

**-Translation-**

**ANNUAL REGISTRATION STATEMENTS**

**For The Year Ended 31 December 2007**

**PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED**

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**Part I**  
**Executive Summary**

Premier Technology Public Company Limited (“the Company”) conducts its core business in investment in the Information Technology Business. Currently, it is investing in Datapro Computer Systems Company Limited, a Total Enterprise Solution and Service 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.

On 26 April 2007, the Annual General Meeting of the Company’s shareholders passed a resolution approving the payment of a dividend of Baht 0.10 per share to the Company’s shareholders from the Company’s income of the year 2006, a total of Baht 14.2 million. The dividend was paid in May 2007.

At December 31, 2007, the registered capital was 142,440,489 Baht and paid-up capital was 141,944,471 Baht.

In the year 2007, the Company and its subsidiary had total revenues in the amount of 1,419.87 Million Baht, profit before paid interest and corporate income tax in the amount of 46.32 Million Baht and net profit in the amount of 18.78 Million Baht.

Financial status of the Company and its subsidiary as at 31 December 2007, the total assets in the amount of 732.10 Million Baht, the total debts in the amount of 535.52 Million Baht and the shareholders’ equity in the amount of 196.58 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

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**Homepage** : [www.Premier-Technology.co.th](http://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

Information Technology has developed and changed rapidly and continuously. Early 2007, the trend of information technology comprised of SaaS (Software as a Service), SOA (Service Oriented Architecture), Wireless (WiFi, WiMax), Web 2.0, etc. Because the Company is the Total Enterprise Solution and Service Provider, the Company anticipates the risk in procurement of hardware and software which is current, meets the change of technology, and is suitable for the requirements of its customers. Therefore, the Company arranged to have its personnel study the changes in order to make them technology experts at all times, including to take examinations to obtain certificates to meet with current technology. This will allow the Company to provide appropriate services and to add value for the customer from the current technology.

### 1.2 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 and Service Provider and to adjust the service provision part to expand continuously in order to differentiate the company from other dealers. This involves:

- Enhance product lines to cover customer enterprise-wide requirements in each sector to meet current technology.
- Developing application software and business intelligence software to add value 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.

### **1.3 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 in order to meet with the changes in information technology, which is continuous at all times as stated in Clause 1.1, and the high competition, as stated in Clause 1.2, which are the important matters that the Company pays much attention to. Hence, the Company's policy is to give priority to personnel management and to provide stable career paths. It regularly organizes training and seminar 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.

### **1.4 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.

For year 2007, the Company had more alliance in the RFID (Radio Frequency Identification) products, SOA, internet infrastructure, business intelligence, and others. At present, the Company is a distributor 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.

### **1.5 Risk from Declining Economy**

Because the customers of the Company are private organizations which are affected from declining economy. Investments in new business in Thailand were slow down. Some were changed to invest in other countries such as Vietnam, etc. This reduced the opportunity of the Company to increase new customers.

Therefore, the Company emphasized on the maintenance of the information technology systems of the old customers to be in accordance and suitable with the need of the organization, according to the changes of technology. In addition, the Company emphasized the cooperation with foreign organization in order to provide services in development of specific works such as the computer graphics development, etc.

## 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.

The Company restructured its business in 2005 in order to strengthen its financial position and generate continued profits. It chose to invest in Information Technology as its core business. Currently, the Company’s securities are traded in the Technology group under the Information Technology and Communication category.

The operational results of the Company progressed gradually. The Company paid a dividend for its 2006 operation to the shareholders at the rate of 0.10 Baht per share, totaling the dividend of 14.2 million Baht in May 2007. To protect the benefits of shareholders in continuing the payment of dividend, the Company set a guideline to adjust its business segment to increase more service based on information technology, which has a high profit.

In addition, the board of directors of the Company appointed the audit committee, whose terms were completed on November 7, 2007, namely Mr. Udom Chatiyant, Chairman of the Audit Committee, Mr. Suchai Vatanatrakul, Audit Committee, and Mr. Katiya Greigarn, Audit Committee, to be in the positions for another term, which is a 3 year period.

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 and Service 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 distributor 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 distributor 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 distributor 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.
- 2007 DCS increased its business partnership, and developed work systems which are in accordance with the needs of its customers in the various industries as follows :
1. DCS increased its business partner for Radio Frequency Identification (RFID) equipment with AeroScout, which is the leader in the Wi-Fi-Based Visible Market, for both hardware and software products, and it is a company which has developed from Israel.
  2. DCS developed a FASTech business model of ERP software, SAP Business All-in-One, for the high-technology industry, and which is certified by the SAP product owner. Our personnel also progressed to pass examinations and received certificates from the SAP product owner, for 11 persons.

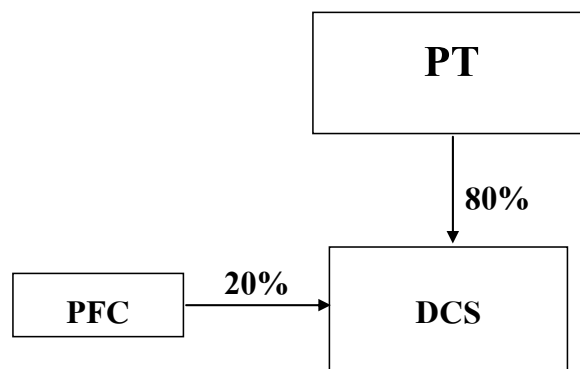
3. DCS developed the Patient Relationship Management (PRM) application software, which is a part of Customer Relationship Management (CRM), to provide services to patients by creating good relationships between patients and healthcare organizations, which may be a hospital, health center, or general clinic. This system was developed by cooperation with Microsoft (Thailand) Co., Ltd.
4. DCS is the service provider and distributor for the "Corporate Performance Management" system of SAP (Thailand) Limited in order that the executives of an organization, especially the Chief Financial Officer (CFO), can use it as a tool to control the efficiency of performance of the organization.
5. DCS is the enterprise document management service provider and distributor for the "Enterprise Content Management Solution" which is IBM product, and the service provider for the "Electronic Document Warehouse Management" which is in-house development product to manage organization document efficiently.

**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 and Service Provider which operates by 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, 2007 :



PT	=	Premier Technology Public Company Limited
DCS	=	Datapro Computer Systems Company Limited
PFC	=	Premier Fission Capital Company Limited

The Company has a commitment under a share purchase and sale agreement with Premier Fission Capital Company Limited whereby it agreed to purchase 60,000 ordinary shares of Datapro Computer Systems Company Limited, or equivalent to 20 percent of its registered capital, at a price of Baht 585 per share, for a total of Baht 35.1 million. The Company and the seller may proceed with the transfer of the shares and payment thereof when the seller fully complies with certain conditions or is freed from the restrictions stipulated under a related company's rehabilitation plan. During the third quarter of current year, the Company paid Baht 18.1 million for the share purchase.

### 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	2007		2006		2005	
			Revenue	%	Revenue	%	Revenue	%
<b>IT Product/Service Group</b>								
1. Hardware and Software Product Group	DCS	80.00	1,092	78.1	1,157	80.3	907	68.7
2. Service Group	DCS	80.00	307	21.9	283	19.7	272	20.6
<b>Total IT Product/Service Group Revenue</b>			<b>1,399</b>	<b>100.0</b>	<b>1,440</b>	<b>100.0</b>	<b>1,179</b>	<b>89.3</b>
<b>Home Electrical Appliance Manufacturing Group</b>	PCE*	-			-	-	49	3.7
<b>Distribution of Home and Business Electrical Appliance Group</b>	PHA*	-			-	-	93	7.0
<b>Total Revenues</b>			<b>1,399</b>	<b>100.0</b>	<b>1,440</b>	<b>100.0</b>	<b>1,321</b>	<b>100.0</b>

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 target will be consistent with the overall growth of the Information Technology market. 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 and which has the target to operate with adjustment of services on information technology which is comprised of :

1. The expansion of investment to provide new services continuously. In 2007, the Company had more business partners in the part of SOA system for all types of business, RFID system for service business, and the development of business models with SAP business owners in the high-technology industry. The Company will maintain investment in expansion of the service provision to businesses to meet with changes of technology in 2008, and together will build business partnerships with the service providers and product owners, both those in the country and abroad.
2. Investment in development, and to be the owner of intellectual property. In 2007, the Company registered ownership of 1 software copyright.
3. Investment in personnel, so that personnel will continuously have high quality in accordance with products/services which change all the times, and who will pass the examinations of certification from the companies which are the product owners to cover core products provided. In 2007, over 20 staff passed training and examinations to obtain certificates from the product owners. This is the increase of potential for internal cooperation and strength of the Company.

Therefore, being the best quality service provider for customers is the important policy that the management has set to achieve the above targets in order to satisfy customers, and to create the stability of income and continuous 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 and Service 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” Open System – “IBM System p (UNIX)” Server – “IBM System x and eServer xSeries”	IBM Thailand Co., Ltd. 
	Open System – “HP PA-RISC, HP Itanium” Server – “HP ProLiant” Tape Storage Systems - <ul style="list-style-type: none"> <li>• “LTO Ultrium Technology”</li> <li>• “SDLT/DLT Technology”</li> <li>• “DAT/DDS Technology”</li> </ul>	Hewlett-Packard (Thailand) Ltd. 
(b) Network Infrastructure	Network infrastructure products, Cisco Systems: Routers, Switches, AVVID, Wireless Solutions, IP telephony	Cisco Systems (Thailand) 
	Traffic management reduces WAN costs and improving application performance – “Expand”	EXPAND NETWORKS INC.
	Uninterruptible Power Supply - “Newave UPS”	NEWAVE
	Uninterruptible Power Supply – “APC UPS”	AMERICAN POWER CONVERSION CORPORATION
(c) RFID (Radio Frequency Identification)	AeroScout Visibility System – “ Wi-Fi Active RFID Tag, Mobile View, Exciter, Engine Location Receiver”	AeroScout


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

<b>Product / Service</b>	<b>Details of Product / Service</b>	<b>Product Owner</b>
(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 Cmpany, Inc.
(b) Visualizer	Visualizer - “Canon Visualizer”	Canon Marketing (Thailand) Co., Ltd.
(c) Network Camera	Network Camera - “Canon Network Camera”	Canon Marketing (Thailand) Co., Ltd.
(d) Interactive Board	Interactive Board - “Hitachi Interactive Board”	Hitachi Sales (Thailand), Ltd.
(e) Plasma TV	Plasma TV - “LG Plasma Display”	LG Mitr Electronics Co., Ltd.
(f) Training Response System	Training Response System	KV Electronics Co., Ltd.

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

<b>Product / Service</b>	<b>Details of Product / Service</b>	<b>Product Owner</b>
(a) Business & IT Service Management Software	Business Service Management - “BMC”	BMC Software, Inc
	Change Management Solution - “ALDON”	Aldon
	Best-practice packaged applications easily adapted to both unique and changing requirements – “Remedy”	BMC Software, Inc



Product / Service	Details of Product / Service	Product Owner
(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. 
	Delphi/400 - Web Service Tool for IBM System i	SystemObjects Corporation
(c) Backup & Recovery software	High Availability Management Software for IBM System i - "MIMIX"	Lakeview Technology Inc.
	Storage Management Software - "Symantec"	Symantec Corporation
	Data Center & Disaster Recovery – "DRC"	Datapro Computer Systems Co., Ltd. 
(d) SOA (Service- Oriented Architecture Solutions)	Build, Deploy, and Manage SOA – "Oracle Technology"	Oracle Corporation (Thailand) Co., Ltd. 
	Integrate People, Information, and Processes – "SAP NetWeaver"	SAP (Thailand) Limited 
(e) Enterprise Document Management	Enterprise Content Management Solution	IBM Thailand Co., Ltd. 





Product / Service	Details of Product / Service	Product Owner
(f) In-House Development Software - Enterprise Document Management	Electronic Document Warehouse Management	Datapro Computer Systems Co., Ltd. 
(g) 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.
	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 - “ISS Proventia”	Internet Security Systems, Inc.
	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.
	Strong Authentication Solutions - “SafeWord”	Secure Computing Corporation
Bandwidth Management - “Allot NetEnforcer”	Allot Communication Inc.	







<b>Product / Service</b>	<b>Details of Product / Service</b>	<b>Product Owner</b>
(g) Internet Infrastructure (Continued)	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
	Data Security Solution - "SafeBoot"	SafeBoot B.V.
	Microsoft Solution - "Microsoft "	Microsoft (Thailand) Limited
	Desktop Management - "LANDesk"	Avocent Company


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




<b>Product / Service</b>	<b>Details of Product / Service</b>	<b>Product Owner</b>
(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 

Product / Service	Details of Product / Service	Product Owner
(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>	<p>Datapro Computer Systems Co., Ltd.</p> 
(c) In-House Development – Business Model	SAP Business All-in-One : High-Technology Industry Business Model – “FASTech”	<p>Datapro Computer Systems Co., Ltd.</p> 
(d) 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”	<p>Information Builders, Inc.</p> 
	Software for connecting and collecting data from various systems – “iWay Software”	<p>Information Builders, Inc.</p> 

<b>Product / Service</b>	<b>Details of Product / Service</b>	<b>Product Owner</b>
(d) Business Intelligence (BI) Software (Continued)	Enabling and Managing Change – “SAP NetWeaver”	SAP (Thailand) Limited 
	Front-End for Microsoft Office and SAP- “SAP Duet”	Microsoft (Thailand) Limited & SAP (Thailand) Limited 
	Business Intelligence – “Microsoft SQL Server”	Microsoft (Thailand) Limited
	Microsoft Office SharePoint Server 2007	Microsoft (Thailand) Limited
	Customer Relationship Management – “Microsoft Dynamic CRM”	Microsoft (Thailand) Limited
	Corporate Performance Management – “CPM”	SAP (Thailand) Limited 
(e) In-House Development Management Decision Application Software	1) Patient Relationship Management – “PRM” 2) Hotel Management Analytic Application – “HMAA”	Datapro Computer Systems Co., Ltd. 

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

<b>Product / Service</b>	<b>Details of Product / Service</b>	<b>Product Owner</b>
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. 

Product / Service	Details of Product / Service	Product Owner
2) Training & Consulting Services	System design and layout, training and consulting services are provided with the software sold.	Datapro Computer Systems Co., Ltd. 
3) IT 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	<ul style="list-style-type: none"> <li>- Network Infrastructure Cabling Services</li> <li>- Consulting &amp; Implementation Services</li> <li>- Consulting for Computer Room Management</li> <li>- Penetration Test by certificated Security Engineer</li> <li>- Equipment Rental Services</li> <li>- Countrywide Maintenance Service for CISCO Network products</li> <li>- Cabling and UPS installation</li> <li>- Data Center &amp; Disaster Recovery Center ( IBM System, IBM System p (UNIX) and IBM System x and eServer xSeries)</li> <li>- Scanning Services</li> </ul>	Datapro Computer Systems Co., Ltd. 

### **Major Factors Affecting Business Opportunities**

#### **■ Success Factors of Business Operations**

The significant factor to be total information technology provider, which comprises of

1. To have strength for provision of service in accordance with the needs of customers, and continues development in the provision of information technology services with current products.
2. To have after-sale services by provision of maintenance and improvement of information technology to be in accordance with the business of the customers for over 20 years continuously.
3. To have DRC which is perfect for provision of several outsource services in accordance with the needs of the customers who do not want to administer information technology by themselves.
4. To have variety owners of all products which the company distribute, whom strong and have continuous research and development of the products.
5. To have development of personnel so they have knowledge, high quality, certification from the

product owners, which enables the company to respond to the needs of other entities efficiently, and to satisfy the customers, and thus the Company can maintain its customers in the long term, and can continue to expand its customer base.

6. To have continuous good relationships with business alliances and customers.
7. To have follow up of technology which will lead to future growth in accordance with the suggestions of the Association of Thai ICT Industry (ATCI) on the Master Plan of Information Technology and Communication 2007 - 2011, which summarized the opinion on technologies, which should be focused to lead to future growth. Those technologies are SOA, RFID, Mobile and Wireless Communication, Broadband, Digital Content, and Enhanceable Software. As we have seen in Clause 3.1.1-3.1.2, the Company continuously build the business partnerships in those technologies, as per the details in that clause.

### **3.2 Marketing and Competitive Condition**

#### **3.2.1 Marketing Policy and Nature of the Market**

##### **■ Marketing Policy**

The Company and its subsidiary has a general marketing policy to provide the best quality services to customers (“Best Quality Service Provider”), to continuously promote success in performing the business of customers through total enterprise IT solutions and services (“Total Enterprise Solution and Service Provider”), according to suitability with both old and new customers, by hardware and software from the owners of the products which have strength and research and development at all times, by software which the company has developed by itself to add value in accordance completely with the needs, with DRC center to provide several outsource services, and using the personnel who have high quality and much experience to provide services which are different from other business operators.

##### **■ Marketing Strategies**

The company and its subsidiary focus on the provision services to its customers (Service is Our Business) to provide strength and success to the customers (Power to Empower). The company has the selling and marketing team which has good knowledge and understanding of the products, can provide suggestions and information of the products and services efficiently, according to the need of specific customers, including to create good relationships and to provide the long term continuous services which is comprised of :

1. To have strong and complete products and services to cover every aspect of the customers.
2. To expand services for the new types of services and business models.

3. To build business partnerships with the service providers to cooperate in the provision of information technology services for foreign organizations having businesses in Thailand(Multinational Customers), and to build business partnerships with important business operators to be the master plan for provision of information technology services such as in education, industrial estates, hospitals and hotel aspects, etc.
4. To develop and to own intellectual property for the complete expansion of service business to cover such as human resource, finance and accounting aspects, etc.
5. To take care and to build personnel with high quality, in accordance with the products/services which change almost all the time, including having the examinations to obtain certification from the companies which are the product owners. To increase working potential in internal cooperation in order to focus on the strength of the company, for the satisfaction of the customers, and to cause stability of income and continuous growth.
6. To focus on the provision of best quality for customers (Best Quality Service Provider).

■ 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, sea transport business and various industries. The Company has a target to expand the customer base, which is comprised of :

1. Group of industrial estate customers, and to build business partnerships with the owners of the industrial estates, in order to provide services to companies and factories within the industrial estates.
2. Group of foreign customers having businesses in Thailand, and to build business partnerships with foreign service providers which lack experienced personnel for provision of services in Thailand.
3. Group of foreign customers, which have specific needs such as animation, and to build business partnerships with educational institutes in order to develop personnel jointly for development of software to be in accordance with the need.
4. Group of high-technology industries, and to develop business models together with the owners of the products and experts in this industry specifically for fast installation to the customers.
5. Group of customers who want to increase working efficiency, and to minimize error by using RFID, such as service businesses, automobile industry, etc. and to be business

partners with the distributors who have state of the art technology, and to develop software to be in accordance with the needs, and to connect it to the system of the organization in order to analyze the efficiency at all times.

6. Group of customers which engage in the health care business (Health Care Organization), which is comprised of hospitals, health care centers, general clinics, and with the application software for management of patients or health care customers.

### 3.2.2 Competitive Conditions within the Industry

The trend of information technology industry still has a continuous growth rate. For the news release on the survey of computer software in Thailand for the year 2007, by the Software Industry Promotion Agency (Public Organization) (SIPA) in March 2007, and revised in June 2007, the anticipation in 2007, for the value of the information technology market is 226,035 million Baht, which is comprised of hardware of 71,962 million Baht, software of 62,174 million Baht, and services of 14,686 million Baht, with the growth rate of 11.2% from the year 2006. Private Sector is the group which has highest expenses on hardware, software, and services for the year 2006, which account for 71%. The private sector is the customer group and target group of the Company.

Although the trend of the technology market has the continuous growth rate, the Company is still in the competitive circumstance at all times with the business operators both inside the country and abroad. Therefore, the Company differentiate itself continuously from other business operators. Some of the business operators engage in either hardware software, or services because there are limitations for each of them. Therefore, the Company creates different points so that it will be a “Total Enterprise Solution and Service Provider” with the best quality for the customers continuously to cover all hardware, software, and services. Details of the products for which the Company provides services are stated in Clause 3.1. In addition, to anticipate the trend of future technology is important for competition to prepare to provide total and continuous complete services to the customers, and on time to meet the changes and the needs in the businesses of the customers, with the efficient, continuously trained, and much experienced staff. Therefore, the total information technology service is the important strategy to be the leader in this aspect.

### **3.3 Provision of Products and Services**

Because the Company is the total information technology service provider, the staff who provide services are very important. The Company has invested to create and keep certificate staff by training both inside and outside of the organization, built computer center with state of the art equipment continuously to train and develop working system for provision of service to customers. In addition, the Company hire the

experts in new technology to transfer knowledge and expertise to the staff of the company in order to build confidence to customers who use service of the Company.

The Company is a direct importer and a distributor 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 addition, in order to meet with the changes in technology and the need of the customers, the Company will procure more new products at all times. In the year 2007, the Company procure more products to distribute, which is comprised of SOA, RFID, and products on internet infrastructure, in addition to the old products for many kinds, business intelligence software package, business efficiency software package, and enterprise content management solution, etc.

In order to add value from the information technology products which the Company provides services, the Company invests in development of application software in order to be in accordance with the need of the customers, which is comprised of 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 (HMAA), Electronic Document Warehouse Management and Patient Relationship Management(PRM).

In additional, to provide convenience in provision of service to the group of high-technology industry, the Company has developed business model "FASTech" by the enterprise resource planning software package SAP All-in-One which the Company received suggestion from experts engage in this industry and passed the examination for certification from SAP (Thailand) Limited. From this model, the customers can see all of its business operation before implementation, and has the short period and fast implementation for customers to receive return on investment (ROI).

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

Because the Company is the Total Enterprise Solution and Service Provider for business, the research and development of the products owners and the Company is operated continuously to make readiness and to create innovation on application of services to be in accordance with the need of the customers, which is comprised of

1. For the products which the Company is a distributor, both hardware and software, the research and development is the duty of the product owners such as IBM, Hewlett-Packard, CISCO Systems, BMC Software, SANYO, ORACLE, SAP, Information Builders, and others. The Company has the duty to develop personnel to have knowledge and ability to use those products correctly and efficiently.
2. For the development of application software to add value, the Company always develop it since the commencement of the services and then improve it according to the changing need of the customers and rules and regulation of government, such as tax system, salary system, etc. For the year 2007, the Company developed more application software which is comprised of
  - 2.1 Electronic Document Warehouse Management System to manage organization document efficiently.
  - 2.2 Patient Relationship Management (PRM) which is a part of Customer Relationship Management (CRM) to provide services to patient efficiently by building good relationship between the patient and the healthcare organization which may be hospitals, healthcare centers and general clinics. The development was made in cooperation with Microsoft (Thailand) Limited.
3. For the development of services, the company built new kinds of service for provision of current product to meet with the changes, to expand customer base in new industries. In 2007, the Company developed outsource services in various kinds according to the need of the customers which did not want to manage information technology products and staff by themselves. In addition, the Company developed business model "FASTech" which passed the certificate of SAP (Thailand) Limited, to install the package software SAP All-In-One for high-technology industry with short period.
4. For development of knowledge and expertise to staff, who is the heart of services, by arrange training to develop knowledge, both inside and outside the organization, it is comprised of training on products which the Company is distributor, so that the staff has knowledge and ability to use the products correctly and efficiently, from the product owners which includes the examination for certificate from the manufacturing companies in various levels. Especially, in

2007, there were 28 persons who passed the examination and obtain certifications, and 11 persons passed the examination of software package SAP on application program and technology. Currently, the Company has about 90 personnel who passed the examinations and obtained certificates from the manufacturing companies in various levels. In addition, the Company also sent staff to have training in many aspects including the trend of future technology. For inside training, it is comprised of training on working system, project management system, training to enhance potential in other aspects, to provide services to the customers completely. In the past 3 years, the Company had expenses on personnel development for 8.1 million Baht, 14.2 million Baht and 10.8 million Baht in the year 2005, 2006 and 2007 respectively.

## 5. Assets Used in Business Operation

### 5.1 Key Message of Assets

As at 31 December 2007, assets used in business operations are as follows:

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	124.1	As a security for the performance of an obligation in Leasing Loan Agreement amounting to 70.9 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	13.1	-None-

### 5.2 Investment Policy

As at December 31, 2007, the Company's total investment was 117.63 Million Baht, or 80.78 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 /Trade Marks and License

The company and its subsidiary have registered 5 trademarks, on applying 2 trademarks covering all types of businesses and products in operation and one software license with the Department of Intellectual Property, Ministry of Commerce.

## 6. Future Projects

The Company has the target to be the leader in total enterprise IT Solution provision, to differentiate itself from other business operators in information technology business. Therefore, the direction on operating business is focused on building business partnership to expand new services to serve more the need of the customer. In 2007, many large projects of the Company were organized, which were continued from other plans of previous years, such as the cooperation to the a business partner with the sea transport business at Laem Chabang Industrial Estate, in using information technology for operation and management, to enhance the efficiency, and to optimize the serve of the need of the customers; training and consultancy service; the project to install business system with total software package to the large glass manufacturer, in order to efficiently manage and analyze business information by using information technology system, etc. Normally, the Company will have continuous contracts which the works will be complete within that year or in other years depending on the characteristics of the project. Generally, when the first project with the customers is finished, the Company will have the continuous services at all times. In addition, the Company entered into a contract to be a business partner with the owner of the product RFID in order to create new project for services.

The Company has projects to increase more business partner in types of business such as :

1) Industrial estate, which is the cooperation with the owner of the industrial estates, to provide more information technology services to factories and companies in the industrial estate because there still be opportunity in expansion of industries at all times.

2) Organizations in the country and/or foreign organizations, in order to provide services to the foreign organization which has business in Thailand (Multinational Customer) because these service provider may lack both personnel and experience for the need of business in Thailand. Therefore, it is the opportunity of the Company to succeed the contracts by transfer of technology and business model to the personnel of the Company in order to change it to be suitable with the business which is operated in Thailand.

3) Educational institutes, to build business model to outsource service provision for information technology system in order to provide the services with other institutions, and to develop personnel jointly for provision of services, and to develop the working system for organization both within and outside of the country. These needs will be changed and increased continuously such as animation, etc.

4) Information Technology product owners, which is focused, in order to lead to the growth in the near future, which is comprised of SOA, RFID, Mobile and Wireless Communication, Broadband, Digital Content, and Enhanceable Software. The Company has some business partner in these group, but to increase more alternatives to the customers, it is the future project which the Company set it to provide opportunity in provision of services to the customers completely.

These projects will make the Company to have more target customers and income continuously in the long time.

**7. Legal Disputes**

-None-

## 8. Capital Structures

### 8.1 Company's Securities

As at 31 December 2007, 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.

### 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 December 28, 2007 are shown in the table below:

	<b>Name</b>	<b>Number of Shares</b>	<b>% of share holding</b>
1.	Mrs. Vimolthip Phongsathorn	84,272,215	59.37
	- Mrs. Vimolthip Phongsathorn	64,259,176	
	- Mr. Vichien Phongsathorn	40	
	- Seri Center Management Co., Ltd.	20,012,999	
2.	Mr. Viwat Phongsathorn	11,341,998	7.99
3.	Miss Chadarat Korintarasak	5,180,690	3.65
4.	Mrs. Jiraporn Nuangplee	4,604,336	3.24
5.	Mr. Sinchai Taveeporntanapat	3,757,297	2.65
6.	Premier Enterprise Public Company Limited	1,601,454	1.13
7.	Mrs. Piyajit Srinuandee	1,200,000	0.85
8.	Miss Somporn Sritumma	1,015,000	0.72
9.	Thai NVDR Company limited	734,080	0.52
10.	Mr. Chamnan Jiammahasub	666,600	0.47
	<b>Total</b>	<b>114,373,670</b>	<b>80.58</b>

**Remark** Number of shares : include the shareholders under the Securities and Exchange Act B.E. 2535 section 258

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. 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.

On 26 April 2007, the Annual General Meeting of the Company's shareholders passed a resolution approving the payment of a dividend of Baht 0.10 per share to the Company's shareholders from the Company's income of the year 2006, a total of Baht 14.2 million. The dividend was paid in May 2007.



## 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, 2007 the Company’s Board of Directors consists of 8 directors as follows:

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mr. Vichien Phongsathorn   | Chairman  |
| 2. | Mr. Viwat Phongsathorn     | Director and Managing Director                          |
| 3. | Mrs. Duangthip Eamrungrroj | Director  |
| 4. | Mr. Suradej Boonyawatana   | Director  |
| 5. | Mr. Paritud Bhandhubanyong | Independent Director                                    |
| 6. | Mr. Udom Chatiyant         | Independent Director and<br>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.

#### 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.

In 2007, 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.	Mr. Viwat	Phongsathorn	4/4
3.	Mrs. Duangthip	Eamrungrroj	3/4
4.	Mr. Suradej	Boonyawatana	4/4
5.	Mr. Paritud	Bhandhubanyong	3/4
6.	Mr. Udom	Chatiyant	4/4
7.	Mr. Suchai	Vatanatrinakul	4/4
8.	Mr. Katiya	Greigarn	4/4

The present Company's Board of Directors consists of 4 independent directors.

1. Mr. Udom Chatiyant
2. Mr. Suchai Vatanatrinakul
3. Mr. Katiya Greigarn
4. Mr. Paritud Bhandhubanyong

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 page 34.

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

- 1) Holding shares representing not more than 5% of shares with voting rights of the Company, parent company, subsidiaries, associated companies or any juristic persons with a potential conflict of interest.
- 2) Not being an employee, staff member or salaried advisor or controlling person of the Company, parent company, subsidiaries, associated companies or any juristic person with a potential conflict of interest.
- 3) Not being a person who has a blood or legally registered relationship in the form of fatherhood, motherhood, spouse, siblings, offspring, including spouse of siblings of the executives, major shareholders, controlling person or persons who are about to be nominated as executives or controlling persons of the Company or its subsidiaries.

- 4) Having no business relationship with the Company, parent company, subsidiaries, associated companies or any juristic persons with a potential conflict of interest, which may interrupt his independent discretion and not having any characteristics that may affect the giving of independent opinions on the Company's operations.

#### **Term of the directors**

The articles of association of the company provide that at every ordinary meeting of the shareholders, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third must retire from office. The directors retire during the first and second years following the registration of the company shall be drawn by lots. In every subsequent year the directors who have been longest time office shall retire. A retiring director is eligible for re-election.

#### **9.1.2 Audit Committee**

The board of directors of the company has appointed the Audit Committee of the company on January 10, 2005, having the term of 3 years, and which term would expire on January 10, 2008. In the meeting of the board of directors No. 4/2550 on November 7, 2007, the board resolved to re-appoint the same Audit Committee to be in office. 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.

In 2007, the Audit Committee convened a total of 4 meetings and 1 extra meeting, the record of Directors' attendance is summarized as follows:

Director's Name			Attendance / Total Meetings
1.	Mr. Udom	Chatiyant	5/5
2.	Mr. Suchai	Vatanatrinakul	5/5
3.	Mr. Katiya	Greigarn	5/5

The meeting of the board of directors No. 4/2550, on November 7, 2007, fixed the guideline to appoint an additional 2 committees, Nomination Committee and Remuneration Committee from time to time to help the board as assigned.

### **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**

For the year 2007, the board had not appointed the Nomination Committee. The selecting of the qualified persons to be appointed as the director will be made by consultation among the board. The board will select them according to knowledge, experience, ability, and present them to the board. For the annual ordinary general meeting of the shareholders for the year 2007, there were three directors who would retire by rotation : Mr. Viwat Phongsathorn, Mrs. Duangthip Eamrunroj, and Mr. Udom Chatiyant which was in accordance with the articles of association of the company. The board had considered and resolved that it was deemed appropriate to present to the annual ordinary general meeting of the shareholders that the three directors would be re-elected as directors for another one term, because these persons had knowledge, ability, and experience which is helpful for the business operation of the company. The ordinary general meeting of the shareholders for the year 2007, had unanimously resolved to re-elect the three directors for another term.

## **9.3 Remuneration for the Managements**

### **9.3.1 Monetary Remuneration**

#### **(1) Directors**

The Company has the policy to pay remuneration only to directors who not involve in the operation management. In 2007, the remuneration to the directors is as follows:

## 1) Premier Technology Public Company Limited

No.	Name	Meeting Allowance (Baht)	Annual Gratuity (Baht)	Total(Baht)
1	Mr. Udom Chatiyant	58,000	50,000	108,000
2	Mr. Suchai Vatanatrinakul	55,000	50,000	105,000
3	Mr. Katiya Greigarn	55,000	50,000	105,000
4	Mr. Paritud Bhandhubanyong	20,000	50,000	70,000
<b>Total Remuneration for the Directors</b>				<b>388,000</b>

## 2) Datapro Computer Systems Co., Ltd. : subsidiary

- None –

**(2) Managements**

## 1) Premier Technology Public Company Limited

- None –

## 2) Datapro Computer Systems Co., Ltd. : subsidiary

The remuneration of the managements of Datapro Computer Systems Co., Ltd., in the form of salary and bonus, totaling 15 persons, is the amount of 28.3 Million Baht.

**9.3.2 Other remuneration**

- None -

**9.4 Corporate Governance****(1) Good Corporate Governance Policy**

The board pay attention to good governance. They believe that the procedure of good governance and management in the frame of good ethics, which has transparency, can be inspected, and is fair to all relevant parties, which will promote the company to grow stably and sustainably, and will enhance confidence to shareholders, investors, and all relevant parties. For the year 2007, the board reviewed and fixed the good governance policy for use as a guideline for writing on performance, as appeared in the website of the company [www.Premier-Technology.co.th](http://www.Premier-Technology.co.th). In addition, the board fixed several performance guidelines on the rights of the shareholders, the building of equality among all shareholders, the promotion of social equality in education, the development of disadvantaged juveniles, in addition to previous years, as per the details in the next heading :

## **(2) Performance in Accordance with the Principles of Good Corporate Governance**

The company holds importance in compliance with the good governance policy, as fixed by the board for fairness to all the relevant parties, as well as to provide services to its customers with international quality products and staff. It made the report on compliance with good governance, which is in accordance with the 5 categories of the principles of good governance, as fixed by the Stock Exchange of Thailand in the year 2006, as follows :

### **Category 1. Rights of Shareholders**

The board fixed the good corporate governance policy to recognize basic shareholder rights, and to not perform any actions that violate those rights. The basic rights of shareholders as security investors, and the company owners, are comprised of the right to buy, sell, or transfer any security which they hold, the right to have a share in the profit of the company, the right to obtain adequate information on the company, and the right to participate in shareholder meetings to express opinions, decision making on important matters such as dividend payment, electing or removal of members of the board, the fixing of directors' remuneration, the appointing of the auditor and auditor's fee, the approval of important transactions that affect the direction of the operation of the company, amendments of the memorandum and articles of association of the company, etc. Normally, the general meeting of the shareholders is held once a year.

In the shareholders' meeting the company complies with the criteria as prescribed by law, and operates in any matters to promote and facilitate the exercise of the rights of the shareholders in every meeting. For the year 2007, the company held the ordinary general meeting of shareholders on April 26, 2007, at Premier Corporate Park, One Soi Premier 2, Srinakarin Road. The company sent the notice of the meeting 15 days in advance to the Thailand Securities Depository Co., Ltd., which is the company registrar, to send to shareholders, including the criteria and procedure governing the shareholders' meeting, and information regarding the agenda of the shareholders' meeting. Each agenda contained the opinion of the board sufficiently and clearly, so that the shareholders could make their decision and vote. The company put all the information on the website of the company 7 days before the date of the meeting. In the meeting, 7 directors (out of all 8 directors), participated in the meeting. That included the chairman of the board, managing director, and chairman of the audit committee. The chairman of the meeting gave the shareholders the opportunity to exercise the right to inquire. There were questions on the guidelines of business operation which would make continuous profit. The board and the managing director presented the guidelines to be adjusted to have more proportion on service business, which provides more profit, and took the suggestion and opinion to consider for business operation. The minutes of the meeting was sent to the Stock Exchange of Thailand within 14 days, and later publicized in the website of the company. In addition, the board fixed the guideline to publicize the notice of the meeting and

supporting documents, through the website of the company, at the same time as that on which the company sent such documents to the shareholders for the next meeting.

For the shareholders to send their questions in advance before the meeting date, the company will create an online system on the website of the company to facilitate the shareholders to send their questions, suggestions, and opinions before the meeting date, for the annual ordinary general meeting of shareholders, in the year 2008, in addition to other usual and general communications made for the previous meetings.

## **Category 2 Equitable Treatment of Shareholders**

The board has supervised and protected the basic rights equally for all groups and every shareholder, in both the procedure on the holding of shareholder meetings, and in having measures to prevent the directors, executives, and staff using inside information to procure undue benefits, and to have the disclosure of information on their interests, and the relevant persons of the directors and executives.

For the shareholders' ordinary general meeting of 2007, the board gave the opportunity to the shareholders, who could not attend the meeting by themselves, to make an instrument appointing a proxy to allow independent directors, or other persons, to attend the meeting on their behalf, by using forms which allow both for shareholders to indicate voting by themselves, or which allow the proxy to consider and vote on their behalf, and which were sent together with the notice for the meeting, or which could be downloaded from the website of the company. The company fixed the names and addresses of 2 independent directors to be alternatives for appointing as a proxy by shareholders. For the election of directors, to facilitate the shareholders to elect, it was proceeded to have the shareholders elect the directors for the number, as specified in the articles of association of the company, at the same time. If any shareholder had an objection, then the director election would be made, person by person, by ballot, which had been prepared. Other significant agenda to which any shareholder objected would also use the ballot. For the ordinary general meeting of the shareholders of 2008, the board has the policy that each shareholder should present any matter to be added as agenda, and to present the name of the person for director election. The period for acceptance of any matter was from November 16, 2007, to January 16, 2008. The company publicized the criteria and qualification of the directors, the form for presenting any matter, the form for presenting the name of the person, and the letter of consent from the person whose name was presented, in the website of the company, and also informed the Stock Exchange of Thailand on November 15, 2007.

The keeping and preventing of the use of inside information, and the disclosure by the directors and executives on the information concerning their interests, and of relevant persons, is comprised of :

- 1) The company has the policy, on the security of information systems, to maintain the criteria on important fundamental systems in order to build control systems which have the quality for use with, work, computer, and information communication systems.
- 2) The company makes secrecy agreements with its staff, employees, suppliers, service providers, and the company visitors to prevent the disclosure of secret data or information of the company or its subsidiaries.
- 3) The board and executive of the company jointly fixed written procedures concerning the use of inside information of the company to ensure transparency, equitable treatment, and fairness to the shareholders, and to prevent procurement of interest by the use of inside information which has not been disclosed to the public, including to avoid the criticism on the suitability of the sale and purchase of the company's securities. This means that the directors, executives, and staff of the company must keep the company's secrets, and/or inside information, and to not disclose or procure benefits for themselves or for other persons, whether directly or indirectly, and must not sell, purchase, transfer, or receive the transfer of the securities of the company by using the secret and/or inside information of the company, unless such information has been disclosed to the public, and must not use the secret and/or inside information of the company which may cause damage to the company, whether directly or indirectly, and must not sell, purchase, transfer, or receive the transfer of the securities of the company during the period of 1 month and within 2 working days after the disclosure of such information. This requirement includes the spouse, and any child which has not yet become sui juris, of the directors, executives, and staff of the company. Any person who violates such requirement will be punished by discipline and/or law, as the case may be.
- 4) The company provides information to the directors and executives on the duty of executives to report their holdings of shares in the company, the penalty under the Securities and Securities Exchange Act B.E. 2535, the requirement of the Stock Exchange of Thailand, and in the event that the directors or executives sell or purchase securities of the company, that they must report their holding of shares of the company, and of their spouse, and any children who have not become sui juris, according to Section 59 of the Securities and Securities Exchange Act B.E. 2535, within 3 working days to the SEC, so that it can publicize such information.

### **Category 3 Role of Stakeholders**

The company pays attention to the rights of every group of stakeholder, whether they are inside stakeholders, such as the executives and staff of the company, or outside stakeholders, such as creditors or



customers, etc. The company is aware that the support and presenting of opinion from every group of stakeholders is helpful for the operation and business development of the company. The company has performed in accordance with the relevant laws and regulations so that the rights of the stakeholders will be well protected. The company has reported on the operations of the company to the stakeholders both through its annual report and the website of the company. The stakeholders can contact the board by normal communication.

The company fixed the business ethic for staff to work with continuous loyalty and honesty, responsibility, determination, discipline, unity, devotion, and development, by taking into account the rights of every group of stakeholders, which is comprised of shareholders, customers, creditors, competitors and the staff of the company, as per the details in the website of the company [www.Premier-Technology.co.th](http://www.Premier-Technology.co.th).

The company has developed the mechanism that the stakeholders can be involved in improving the company performance, which comprises of :

- 1) To regularly provide information on current services and products, including to provide training, to the customers.
- 2) To build a good relationship between the staff of the company and the stakeholders through the activities of the staff club such as playing sport, and having social activities together, etc.
- 3) To create partnership programs in various forms between the company and the stakeholders to improve business together.

The company pays attention to environmental responsibility of the community and society by fixing a policy on the environment and society, as per the details in the website of the company [www.Premier-Technology.co.th](http://www.Premier-Technology.co.th). For the year 2007, the company has the activity for conservation of natural resources and the environment by mangrove forest afforestation at Khlong Khon, Samutsongkram province, and by donation to the Yuvabadhana Foundation for the education of the poor and disadvantaged youth, of the amount of Baht 2,209,772.

#### **Category 4 Disclosure and Transparency**

The board pays attention to the disclosure of information which is correct, accurate, timely, and transparent, of its business operations, and reports both financial and non-financial information according to the criteria set by the SEC and the Stock Exchange of Thailand, and includes the information on the performance of the duties of the board, which comprises of the number of meetings, policies and remuneration of the directors. In addition, the company also discloses policies and results on its performance with the environment and society, and its policies and performance on good governance. The company publicizes the information of the company

through channels, including the media of the Stock Exchange of Thailand, and the website of the company, both in Thai and English languages, which the company adjusts to be current information.

The board is responsible for the financial statements of the company and its subsidiaries, and the financial information in its annual report. Such financial report is made in accordance with generally accepted accounting principles and standards. The accounting policy chosen is suitable. The auditing committee will review the quality of the financial statements and the internal audit system, including the adequate disclosure of important information in the notes of the financial statement, and then report to the board.

For investor relations, the company has not set up any specific division, but has assigned the Managing Director to communicate with institutional investors, shareholders, security analysts, and the relevant government authorities, including to give the opportunity to the general public to present opinion or make queries through the investor relation section in the website of the company.

## **Category 5 Responsibilities of the Board**

### **1. Board Structure**

The board is comprised of the persons having knowledge, ability, and experience which are useful to the company, and of those who devote time to performing their duties in the best interests of the shareholders. They are persons who fix policies and plans, supervise, and follow up the performance of executives to be in accordance with the plans. At December 31, 2007, the board comprises of 4 executive directors and 4 Independent directors. The number of independent directors is 50 per cent or which exceeds 1/3 of the total board of directors, which is in accordance with the criteria set by the SEC, in order to make a balance in consideration of any matters, which is suitable with the duties of the board. Under the articles of association, the board must comprise of directors of not less than 5 persons, whose term is as per the details in page 33.

For the committee of the company, the audit committee is comprised of 3 independent committee whose term is 3 years, with main duties to build credibility, correctness, reliability, and to present the financial information of the company on time, and to have qualifications as set by the SEC.

The board fixed the guideline to appoint a nomination committee from time to time to help the board as assigned.

The performance of duties of the directors and executives of the company are clearly separated. The chairman of the board, who is a director, has the additional power and duty aside from other director, as to calling for a meeting of the board, to be the chairman in the board meeting, to make a vote as the casting vote in the event that the votes are equal, and to act as the chairman in the shareholder meeting. The managing director has the power and duty to manage and carry out the works. The Chairman of the board and the managing

director are different persons. Therefore, the board can check and balance the performance of the executive efficiently.

For the performing of the duty as a director of another company, the company has disclosed the information on directorship positions for each director in the form presenting annual information (Form 56-1), and in the annual report so that the shareholders know annually. The company does not limit the number of companies for which a director can be the director in those companies, which depends on the discretion and potential of each director, which is different from each other. For the managing director and the executives, the company has a clear set policy and procedure for the holding of directorship in other company.

At present, the board has not appointed a company secretary. The secretary to the board will perform as the company secretary for making and coordinating to make the notices and minutes of the board meetings, committee meetings, shareholder meetings, and annual reports, and to keep document on the director register, including to keep it within a computer system which is easy to access and which cannot be amended, and coordinate with the legal division and other divisions to support the works of the boards on laws and regulations.

## **2. Roles, Duties, and Responsibilities of the Board**

The board performs the duty to consider and approve the operation of the company which is comprised of policies, visions, missions, strategies, risks, plans, and budgets, so that the management can proceed according to the policies efficiently and effectively.

**Good Corporate Governance Policy** For the year 2007, the board reviewed the good corporate governance policy and made it in writing as per the details in [www.Premier-Technology.co.th](http://www.Premier-Technology.co.th) in order to have the efficient, transparent, policy which can be checked, and build confidence for all relevant parties, and to fix the procedure to review such policy regularly in order that it will be in accordance with the conditions of the company.

**Business Ethics** The board arranged to have the written business ethics as per the details in [www.Premier-Technology.co.th](http://www.Premier-Technology.co.th), so that the execution and staff will hold them as principles for business operation which is correct and fair to all relevant persons, including the staff, and which has been informed to every person to know in order for them to perform accordingly.

**Conflict of Interest** The board has set the policy on conflict of interest, so that any decision to proceed with business activities must be for the best interest of the company only, and which should avoid any action which would cause a conflict of interest, by fixing that any person related or connected to the considered transaction must inform the company of his relationship or connection with that transaction and must not participate, and who has no power to approve anything in that transaction. The audit committee will present to

the board about any connected transaction, and any transaction which has a conflict of interest. The suitability of such stipulation is considered carefully, and the company must comply with the criteria of the Stock Exchange of Thailand, including to disclose it in the form to present as annual information (Form 56-1), and in the annual report. The details of the stockholding of the directors and executives are on page 38.

**Internal Audit** The board pays attention to the supervision and internal audit, both at the executive level and operation level, which is efficient. The internal audit is the important mechanism to build management confidence, to help reduce business risks, to help the business operate efficiently by proper allocation of resources to achieve its goals, to help prevent dishonesty or the loss of property, to help ensure that financial reports are correct and reliable, and to help that staff perform in accordance with the relevant laws and regulations, and to help to protect the investment money of the shareholders. Therefore, the company fixed the duty, and the power of the executives and operating staff, clearly in writing. There is the supervision of using of assets of the company for benefit and division of duties between the operating staff and the person who supervises and assesses their performance, so that there are the proper check and balances between them.

The company makes and reviews controlling systems; operations, financial reporting, compliance with rules, regulations, policies, and working supervision, including risk management, and pays attention to early warning and unusual transactions, of which the internal auditor from outside the organization has the duty to inspect to ensure that the company has sufficient and proper internal auditing, and also that the internal auditor has independence and can perform fully the duty of checks and balances. The internal auditor will report the result to the audit committee. The company will follow up and assess it regularly. The company will assess the sufficiency of the internal audit at least once a year to ensure that the system will continue efficiently.

**Risk Management** The board pays attention to risk management for the organization as a whole, and assesses and manages the risk of the organization, in order to manage risk to be at an acceptable level. The company has no division responsible directly for this matter. However, the company makes the control self assessment both at executive level and operation level, to jointly assess the risks, problems, obstacles, and uncertainties, which may affect the operation in achieving the goals of the company, or the incidents which may make the company lose business opportunities, the risks which may arise from the causes from inside and outside the organization. It is fixed that if any risk is an obstacle to the business operation, and that it can prevent achieving the company's goals, then the company must have the measures to manage that risk, and to promote, and stimulate every person to build a working culture of risk awareness, have understanding of the causes the risk, such as to improve working procedure, and to use the resources properly to prevent and reduce any loss which may occur. In contrast, such systematical operation will make the company receive new business opportunities which will build additional value for the organization.

In 2007, the company assessed the risks and the sufficiency of the internal audit system in order to seek the guidelines to improve and amend the working operations to have more efficient performance, of which the scope includes the management, marketing, sales and resources. The company assigns and follows up that the executive who is responsible for each work proceeds with the guidelines on working improvement, including to have the relevant persons used for the proceedings so that the performance will be more efficient. The board considers and reviews the sufficiency of the risk management system and the effectiveness of the risk management many times, including to pay attention to early warnings.

**Report of the Board of Directors** The audit committee has a duty to review financial report, which accounting staff and auditor will have a meeting altogether, and then present the financial report to the Board of Director of the Company every quarter. The Board the Director of the Company will be responsible for total financial statements of the Company and subsidiaries, including the financial information (Report on Responsibility of the Board of Director as to Financial Report) which is specified in prepared in accordance with the accounting standard, and audited by the certified public accountant of the Company. The disclosure of the important information, both financial and non-financial information, is made based on the complete and consistent of facts.

### **3. Meeting of the Board of Directors**

The Board of Directors fixes the meeting normally every 3 months. The meetings schedule are set in advance annually, and additional special meeting may be held as necessary. The agenda is set clearly. The Chairman of the Board of Directors and the Managing Director jointly set the agenda, consider the matters to be transacted in the meeting, and give opportunity to each director to propose any matter to be transacted as the agenda of the meeting. The documents will be sent in advance before the meeting date so that the Board of Director will have sufficient time to study the information before the meeting unless in case of emergency, which the director can ask information from Managing Director, or secretary of the Board of Directors, in addition to the documents sent. The Company makes performance report and presented it to the Board of Director every month, so that the Board of Director can supervise the operation of the managing division continuously and on time.

In consideration of the matters, Chairman of the Board of Director who acts as the Chairman of the meeting will grant the opportunity to the directors to express their opinion freely, and allocate sufficient time for the director to discuss the important issue. The Managing Director, as the top executive of the company, participates in the meetings every time to explain information which is year plan, performance, new project, etc., including to know the policy directly and use it efficiently. The resolution of the meeting will be in accordance with the articles of association of the Company. The decision of the meeting will be made by majority rote. That is a director will have only one vote for the voting. Any director who has interest in any

matter will have no right to vote in that matter. In case of equal vote, the Chairman of the meeting can have another vote as the casting vote.

In each meeting of the Board of Director of the Company, the secretary of the Board of Director attends the meeting and will record the minutes of the meeting. The material part is comprised of date, time of beginning - finishing the meeting, names of the directors present and absent, summary of the matter proposed to the Board of Directors, summary of the issue which has discussion, note of the Board of Director, and resolution of the Board of Directors, etc. Then, it will be proposed to the meeting to be certified in the next meeting, and send to the Chairman of the Board of Director to consider and sign to certify its correctness. In addition, the information and documents on the meetings is kept both the original and by computer system for convenience in searching and referring, which it cannot be amended.

Normally the Board of Directors will attend the meeting every time and every person unless in case of necessary cause which will be informed in advance before the meeting (Additional details of the meeting in the year 2007 is in page 32,34). Moreover, it is the policy of the Board that the non-executive directors have the opportunity to have meeting, as necessary, among themselves, without management team, to debate the issues they are interested. The meeting outcome will be notified by them to the managing director.

#### **4. Remuneration**

The company has the policy to pay remuneration to the directors and executive which is incentive in the appropriate levels, by taking into account the performance of the Company, and in accordance with the industry level in which the Company operates, including suitability with the position and responsibility of each director and executive, in the forms of director's remuneration, meeting remuneration, salary and bonus.

**Director's Remuneration** In the year 2007, the director who is not stakeholder considered the payment of director remuneration, and the 2007 Annual Ordinary General Meeting of the Shareholding had a resolution to approve the director's remuneration on April 26, 2007, by fixing the payment of directors' remuneration for the director who not involve in the operation management., which is currently comprised of 4 Independent Directors, and for the amount of not exceed Baht 500,000 totally per annum.

**Remuneration of Managing Director and Executive** The Board will fix the Managing Director's remuneration by consider the result of appraisal made by the board but will not include the Managing Director. The criteria for appraisal is set in advance together with the Managing Director, and is objective, with care to pay the remuneration of the executive of the Company and subsidiary at the appropriate level and in competitive rate in the same industry, in order to keep the executive, who has quality, to work with the Company. The Chairman of the Board will inform the result of the consideration to the Managing Director.

The Board fixes the guideline to set up the Remuneration Committee from time to time to help the board as assigned.

## **5. Board Self Assessment**

The Board assessed their performance as the whole to assist in reviews of their performance, problem, and obstruction in the previous year, and to help increase the efficiency of their works. The Board jointly fixed the criteria of assessment and the assessment as a whole regularly since the year 2007.

## **6. Board and Management Training**

The Board has policy to encourage and facilitate training for all internal parties related the corporate governance including member of the audit committee and executive to continuously improve their performances, such as consultancy, study guideline of making foresight. The members of the Board have participated the training in various courses from the Association to Promote Institute of Thai Director (IOD) at all times. In the event that there is a change of director, or new directors, the management will provide documents and information useful to perform their duties, including to arrange to have introduction to the nature of business and the operation of the Company to the new directors. In addition, the Company promotes to provide knowledge to personnel relating to works of Company secretary and internal auditing, which relates to supervision of the Company. The Company develops personnel to succeed the executive's, and fixes the successors in case the executives in any levels in cannot perform their duties.

### **9.5 Protection Against the Use of Inside Information**

(Details are as described on Page 37-38 )

### **9.6 Human Resources**

There are no full-time employees at the Company as it invests in a subsidiaries. It outsources its accounting and finance work to the subsidiaries 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 set goal for business operation and working clearly according to the types of products, which can be measured, and compare the target with the actual performance at every stage. The Company provides incentive or remuneration to the staff by considering the possibility of the goal. The Company arrange the organization chart to divide the functions into function lines, and fix about ethics, policy on business supervision, conflict of interest, including to make the powers to operate in writing, and adjust it to be suitable with the current business condition.

### **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 by analyze and leveling the risk according with the impact and possibility to occur in each procedure of business, in order to fix the risk management plan, including to have internal assessment by itself together with the internal control division every year. 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.

The Company provides the communication systems which are the communication of the responsibilities and duties to employees since they started their work, the orientation, training and probation. The Company provides various channels for the employees' opinion, the internal communication and the outsiders. When the Company is reported or complained of the products, services or the other, the Company finds out of the cause and resolves it immediately

**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 and its subsidiary had business transactions with related companies (related by having the same shareholders and/or directors) such as Premier Motors Co., Ltd., Premier Resort Krabi Co., Ltd., IQA Laboratory Co., Ltd., Premier CE Co., Ltd., Premier Fission Capital Co., Ltd., Seri Premier Co., Ltd., Premier Marketing Co., Ltd., Premier Manufacturing Co., Ltd. And Seri Center Management 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 2007 in Remark 6.

**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 2005, the Independent Auditor certified the Financial Statements without qualified opinion. However, there was an emphasis of matters 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 qualified opinion.

In 2007, the Independent Auditor certified the Financial Statements without qualified opinion. However, there was an emphasis of matters about the change of company accounting policy for recording investments in subsidiary in separate financial statements from the equity method to the cost method. The company has thus restated the separate financial statements as at 31 December 2006 and for the year then ended to reflect this accounting change.

#### (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 SHEET

AS AT 31 DECEMBER 2007, 2006 AND 2005

BALANCE SHEET	2007 (Baht)	2006 (Baht)	2005 (Baht)
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	14,453,859	79,680,020	30,474,050
Current investment - fixed deposits with banks	7,414,182	1,250	1,232
Trade accounts receivable			
Related parties	3,076,106	1,528,572	5,539,729
Unrelated parties	393,446,678	411,308,522	274,734,750
Less : Allowance for doubtful accounts	(7,916,172)	(4,962,841)	(13,282,199)
Trade accounts receivable - net	388,606,612	407,874,253	266,992,280
Amounts due from related parties	-	-	682,606
Inventories - net	58,177,350	101,212,104	22,766,333
Other current assets			
Withholding income tax deducted at source	10,521,159	20,705,217	26,735,071
Accrued service income	5,506,031	11,367,811	9,136,937
Prepaid service cost	37,519,984	17,519,534	7,676,750
Others	9,455,171	7,939,758	5,622,254
<b>TOTAL CURRENT ASSETS</b>	<b>531,654,348</b>	<b>646,299,947</b>	<b>370,087,513</b>
<b>NON-CURRENT ASSETS</b>			
Restricted fixed deposits with banks	35,483,590	24,953,224	23,713,890
Investment in subsidiary Other long-term investments - net	-	2,250,000	5,250,000
Leasehold right and equipment - net	137,201,857	151,650,506	132,309,251
Other non-current assets			
Prepaid rental expenses	6,022,634	6,442,634	6,862,634
Deposit on share - related party	18,100,000	-	-
Others	3,634,563	5,095,509	4,333,227
<b>TOTAL NON-CURRENT ASSETS</b>	<b>200,442,644</b>	<b>190,391,873</b>	<b>172,469,002</b>
<b>TOTAL ASSETS</b>	<b>732,096,992</b>	<b>836,691,820</b>	<b>542,556,515</b>

## PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

## BALANCE SHEET(Continued)

AS AT 31 DECEMBER 2007, 2006 AND 2005

BALANCE SHEET	2007 (Baht)	2006 (Baht)	2005 (Baht)
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>CURRENT LIABILITIES</b>			
Trust receipts	-	-	55,250,252
Trade accounts payable	242,070,730	350,843,741	171,292,144
Amounts due to related parties	513,749	3,018,898	648,108
Accounts payable - factoring company	21,393,453	45,420,169	32,638,515
Current portion of long-term loans	4,863,263	7,535,896	7,457,863
Current portion of long-term liabilities	38,974,427	33,327,865	17,928,887
Current portion of long-term liabilities under rehabilitation plan	2,274,521	2,393,699	7,645,908
Other current liabilities			
Accrued expenses	106,279,688	88,159,967	67,512,533
Deferred service income	62,520,489	29,250,043	13,169,405
Corporate income tax payable	0	14,451,422	-
Others	18,472,516	23,322,315	17,228,876
<b>TOTAL CURRENT LIABILITIES</b>	<b>497,362,836</b>	<b>597,724,015</b>	<b>390,772,491</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-term loans - net current portion	1,686,543	6,251,630	9,000,000
Long-term liabilities - net of current portion	32,014,776	39,062,198	16,761,406
Long-term liabilities under rehabilitation plan - net of current	4,202,521	7,329,418	11,506,369
Other non-current liabilities	252,000	252,000	252,000
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>38,155,840</b>	<b>52,895,246</b>	<b>37,519,775</b>
<b>TOTAL LIABILITIES</b>	<b>535,518,676</b>	<b>650,619,261</b>	<b>428,292,266</b>

## PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

## BALANCE SHEET(Continued)

AS AT 31 DECEMBER 2007, 2006 AND 2005

BALANCE SHEET	2007 (Baht)	2006 (Baht)	2005 (Baht)
<b>SHAREHOLDERS' EQUITY</b>			
Share capital			
Registered			
142,440,489 ordinary shares of Baht 1 each	142,440,489	142,440,489	1,466,303,060
Issued and fully paid up			
142,440,489 ordinary shares of Baht 1 each	141,944,471	141,944,471	1,419,444,710
Deficit on ordinary shares	-	-	(1,009,370,805)
Company's shares held by subsidiary	(230,175)	(230,175)	(2,301,750)
Premium on sales of assets to related company	-	-	58,596,310
Retained earnings			
Appropriated - statutory reserve	3,150,000	2,400,000	6,947,801
Unappropriated (Deficit)	16,389,427	12,552,679	(383,349,343)
Equity attributable to Company's shareholders	161,253,723	156,666,975	89,966,923
Minority interest - Equity attributable to minority shareholders of subsidiary	35,324,593	29,405,584	24,297,326
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>196,578,316</b>	<b>186,072,559</b>	<b>114,264,249</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>732,096,992</b>	<b>836,691,820</b>	<b>542,556,515</b>

PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
INCOME STATEMENTS

AS AT 31 DECEMBER 2007, 2006 AND 2005

INCOME STATEMENT	2007 (Baht)	2006 (Baht)	2005 (Baht)
RAVENUES			
Sales	1,092,367,620	1,156,547,716	1,048,602,688
Service income	306,810,556	283,533,932	272,661,959
Rental income	-	-	1,756,400
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	20,689,583	26,025,486	16,258,126
TOTAL REVENUES	1,419,867,759	1,532,668,195	1,402,363,613
EXPENSES			
Cost of sales and services	1,028,420,215	1,110,032,135	1,026,806,704
Selling and administrative expenses	345,122,815	318,946,125	332,720,143
TOTAL EXPENSES	1,373,543,030	1,428,978,260	1,359,526,847
INCOME (LOSS) BEFORE INTEREST EXPENSES AND INCOME TAX	46,324,729	103,689,935	42,836,766
INTEREST EXPENSES	(5,914,525)	(9,075,636)	(9,449,943)
CORPORATE INCOME TAX	(15,710,000)	(24,877,564)	(3,337,399)
INCOME (LOSS) BEFORE MINORITY INTEREST	24,700,204	69,736,735	30,049,424
NET INCOME IN RESPECT OF MINORITY INTEREST	(5,919,009)	(5,108,258)	(972,365)
INCOME (LOSS) FROM ORDINARY ACTIVITIES	18,781,195	64,628,477	29,077,059
EXTRAORDINARY ITEM-GAIN ON DEBT RESTRUCTURING	-	-	82,447,055
NET INCOME (LOSS) FOR THE YEAR	18,781,195	64,628,477	111,524,114

BASIC EARNINGS PER SHARE			
Net income (loss) from ordinary activities	0.13	0.46	0.24
Extraordinary item - gain on debt restructuring	-	-	0.66
Net income (loss)	0.13	0.46	0.90
Weighted average number of ordinary shares (share)	141,714,296	141,714,296	124,390,186

## PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

## CASH FLOW STATEMENTS

AS AT 31 DECEMBER 2007, 2006 AND 2005

CASH FLOW STATEMENTS	2007 (Baht)	2006 (Baht)	2005 (Baht)
<b>CASH FLOWS FROM OPERATING ACTIVITIES :</b>			
Net income (loss)	18,781,195	64,628,477	111,524,114
Adjustments to reconcile net income (loss) to net cash provided by (paid from) operating activities :-			
Net income attributable to minority interest	5,919,009	5,108,258	972,365
Allowance for doubtful accounts	2,953,331	2,918,525	697,312
Allowance for diminution in value of inventories	624,253	120,623	4,784,789
Decrease in provision for deminution in value of inventories	-	-	(239,950)
Depreciation and amortisation	66,994,294	70,913,245	71,570,495
Gain on sales of investment in other company	(93,527)	(43,388,052)	-
Gain from transfers of assets for debt settlement	-	-	(63,084,440)
Gain on sales of equipment	(2,105,625)	(862,066)	(1,955,425)
Written-off equipment	762,206	-	-
Decrease in Company's share held by subsidiary due to share capital reduction	-	2,071,575	-
	93,835,136	101,510,585	124,269,260
(Increase) decrease in operating assets			
Trade accounts receivable	16,314,310	(143,800,498)	(29,620,995)
Amounts due from related parties	-	682,606	(465,992)
Inventories	42,410,501	(78,566,393)	13,745,692
Other current assets	(5,470,025)	(8,361,308)	26,331,996
Other non-current assets	1,460,946	(248,392)	(896,289)
Increase (decrease) in operating liabilities			
Trade accounts payable	(108,773,011)	179,551,597	(41,938,970)
Amounts due to related parties	(2,505,149)	2,370,790	(3,011,756)
Other current liabilities	32,088,946	57,272,933	8,358,630
Net cash from (used in) operating activities - before extraordinary item	69,361,654	110,411,920	96,771,576
Extraordinary item - gain on debt restructuring	-	-	(82,447,055)
Net cash from (used in) operating activities	69,361,654	110,411,920	14,324,521



## PREMIER TECHNOLOGY PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

## CASH FLOW STATEMENTS (Continued)

AS AT 31 DECEMBER 2007, 2006 AND 2005

CASH FLOW STATEMENTS	2007 (Baht)	2006 (Baht)	2005 (Baht)
<b>CASH FLOWS FROM INVESTING ACTIVITIES :</b>			
Increase in account payable - other	-	-	217,700
Increase in current investment	(7,412,932)	(18)	4,540
Increase in fixed deposits subject to encumbrance	(10,530,366)	(1,239,334)	(4,284,415)
Proceeds from sales of equipment	3,050,878	5,307,862	13,402,183
Acquisition of equipment	(29,310,714)	(21,160,806)	(44,209,126)
Consideration received from the transfer of rights of claim in debts and loans	-	-	5,000,000
Cash receipt from sale of investment in subsidiaries	-	-	5,000
Cash receipt from sale of investment in other company	-	46,388,052	239,950
Cash return from investment in other company	2,343,527	-	-
Deposit on shares paid to related company	(18,100,000)	-	-
Cash of subsidiaries at the sales date of subsidiaries	-	-	(3,275,066)
Net cash from (used in) investing activities	(59,959,607)	29,295,756	(32,899,234)
<b>CASH FLOWS FROM FINANCING ACTIVITIES :</b>			
Repayment of trust receipts	-	(55,250,252)	55,250,252
Increase (decrease) in accounts payable - factoring company	(24,026,716)	12,781,654	22,734,253
Increase in short-term loan from related party	-	-	26,226,000
Cash received from (repayment of) short-term loan from director	-	-	(25,000,000)
Repayment of long-term loans	(7,237,720)	(2,670,337)	-
Cash receipt from long-term loan	10,584,830	-	-
Repayment of long-term liabilities	(36,508,080)	(35,933,611)	(33,448,625)
Repayment of long-term liabilities under rehabilitation plan	(3,246,075)	(9,429,160)	(33,700,556)
Dividend paid	(14,194,447)	-	-
Cash received from share capital increase	-	-	11,351,967
Net cash used in financing activities	(74,628,208)	(90,501,706)	23,413,291
Net increase (decrease) in cash and cash equivalents	(65,226,161)	49,205,970	4,838,578
Cash and cash equivalents at beginning of the year	79,680,020	30,474,050	25,635,472
Cash and cash equivalents at end of the year	14,453,859	79,680,020	30,474,050
<b>Supplementary disclosures of cash flows information : -</b>			
Cash paid during the year for			
Interest expenses	6,859,641	9,623,002	10,605,522
Corporate income tax and withholding income tax	16,411,609	14,804,592	11,606,794
Non-cash transactions			
Assets under finance lease agreements	24,522,390	73,633,381	23,375,428
Transfer of assets fro 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.

	2007	2006	2005
<b>LIQUIDITY RATIO</b>			
Current Ratio (Times)	1.07	1.08	0.95
Quick Ratio (Times)	0.83	0.82	0.76
Cash Flow Liquidity (Times)	0.13	0.22	0.22
Account Receivable Turnover (Times)	3.51	4.27	5.02
Collection Period (Days)	102	84	72
Inventory Turnover (Times)	12.90	17.91	22.89
Inventory Turnover Preriod (Days)	28	20	16
Account Payable Turnover (Times)	3.47	4.25	4.92
Payment Preriod (Days)	104	85	73
Cash Cycle (Days)	27	20	14
<b>PROFITABILITY RATIO</b>			
Gross Profit Margin (%)	26.50%	22.92%	22.39%
Net Profit Margin (%)	1.32%	4.22%	7.95%
Return on Equity (%)	9.82%	43.04%	174.88%
<b>EFFICIENTCY RATIO</b>			
Return on Total Assets (%)	2.39%	9.37%	17.53%
Return on Fixed Assets (%)	59.39%	95.47%	94.25%
Assets Turnover (Times)	1.81	2.22	2.20
<b>FINANCIAL POLICY RATIO</b>			
Debt to Equity Ratio (Times)	2.72	3.50	3.75
Interest Coverage Ratio (Times)	7.83	11.43	4.53
Dividend Payout Ratio (%)	21.74%	-	-

## **12.2 Management Discussion and Analysis**

### **(1) Operating Result**

In the year 2007, the company and its subsidiary had net profit from operation in the amount of 18.78 Million Baht come from the gross profit 370.76 Million Baht which come from sales and service income of computer and software business, other income in the amount of 20.69 Million Baht, company's selling and administrative expenses in the amount of 345.12 Million Baht, interest expenses in the amount of 5.91 Million Baht, and the corporate income tax in the amount of 15.71 Million Baht.

The change of the company's financial status and performance in the year 2007 by comparison with the year 2006, net profit decreased by 45.85 Million Baht, as a result from the year 2006 the company had profit incurred from the revenues of remuneration from transfer of right in the amount of 23.17 Million Baht, gain on sales investment in the amount of 43.39 Million Baht, income from sales and services decreased by 40.90 Million Baht, other income which was the compensation from sale of IT business decreased by 5.34 Million Baht, selling and administrative expenses increased by 26.18 Million Baht, interest expense decreased by 3.16 Million Baht and corporate income tax decreased by 9.17 Million Baht.

### **(2) Financial Status**

The total assets of the company and its subsidiary in the amount of 732.10 Million Baht decreased by 104.59 Million Baht result from cash and cash equivalents decreased by 65.23 Million Baht, current investment increase by 7.41 Million Baht, trade receivable decreased by 19.27 Million Baht, mainly to the inventory of computer decreased by 43.03 Million Baht, withholding income tax deducted at source decreased by 10.18 Million Baht, accrued service income decreased by 5.86 Million Baht, prepaid service cost which the cost was adept in proportion of service income increased by 20.00 Million Baht, other current assets increased by 1.52 Million Baht, pledged fixed deposits increased by 10.53 Million Baht from inventory purchased, other long-term investments decreased by 2.25 Million Baht, net leasehold right and equipment decreased by 14.45 Million Baht, deposit on shares-related party for purchase investment in subsidiary increased by 18.10 Million Baht, and other non-current assets decreased by 1.46 Million Baht.

The total liabilities of the company and its subsidiary in the amount of 535.52 Million Baht decreased by 115.10 Million Baht result from account payable decreased by 108.77 Million Baht, due to related parties decreased by 2.51 Million Baht, account payable-factoring company decreased by 24.03 Million Baht, accrued expense increased by 18.12 Million Baht, deferred service income increased by 33.27 Million Baht, corporate income tax payable decreased by 14.45 Million Baht, other current liabilities decreased by 4.85 Million Baht,

current portion of long-term loans and long-term liabilities decreased by 7.24 Million Baht, current portion of long-term liabilities under rehabilitation plan decreased by 1.40 Million Baht.

Shareholder's equity of the company and its subsidiary in the amount of 196.58 Million Baht increased by 10.51 Million Baht result from net profit of the company and its subsidiary in the amount of 18.78 Million Baht, Minority interest increased by 5.92 Million Baht, and the paid dividend for year 2006 in the amount of 14.19 Million Baht.

(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 2007 in an amount 0 Baht
- Auditor's firm for the year 2007 in an amount of Baht 950,000

**(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, 7<sup>th</sup> 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](mailto:contact.tsd@set.or.th)

**13.1 Debenture Holders' Representations**

-None-

**13.2 Auditors**

Miss Siraporn Ouaanunkun 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

33<sup>rd</sup> 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

**13.3 Financial Advisor**

-None-

**13.4 Legal Advisors**

-None-

**13.5 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

**13.6 Financial Institutions with Regular Contact and Outstanding Balance as at December**

**31, 2007**

**Name of Institution**

**Outstanding Balance**

(Unit : Million Baht)

Loan Deposit

Bank of Ayudhya Public Company Limited

-

1.5

BankThai Public Company Limited

-

7.4

**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 20, 2008](#) 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	_____
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“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	_____
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## Attachment 1 : Information of the Management and Controlling Person of the Company

## Premier Technology Public Company Limited

## Details of Directors as at December 31,2007

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	51	Bachelor's degree of Nuclear Engineering and Master's degree of Business Administration Rensselaer Polytechnic Institute, Troy, New York, U.S.A.	59.36985	Elder brother of No. 2	Present	President & CEO	Premier Group of Companies
					Present	Director	Companies in the Premier Group of Companies
					Present	Director	Chiangmai Night Bazaar Co., Ltd.
					Present	Director	Calbee Tanawat Co., Ltd.
					Until 5 Sep. 07	Director	SG Star Properties Co., Ltd.
2. Mr. Viwat Phongsathorn Authorized Director and Managing Director	50	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) Training UFS Group 12/2007 from IOD Training Finance for Non-Finance Director (FND) Group 38/2007 from IOD Training DCP Group 96/2007 from 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.
3. Mrs. Duangthip Eamrunroj Authorized Director	52	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
					Until 17 Aug. 07	Director	Kulthorn Premier Co., Ltd.
					Until 5 Sep. 07	Director	SG Star Properties Co., Ltd.
					Until 13 Mar. 07	Director	Sanyo Universal Electric Public Co., Ltd.



**Premier Technology Public Company Limited**  
**Details of Directors as at December 31, 2007(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	57	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), Group 12/2004  Training DCP Group 97/2007 from IOD	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.
					Unitil 2 Aug. 07	Director	Broadband Technology Services Co., Ltd.
					Until 14 Aug. 07	Director	Professional Training Services Co., Ltd.
					20 Jun. 06 - Present	Director	Raya Heritage Co., Ltd.
Until 13 Mar. 07	Director	Sanyo Universal Electric Public Co., Ltd.					
5. Mr. Paritud Bhandhubanyong Independent Director	54	Bachelor's degree of Industrial Engineering Chulalongkorn University  Master's degree of Industrial Engineering Chulalongkorn University  Master's degree of Business Administration Thammasart University  Doctor of Metallurgical Engineering Tokyo University, Japan	none	none	1999 - October 2006	Director	National Metal and Materials Technology Center
					Present	Director's Advisor	National Science and Technology Development Agency

## Premier Technology Public Company Limited

## Details of Directors as at December 31, 2007 (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 Chairman of the Audit Committee	71	Bachelor's degree of Accounting Thammasart University Bachelor's degree of Business Administration Thammasart University Training on Director Accreditation Program (DAP), Group 37/2005 by Thai Institute of Director (IOD)	None	None	6 Jul. 1993 - Present	Chairman of the Board	Premier Enterprise Public Co., Ltd.
					Present	Director	Chiangmai Night Bazaar Co., Ltd.
					Present	Managing Director	Five Tor Co., Ltd.
					Present	Chairman of the Audit Committee	Singer Thailand Public Co., Ltd.
					until 20 Jun. 2006	Director	Datapro Computer Systems Co., Ltd.
					20 Jul. 2007 - Present	Chairman of the Audit Committee	Premier Marketing Public Co., Ltd.
7. Mr. Suchai Vatanatrakul Independent Director and Audit Committee	67	Bachelor's degree of Education Srinakharatrarajit University Training on Director Accreditation Program (DAP), Group 37/2005 by Thai Institute of Director (IOD)	None	None	Present	Independent Advisor	Consulting, development, design and layout service business for compensation/salary/wages/organization management system
					Jan. 1955 - Mar. 2003	Director, HR Office	Premier Group of Companies
8. Mr. Katiya Greigam Independent Director and Audit Committee	55	Bachelor's degree of Electrical Engineering Chulalongkorn University Master's degree of Electrical Engineering, University of Missouri-Rolla, U.S.A. Doctorate of Electrical Engineering University of Missouri-Rolla, U.S.A. Training on Director Accreditation Program (DAP), Group 37/2005 by Thai Institute of Director (IOD)	None	None	Present	General Manager	KV Electronics Co., Ltd.
					Present	Director	The Federation of Thai Industries
					Present	Chairman	The Electrical and Electronics Industry Club The Federation of Thai Industries
					Present	Director	Electrical and Electronics Institute (EEI) Ministry of Industry
					Present	Executive Director	Nanotechnology Center(NANOTEC)
					Present	Executive Director	National Electronics and Computer Technology Center (NECTEC)
					Present	Executive Director	Telecommunications Research and Industrial Development Institute (TRIDI)

## 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)  
 7. Premier Metro Bus Co., Ltd. (PMB)

**Consumer Products Business Unit**

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

**Trading and Manufacturing Business Unit**

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

**Real Estate Development Business Unit**

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

**Other Business Unit**

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

**Details of Premier Technology's Executives and Authorized Directors**

**Board of Directors as at December 31, 2007**

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**																		
				PFC	PE*	PC2000	PIL	PB	PLMS	PMB	PM	PPP	PCI	PF	PMF	PMC	IQA	PP*	PMN	PCE	PHA	PRR
1. Mr. Vichien Phongsathorn	X	/		/	/	/	/	/	/	/	X	/	/	/	/	/	/	/	/	/	/	/
2. Mr. Viwat Phongsathorn	//	//		/	/																	
3. Mrs. Duangthip Eamrunroj	/	/		/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
4. Mr. Suradej Boonyawatana	/			/	/										/	//	/	/	/	/		/

Name of Company
Name
1. Mr. Vichien Phongsathorn
2. Mr. Viwat Phongsathorn
3. Mrs. Duangtip Eamrunroj
4. Mr. Suradej Boonyawatana

Related Company**																	
PRK	RYH	SCM	MS	SP	SGStar	PSC	PTDO	PAM	SA	PGCAP	PC	Planner	Seto	TDMR	Nature	CNB	AP
//	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	
/												/					/
/	/	/		/	/	/	/	/	/	/	/	/	/				
/	/											/					

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