technology's Executives and Authorized Directors

Board of Directors as at December 31, 2006

| Name/Position | Page (years) | Education Background | % Share in Company | Family Relationship between Directors | Working Experience – past 5 years | | |
|---------------|-----------------|-------------------------|-----------------------|--|-----------------------------------|----------|------------------|
| | | | | | Period | Position | Company/Business |
| None | | | | | | | |

Details of Executives and Authorized Directors who are Executives in the subsidiaries, joint-ventures and related companies

| Name of Company | Company | Subsidiary | Joint-Venture | Related Company** | | | | | | | | | | | | | | | | | | | | |
|-----------------------------|---------|------------|---------------|-------------------|----|-----|------|-----|-----|--------|-----|----|------|----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| | | | | Name | PT | DCS | None | PFC | PE* | PC2000 | PIL | PB | PLMS | PM | PPP | PCI | PFP | PMF | PMC | IQA | PP* | PMN | PCE | PHA |
| 1. Mr. Vichien Phongsathorn | X | / | | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / |
| 2. Mrs. Duangthip Eamrunroj | / | / | | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / |
| 3. Mr. Viwat Phongsathorn | // | // | | / | / | | | | | | | | | | | | | | | | | | | |
| 4. Mr. Suradej Boonyawatana | / | | | / | / | | | | | | | | | | | / | // | / | / | / | / | | | / |

| Name of Company | Related Company** | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------|-------------------|------|-----|-----|-----|-----|----|----|--------|-----|------|-----|----|-------|----|---------|------|------|--------|-----|----|--|
| | Name | BBTS | PTS | PRK | RYH | SCM | MS | SP | SGStar | PSC | PTDO | PAM | SA | PGCAP | PC | Planner | Seto | TDMR | Nature | CNB | AP | |
| 1. Mr. Vichien Phongsathorn | | | // | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | |
| 2. Mrs. Duangtip Eamrunroj | / | / | / | / | / | | / | / | / | / | / | / | / | / | / | / | / | | | | | |
| 3. Mr. Viwat Phongsathorn | / | / | / | | | | | | | | | | | | / | | | | | | / | |
| 4. Mr. Suradej Boonyawatana | / | / | / | / | | | | | | | | | | | / | | | | | | | |

Note: / = Director

X = Chairman of the Board // = Executive Director

* Is under the process of business rehabilitation by Premier Planner Co., Ltd.,

** Related Companies, which mean the Companies that the Authorized Directors and Executives of the Company who are Authorized Directors and Executives in such Companies, consists of:

| | | | | | | | |
|--------|------------------------------------|-----|------------------------------------|--------|--|---------|--------------------------------------|
| PFC | Premier Fission Capital Co.,Ltd. | PMC | Premier Motors Co., Ltd. | BBTS | Broadband Technology Services Co.,Ltd | PGCAP | Premier Global Capital Co., Ltd. |
| PE | Premier Enterprise PLC. | PSC | Premier Sukhumvit Center Co., Ltd. | PTS | Professional Training Services Co., Ltd. | PC | Premier Capital Co., Ltd. |
| PC2000 | Premier Capital (2000) Co., Ltd. | IQA | IQA Laboratory Co., Ltd. | PRK | Premier Resort Krabi Co., Ltd. | Planner | Premier Planner Co., Ltd. |
| PIL | Premier Inter Leasing Co., Ltd. | PP | Premier Products Co., Ltd. | RYH | Raya Heritage Co., Ltd. | Seto | Seto Restaurant Co., Ltd. |
| PB | Premier Brokerage Co., Ltd. | PMN | Premier Manufacturing Co., Ltd. | SCM | Seri Center Management Co., Ltd. | TDMR | Thai DMR Retail Co., Ltd. |
| PLMS | Premier LMS Co., Ltd. | PCE | Premier CE Co., Ltd. | MS | Moo Ban Seri Co., Ltd. | Nature | Nature's Touch Co., Ltd. |
| PM | Premier Marketing Co., Ltd. | PHA | Premier Home Appliance Co., Ltd. | SP | Seri Premier Co., Ltd. | CBN | Chiangmai Night Bazaar Co., Ltd. |
| PPP | Premier Pet Products Co., Ltd. | PRR | Premier Resource Recycle Co., Ltd. | SGStar | SG Star Properties Co., Ltd. | AP | Allied Products (Thailand) Co., Ltd. |
| PCI | Premier Canning Industry Co., Ltd. | IME | Imperial Eagle Co., Ltd. | PTDO | Premier TDO Co., Ltd. | | |
| PFP | Premier Frozen Products Co., Ltd. | | | PAM | Premier Alternative Motors Co.,Ltd. | | |
| PMF | P.M. Food Co., Ltd. | | | SA | Seri Assets Co., Ltd. | | |

Attachment 2**Details of the Subsidiary's Directors**

| Company name | Subsidiary |
|-----------------------------|------------|
| Name | DCS |
| 1. Mr. Vichien Phongsathorn | / |
| 2. Mr. Viwat Phongsathorn | // |
| 3. Mrs. Duangthip Eamrunroj | / |

Remarks : / = Director
 X = Chairman of the Board
 // = Managing Director

Attachment 3

Other Information

-None-