

**(Translation)**  
**Minutes of Annual General Meeting of Shareholders for the Year 2013**  
**Of**  
**Premier Technology Public Company Limited**

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Held on 24 April 2013 at 10.00 hrs., at the Conference Room No. 501, 5th Floor, Premier Corporate Park, No 1 Soi Premier 2, Srinakarin Road, Nongbon, Prawet, Bangkok.

Mr. Vichien Phongsathorn, the Chairman of the Board, acting as the Chairman of the Meeting, informed the Meeting that 25 shareholders had attended this Meeting in person, and 22 shareholders were represented by proxy, totaling 47 shareholders, representing 96,474,007 shares or equal to 67.9960 per cent of the total distributed shares, which constituted a quorum according to the Articles of Association of the Company. The Chairman addressed the beginning of the Annual General Meeting of the Shareholders for the Year 2013.

During the course of the Meeting, additional shareholders joined the Meeting. As a result by the end of the Meeting, 31 shareholders attended in person and 24 shareholders by proxy, totaling 55 shareholders holding 102,369,014 shares equal to 72.1191% of the total number of subscribed shares after deduction of treasury stock.

The Chairman introduced the Board of Directors and auditor attending the meeting to the meeting as follows:

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|------------------------------------|--|
| 1. Mr. Vichien Phongsathorn        | Chairman of the Board                                |
| 2. Mr. Udom Chartiyanont           | Independent Director and Chairman of Audit Committee |
| 3. Mr. Suchai Vatanatrinakul       | Independent Director and Audit Committee             |
| 4. Mr. Katiya Greigarn             | Independent Director and Audit Committee             |
| 5. Mr. Paritud Bhandhubanyong      | Independent Director                                 |
| 6. Mr. Suradej Boonyawatana        | Director   |
| 7. Miss Wanna Kolsrichai           | Director   |
| 8. Mrs. Duangthip Eamrungrroj      | Director   |
| 9. Mr. Harin Upra                  | Director   |
| 10. Mrs. Chonlaros Suntiasvaraporn | Auditor of Ernst & Young Office Limited              |

The Corporate Director- Accounting, Financial and Legal and Registration also attended the Meeting.

Before beginning with the agendas, the Chairman informed the Meeting relating to voting procedure of each agenda. The voting procedure divided into 2 cases as follows:

1. In case that a shareholder attended the Meeting in person, or through a proxy authorized to vote on behalf of the shareholder, the Chairman would propose the Meeting to vote in each agenda, by asking whether there were any shareholders who disagreed or abstained to vote or not. If any shareholder showed his or her hand for disagreement, or abstention to vote, then that agenda would be voted by the ballot received from the registration. The ballots were collected by the Company's staff for vote counting. If there was no person disagreed, and abstained to vote, then it would be deemed that all shareholders had agreed to such agenda. The counting was 1 share per 1 vote.

2. In case of a proxy to participate in the Meeting and the shareholder had fixed his or her votes in the instrument of proxy, then the vote in each agenda, indicated by the instrument of proxy, would be counted for resolutions of the Meeting.

The Chairman further informed that in the Annual General Meeting of Shareholders for the year 2013, the Company had offered opportunity to shareholders to propose other agendas and the name of person to be considered as director(s) of the Company via the Company's website and the Stock Exchange of Thailand, the submission started from January 2012 until 31 December 2012. There were not any matters or name of person proposed.

Thereafter, the Chairman commenced the Meeting according to the agendas as follows:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year of 2012**

The Chairman proposed the Meeting to adopt the Minutes of the Annual General Meeting of the Shareholders for the year of 2012 held on 26 April 2012, the copies of which was sent to all shareholders together with the invitation letter to summon this Meeting.

The Meeting had considered, and resolved to adopt the Minutes of the Annual General Meeting of the Shareholders for the year 2012 with majority votes of the shareholders participated in the Meeting as follows:

|             |                  |   |
|-------------|------------------|---|
| Approved    | 99,232,011 Votes | equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting |
| Disapproved | 0 Votes          | equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting. |
| Abstained   | 0 Votes          |   |

**Agenda 2 To acknowledge the report on the Company's operating results of the year 2012**

The Chairman requested Mr. Harin Upra, Director and Managing Director of Datapro Computer Systems Co., Ltd. (DCS), a subsidiary that is the Company's main business, to report on significant events of the subsidiary in 2012 that can be summarized as follows:

The core business in 2012 is still the information technology (IT) products distribution business with sales from this business accounting for 70% of total revenue while the remaining 30% is from the provision of services.

- a large Computer Center providing services as the main center (Production Site), Backup Center (Disaster Recovery Center) and the Office of Emergency on the scene to work with facilities.
- a large computer center which has the building itself, the surrounding low-risk and include Scalable to support customers from small to large.
- standard service through a large Computer Center operating under ISO20000 and ISO27001 standards as the key.

- Cloud Systems Management Application built using a "Pay Per Use" such as HR / Payroll, Streaming Services etc.
- Cloud Management with business partners such as OfficeAbility, FileAbility etc.
- Digital Content Management Systems using powerful tools integrated.
- System Management and Monitor for every brand of Platform, every brand and variety Application.
- To serve with high quality personnel having variety standard (People Certify) and experience of over 10 years.
- System broadcast live on the Internet via a PC, Notebook, Tablet (iPhone, iPad, BB, Android).
- Multimedia turnkey system includes personnel with experience in the system.

In 2012, Premier Technology Public Company Limited had invested in land and building of 6 floors named Premier Place located at Srinakarin Road, to serve as the office of the Company and its subsidiaries, and used in the operation of the service, data center of the customers and its subsidiaries and others to rent out some space. The total area of 12,396.00 square meters, space for used 9,508.19 square meters, space for rent 3,067.24 square meters and 147 car park.

The capacity of Data Centers is 64 Racks, with the existing occupied number of 34 Racks or representing 53.1%. This project is now in the initial phase.

The Business Performance of the Company in year 2012, as follows:

The Performance of the Company and its subsidiary in the year 2012, the Company and its subsidiary had total revenues in the amount of 2,205.21 Million Baht with the net profit of 73.48 Million Baht, and with the profit per share of 0.52 Baht. The Company in 2012 had net profit of 85.78 Million Baht.

The Financial Status of the Company and its subsidiary as at 31 December 2012, The Company had total assets of 1,508.41 Million Baht, total liabilities of 1,192.98 Million Baht, and the shareholders' equity of 141.71 Million Baht. The Financial Statement of the Company had total assets of 453.14 Million Baht, total liabilities of 200.20 Million Baht and the shareholders' equity of 252.94 Million Baht.

Subsequently, the Chairman provided the opportunity for the shareholders to raise questions. Which were as follows:

Shareholder: What is the Gross Profit Margin of On-premise and Recurring Service?

Director and Managing Director of DCS: Gross Profit Margin of On-premise and Recurring is 18% and 42% respectively. And the revenue from Data Center is 60% of total service revenue.

Shareholder: How many users for D-work and H-RM, and what is the target number of users?

Director and Managing Director of DCS: There are more than 10,000 users and expect to grow more than 100% next year, because the customer is satisfied and keep on continuing the contract.

Chairman: D-Work has grown with high rate in the past 2 years. Customers can also use other module together with this program.

Shareholder: What is the cost per item of D-work?

Director and Managing Director of DCS: The Company will focus on customers with the number of employees exceeding 500 person, which realize that their cost is cheaper than the arranging by themselves.

Shareholder: Is there a chance that it will reach the full capacity of Data Center

Director and Managing Director of DCS: It is expectable that the full capacity will be reached within 2 years. However it is upon the number of the coming users.

Shareholder: May the increase in the capacity of Data Center will result in the increase of Gross Profit Margin Ratio which is now at 42%.

Director and Managing Director of DCS: It will result in the additional investment in personnel mainly not in equipment.

Chairman: The cost will increase in line with the increase in capacity.

Shareholder: What is Big Data, and how does it impact to 3G?

Director and Managing Director of DCS: Big Data means the management of Collecting Data. In collecting a lot of data, the suppliers will offer the hardware and software to manage Big Date. The target customer for this product will be large organization such as financial institutions, banks and telecommunication operator. For 3G and wireless operator, they will use these networks to strengthen their organizations.

Shareholder: Who is the competitor of Data Center, and what is the strength and weakness of the Company in this business?

Director and Managing Director of DCS: There is no clear classification of customer in Data Center business, but the customer is simply divided to top group and bottom group.

- Customers in top group will focus on availability of data. They must have a full backup copy of the data. The system must be consistency with no failure or shutdown.

- Customers in down group will use the service as Co-Location which has no any value added. These customers is a kind of price sensitivity.

The company will emphasis on its Top group customers, by development of the Company's personnel for supporting and obtaining new ISO standard which may be approved in 2<sup>nd</sup> quarter of this year to reassure customers. The Data Center of each service provider has different strengths and weaknesses. The Company's strengths are the location which is not in the flood area, no cooking is not in the building, no high voltage power lines running across and no mass transportation nearby. The competitors in Premium Market are IBM, CCCT which have different focus in Market Segment.

Chairman: The operation under international standard will be the key factor of the competitive capability of the Company.

There being no further questions, the Chairman then asked the Meeting to acknowledge the report on the Company's operating results of the year 2012.

The Meeting acknowledged the Performance of the Company for the year 2012.

### **Agenda 3 To consider approve the Company's financial statements for the year ended 31 December 2012.**

The Chairman proposed the Meeting to approve the Financial Statements of the Company for the year ended 31 December 2012, which had been audited and certified by the auditor, as per the details in the Annual Report sent to all shareholders together with the invitation letter to summon this Meeting.

Subsequently, the Chairman provided the opportunity for the shareholders to raise questions. Which were as follow:

Shareholder: Please clarify that the detail of inventory at the end of year. And how will the Deferred Tax Asset 6 million baht be posted in the financial statements .

Director and Managing Director of DCS: Basically, The company will have no stock for any unordered item. all inventory will be incurred for an orderd P/O. It is normal practice for the sell of products to project customers which may result in the number of inventory at the end of each quarter due to the delivery period to customer which is around 3-4 month for a big project and 2 month for medium project.

Director of Accounting: Deferred Tax Asset of 6 million Baht will be recorded on 1 January 2013 and will result in the increase in the retained earnings in the amount of 6 million Baht.

Shareholder: How to manage the surplus cash?

Chairman: The Company's almost assets and liabilities are the trade recievable or payable and the figure of which will be fluctuated upon the commercial contract. The Company shall keep the liquidity to support new investment in big project. The surplus or reserve cash will be partly used as investment in the building and partly will be paid as dividend ro shareholders and invest in high liquidity instrument,

There being no further question, the Chairman then proposed that the meeting approve the financial statements for the year ended 31 December 2012.

The Meeting had considered, and resolved to approve the Financial Statements of the Company for the year ended 31 December 2012, which was audited and certified by the auditor. With majority votes of the shareholders participated in the Meeting as follows:

|             |             |       |   |
|-------------|-------------|-------|---|
| Approved    | 101,903,507 | Votes | equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting |
| Disapproved | 0           | Votes | equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting. |
| Abstained   | 465,507     | Votes |   |

#### **Agenda 4 To consider approve the appropriation of the profit and the dividend payment for the year 2012**

The Chairman informed the Meeting that the Company has policy of dividend payment considering from its performance and cash flow of the Company. In 2012, the Company has net profit of 27.89 Million Baht, retained earning after legal reserve of 73.48 Million Baht. The Board of directors considered it appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2012 at the rate of Baht 0.15 per share, with the total amount of 21,291,670.65 Baht, totaling 76.34 per cent of its net profit for the year. Which is consistent with the dividend payment policy of the company, the record date for shareholders who are eligible to receive dividend payment is Thursday 9 May 2013 and the book closing date for collecting shareholders' names according to Section 225 of the Securities and Exchange Act B.E. 2535 is Friday 10 May 2013. And the date of dividend payment will be on Monday 20 May 2013.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to approve the profit allotment and dividend payment.

The Meeting had considered, and resolved to approve the profit allotment and dividend payment with majority votes of the shareholders participated in the Meeting as follows:

Approved 101,903,507 Votes equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting

Disapproved 0 Votes equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting.

Abstained 465,507 Votes

#### **Agenda 5 To consider the election of directors to replace those retiring by rotation**

The Chairman informed the Meeting that according to the Public Limited Company Act, B.E. 2535 and Article 15 of the Articles of Association of the Company, in every Annual General Meeting one-third of the directors or the number nearest to one-third shall be retired from the office. The directors who are subject to retirement from the Company in the first and second anniversaries of company registration shall be determined by draw lot. As for subsequent years, the directors who have longest been in company shall retire from the office. The directors who retire by rotation may be reelected to the office.

Currently, the Company has 9 directors. The directors were retired by rotation, were 3 directors, namely:

1. Miss Wanna Kolsrichai Director
2. Mr. Udom Chatiyant Independent Director and Chairman of Audit committee
3. Mrs. Duangthip Eamrungraj Director

The Board of Directors, excluding the directors who have conflict of interest, considered it was appropriated to propose to the Meeting to re-elect those 3 directors to be in office for another term because they have appropriate qualification, knowledge, ability, and experience, which would provide benefits to the operation of the Company. The brief biography of the 3 directors had been sent to all shareholders together with the invitation letter to summon the Meeting.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to vote.

The Meeting had considered, and resolved to re-elect those 3 directors to the office for another term with majority votes of the shareholders participated in the Meeting as follows:

##### **1. Miss Wanna Kolsrichai Director**

Approved 101,903,507 Votes equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting

Disapproved 0 Votes equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting.

Abstained 465,507 Votes

##### **2. Mr. Udom Chatiyant Independent Director and Chairman of Audit committee**

Approved 101,903,507 Votes equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting

Disapproved 0 Votes equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting.

Abstained 465,507 Votes

3. Mrs. Duangthip Eamrungraj Director

Approved 101,903,507 Votes equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting

Disapproved 0 Votes equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting.

Abstained 465,507 Votes

**Agenda 6 To consider and approve the director's remuneration for the year 22013**

The Chairman proposed the Meeting to consider approval of the directors' remuneration for the year 2013. The remuneration of the directors has been carefully deliberated by the Board of Directors, excluding directors with a conflict of interest, by comparison with the remuneration paid by companies within the same industry, as well as taking into consideration the Company's operational performance and the duties and responsibilities of the directors. The Board considers it appropriate to set the remuneration of the directors for the year 2013 as follows:

Board of Directors

Meeting Allowance - Chairman (Baht/person/time) 19,500.-

- Directors (Baht/person/time) 15,000.-

Annual Remuneration (Baht/person/year) 220,000.-

Audit Committee

Meeting Allowance - Chairman (Baht/person/time) 19,500.-

- Directors (Baht/person/time) 15,000.-

Note: Meeting allowances are paid only to directors who attend each respective meeting.

Shareholder: why some directors do not receive directors' remuneration.

Chairman: It is the policy of the company. Directors who serve as directors of the company in Premier Group of Companies will not receive compensation.

There being no further question, the Chairman requested the Meeting to vote.

After consideration, the Meeting resolved to approve the director's remuneration for the year 2013 as proposed, with the following voting results exclude the vote of the shareholders who had an interest 855,820 votes:

Approved 101,047,687 Votes equivalent to 99.5414% of the total votes of shareholders attending the meeting and having the rights to vote

Disapproved 0 Votes equivalent to 0.0000 % of the total votes of shareholders attending the meeting and having the rights to vote

Abstained 465,507 Votes equivalent to 0.4586% of the total votes of shareholders attending the meeting and having the rights to vote

**Agenda 7 To consider and approve the appointment of the auditors and approve the auditor fee for the year 2013**

The Chairman informed the Meeting that, in compliance with the Public Limited Companies, B.E. 2535, in every annual shareholders' meeting shall appoint the auditor and fix the remuneration, by suggestion of the Audit Committee and the Board of Directors had considered and proposed to the Meeting that it was appropriate to appoint Mrs. Chonlaros Suntiasvaraporn, C.P.A. Registration No. 4523, or Mr. Supachai Phanyawattano, C.P.A. Registration No. 3930 or Miss Supanee Triyanantakul, C.P.A. No. 4498 of Earnst & Young Office Limited, to be the auditor of the company for the year 2013. The audit remuneration was fixed at 480,000 Baht, higher than the previous year 30,000 Baht or increased 6.67% since the Company's business growth has increased the amount of enabling the auditor and the time required to audit a growing number.

The Chairman asked whether anyone had any comments/questions or not. There was no question, and then the Chairman requested the Meeting to vote.

The Meeting had considered, and resolved to approve the audit and the audit fee with majority votes of the shareholders participated in the Meeting as follows:

Approved 101,903,507 Votes equivalent to 100.0000% of the total votes of shareholders attending the meeting and voting

Disapproved 0 Votes equivalent to 0.0000 % of the total votes of shareholders attending the meeting and voting.

Abstained 465,507 Votes

**Agenda 8 Other business (if any)**

The Chairman provided the opportunity for the shareholders to raise questions or comment on other matters. Shareholder raised questions as follows:

Shareholder: What is the growth target in 2013?

Director and Managing Director of DCS: The Company expect to grow at the rate closely to the average growth of the IT industry which is 10-15% approximately.

Shareholder: The Company should join the Opportunity day 2 times in a year so that the shareholders shall obtain the update information.

Director and Managing Director of DCS: The company has a plan to join in such event as requested.

Shareholder: in the Opportunity day arranged in 4<sup>th</sup> Quarter of 2011, Mr. Harin said that the On-Premise would normally grow 10-15% and would grow up to 40 - 50 % when 3G is implemented.

Director and Managing Director of DCS: It has a chance to adding up the growth but have to wait until 3G is implemented.

Chairman: On-Premise is now growing up more than 15%.

Shareholder: How much the company has to invest for 4G business?

Director and Managing Director of DCS: It is the business adding up from 3G which do not need much investment.



Shareholder: How often the Customers in Telecom Network Business need to Re-Investment?  
And how is Digital TV business?

Director and Managing Director of DCS: They need to Re-Investment for every 3 years. The company can benefit in terms of data storage for Digital TV business.

Shareholder: On-Premise will grow in which part?

Director and Managing Director of DCS: On-Premise will grow in the business of providing Financial Service and business of investment overseas. As the Company has various types of business, therefore the Company is enable in keep growing in this service.

Shareholder: The Company has long-term debt and still need short-term loans to satisfy the inventory, therefore it is advisable for the Company to pay stock dividend which will be a benefit on keeping the liquidity.

Chairman: The Company will take this advice into further consideration.

There being no further questions, the Chairman thanked the shareholders for attending the Meeting and for their continuous support of the Company. The Chairman then declared the Meeting closed.

The Meeting was adjourned at 11.35 hours.

Signed \_\_\_\_\_ Chairman of the Meeting  
(Mr. Vichien Phongsathorn)