

**(Translation)**  
**Minutes of Annual General Meeting of Shareholders for the Year 2015**  
**Of**  
**Premier Technology Public Company Limited**

---

Held on 22 April 2015 at 14.00 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 33 shareholders had attended this Meeting in person, and 21 shareholders were represented by proxy, totaling 54 shareholders, representing 76,977,884 shares or equal to 54.2310 percent of the total distributed shares, which constituted a quorum according to the Articles of Association of the Company. The Chairman addressed the beginning of the Annual General Meeting of the Shareholders for the Year 2015.

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

- |   |  |
|---|--|
| 1. Mr. Vichien Phongsathorn             | Chairman of the Board                                |
| 2. Mr. Katiya Greigarn                  | Independent Director and Chairman of Audit Committee |
| 3. Mr. Suchai Vatanatrinakul            | Independent Director and Member of Audit Committee   |
| 4. Miss Naengnoi Chai-onnom             | Independent Director and Member of Audit Committee   |
| 5. Mr. Paritud Bhandhubanyong           | Independent Director                                 |
| 6. Mr. Suradej Boonyawatana             | Director   |
| 7. Miss Wanna Kolsrichai                | Director   |
| 8. Mr. Harin Upra                       | Director   |
| 9. Mrs. Chonlaros Suntiasvaraporn       | Auditor of EY Office Limited                         |
| Director who did not attend the Meeting |  |
| 1. Mrs. Duangthip Eamrungraj            | Director   |

In addition, executives overseeing the accounting, finance and legal aspects of the Company were also present.

Prior to the consideration of the agenda, the Chairman informed all present of the procedure for voting on each agenda item, which was divided into 2 cases as follows:

1. In the case where the shareholder attends in person or a proxy holder is authorized with the right to vote on behalf of the shareholder represented, the Chairman shall propose for the Meeting to vote on each agenda item by inquiring whether there was any shareholder who wishes to disapprove or to abstain from voting or not. Should there be any shareholder who raises his hand to show his wish to disapprove or to abstain from voting, then the voting shall be by ballot for the agenda item, which each shareholder had received on registration. Every shareholder must cast his votes for the agenda item on the ballot and submit it to the Company's officer for counting. Should there be no shareholder who wishes to disapprove or to abstain from voting, then it would be deemed that the Meeting had unanimously agreed to the agenda under consideration, with 1 share to be counted as 1 vote.

However, for the voting on Agenda 5 regarding the election of directors to replace those retiring by rotation all shareholders are requested to vote by using the ballot. The Meeting shall not be asked whether any shareholder approves or disapproves for this is an important agenda item.

2. In the case where the shareholder has authorized a proxy to attend the Meeting and has already cast his votes in the proxy form, the votes for each agenda item specified in the proxy form shall be the votes used in counting the resolution of the Meeting.

The Chairman additionally notified the Meeting that for the Annual General Meeting of Shareholders for the year 2015 the Company had provided the opportunity in advance for the shareholders to propose agenda items for inclusion in the Meeting agenda and to nominate candidates for election as directors. The Company disseminated the criteria and procedure for proposing agenda items and director nomination on its website and had advised of such dissemination through channels of the Stock Exchange of Thailand. The proposals and nominations were to be submitted from January to 31 December 2014. However, none of the shareholders proposed any matter for consideration as an agenda item or nominated candidates for election as directors.

The Chairman then proceeded with the Meeting according to the following agendas:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year of 2014**

The Chairman proposed the Meeting to adopt the Minutes of the Annual General Meeting of the Shareholders for the year of 2014 held on 23 April 2014, 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 2014 with majority votes of the shareholders participated in the Meeting as follows:

The Chairman proposed for the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2014 held on 23 April 2014. A copy of the Minutes had been sent to all shareholders together with the invitation to the Meeting.

The Chairman provided the opportunity for the shareholders to ask questions or to inform of any amendments to the said Minutes. There being no questions, the Chairman then requested the Meeting to vote.

After consideration, the Meeting unanimously resolved to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2014 held on 24 April 2014 as proposed with the following voting results:

Approved	76,977,884	votes equivalent to	100.0000%	of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote equivalent to	0.0000%	of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote		

## **Agenda 2 To acknowledge the report on the Company's operating results of the year 2014**

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 2014 which could be summarized as follows:

Information technology (IT) products distribution in 2014 had sales proportion separated by customers as follow: Financial Service 23.85%, Technology and Telecom 26.30% and Services 33.37%, the total revenue came from sales from IT business 72.43% and from services 27.57%.

The results of operations of the Company and its subsidiary for the year 2014 was reported to the meeting summarized as follows:

The Performance of the Company and its subsidiary in the year 2014, the Company and its subsidiary had total revenues in the amount of 2,580.59 Million Baht with the net profit of 150.36 Million Baht. For DCS, total revenues in the amount of 2,568.17 Million Baht with the net profit of 155.07 Million Baht.

Corporate Social Responsibilities: The Company and its subsidiary adhere to their intention to operate business by recognizing the significant of all stakeholders under the Premier Group's business philosophy of "The Premier Business, The Premier People, The Premier Society" or Harmonious Alignment for Success which is the core value in operating business of Premier Group in which the Company and its subsidiary adhere to focus in operating the business to have holistic sustainable success, engage the core and led to the involvement of Thailand in taking care of our city livable and sustainable. The subsidiary also has many social activities for employees and families through DCS Club such as donation, eco-tourism, environmental, healthy activities, etc.

Corporate Social Responsibilities: The Company and its subsidiary adhere to mutual success of business, employees and society, which is believed that "Mutual Sustainability is the keystone to the survival of business and society". In all activities of the Company and its subsidiary emphasized on participating with efficiently propulsion as following details:

### Business

- Be clear about doing business transparently.
- Anti-corruption such as anti-corruption policies and manuals, Certified Member of Thailand's Private Sector Collective Action Coalition Against Corruption, Training Plan, Plan for media release and Plan for trade documents.
- To sale products that can be serviced only.
- To raise the credibility through the standardization of services and personnel
- Internal control and risk management.
- Committee and the Sustainability Development Working Group.

### Employee

- Fair returns
- Welfare and the right to receive.
- To treat employees equally.
- Employee club, participation and strengthen mutually beneficial.
- The Workplace
- Program for new employees (year 2015) DCS the Young Gen.
- Anti-corruption

- To use mechanisms of Sustainable Development and networks to support and further expand.

Social/Environment

- Using its expertise available to deploy in working to reduce the use of resources and reduce pollution.
- Manage data center with energy and space efficiency.
- Enrichment the value of society and environment information with continued storage service and no lifetime.
- To use mechanisms of Sustainable Development and networks to support and further expand.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions which were as follows:

Shareholder: Shareholders' policy against corruption to be extended to partner or not. What are the details of each ISO standards?

Chairman: To solve the problem of corruption require cooperation from many parties. At present, the company is Certified Member of Thailand's Private Sector Collective Action Coalition Against Corruption and publishing policy for those involved in the business chain for knowing and abiding by cultivating employees, soliciting partners to come together to learn sustainability. The company is also the agent of anti-corrupt through concrete examples such BKIND Fund which was co-founded and driven by Khonthai Foundation, BBL Asset Management Co., Ltd. and Change Fusion as a fund that invests in companies that are engaged in social responsibility in 4 areas (ESCG) include environmental, social, governance and anti-corruption. The criteria considered for selection under the "business at a profit and sustainability must be based on the business community to raise Thailand truly" and online tools such as games and Sut-Cha-Rij-Thai course.

Director and Managing Director of DCS: A subsidiary is the first information technology company which all contracts already included anti-corruption policy. The details of each of ISO standard are as follow: ISO 20000 is an international standard that has been developed to the specifications and guidelines on Information Technology Service Management for various organizations to develop and deliver services to their customers more effectively and effectiveness, responding to customer demand, including rules and regulations related. ISO 27001 approaches on Information security management for policy establishment and processes as well as to select appropriate controls to manage risk. And ISO 22301 is Business Continuity Management (BCM) which specifies the requirements for a management system to protect against, reduce the likelihood of, and ensure the business recovers from disruptive incidents. At present, the information technology company which service with these 3 ISO is a few, so this causes the subsidiary is the "World Class Data Center and Process". The next standard which the subsidiary will apply is PCI DSS, a standard management of financial data.

Shareholder: What is the full name of the PCI DSS?

Director and Managing Director of DCS: PCI DSS stands for Payment Card Industry Data Security Standard.

Shareholder: Acknowledged and no further questions.

The Chairman then asked the Meeting to acknowledge the report on the Company's operating results for the year 2014.

The Meeting acknowledged the report on the Company's operating results for the year 2014.

### **Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2014.**

The Chairman proposed for the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2014, which have been audited by the auditor. The information are as detailed in the annual report, which had been sent to the shareholders together with the invitation to the Meeting.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the appropriation of the profit and the dividend payment for the year 2014 as proposed with the following voting results:

Approved	76,977,884	votes	equivalent to	100.0000%	of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote	equivalent to	0.0000%	of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote			

#### **Agenda 4 To consider approve the appropriation of the profit and the dividend payment for the year 2014**

The Chairman informed the Meeting that the Company has policy of dividend payment considering from its performance and cash flow of the Company. In 2014, the Company had net profit 57.30 million Baht, and had retained earnings after statutory reserve 141.84 million Baht. Therefore, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider the approval of the payment of additional dividend of Baht 0.28 per share. When combined with the interim dividend distributed to the shareholders on 3 September 2014 of Baht 0.12 per share, total dividend distributed from the results of operation for the year 2014 will be Baht 0.40 per share, totaling Baht 56,777,788.40 or 100.00% of net profit after deduction of income tax and statutory reserve, which is in line with the Company's dividend payment policy. The record date for shareholders who are eligible to receive dividend shall be Thursday 7 May 2015 and the collection date of shareholders' names according to Section 225 6/12 of the Securities and Exchange Act by closing the register book shall be Friday 8 May 2015, with the dividend payment to be made on Thursday 21 May 2015.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the appropriation of the profit and the dividend payment for the year 2014 as proposed with the following voting results:

Approved	76,977,884	votes equivalent to	100.0000%	of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote equivalent to	0.0000%	of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote		

#### **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 Companies Act B.E. 2535 together with Article 13 and Article 15 of the Articles of Association of the Company, the Company's Board of Directors must comprise at least 5 directors who are appointed by the shareholders' meeting. It is also stipulated that at every annual general meeting of shareholders one-third of the directors or the number of directors closest to one-third shall retire. The directors to vacate office within the first and second year following the Company's registration shall draw lots. In subsequent years, the directors serving the longest shall resign. The directors retiring by rotation are eligible for re-election.

The Company presently has 9 directors and at the Annual General Meeting of Shareholders for the year 2015 there are 3 directors must retire, namely,

1. Mr. Suchai Vatanatrinakul Independent Director and Member of the Audit Committee
2. Mr. Suradej Boonyawatana Director
3. Mr. Katiya Greigarn Independent Director and Chairman of the Audit Committee

In this regard, Mr. Katiya Greigarn intended not to return for re-election as a Company's director.

In addition, the 2 following independent directors have intended to resign from the Board of Directors, with the effect after the Annual General Meeting of Shareholders on 22 April 2015.

1. Miss Naengnoi Chai-Onnom Independent Director and Member of the Audit Committee
2. Mr. Paritud Bhandhubanyong Independent Director

At present the Company has not appointed Nomination Committee. However, the Board of Directors, except the director who is the stakeholders, are acting to consider the criteria and process for nomination of persons with appropriate qualifications to serve as directors, as well as selected persons according to the determined nomination process together with the performance in the past year, that it is appropriate to propose the shareholder's meeting to re-elect the 2 following directors as directors of the Company for another term.

1. Mr. Suchai Vatanatrinakul Independent Director and Member of the Audit Committee
2. Mr. Suradej Boonyawatana Director

The curricula vitae and information on these 2 directors had been sent to all shareholders together with the invitation letter to summon the Meeting.

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

1. Mr. Pirom Chamsai Independent Director
2. Mr. Surabhan Purnagupta Independent Director

The curricula vitae and information on these 2 persons had been sent to all shareholders together with the invitation letter to summon the Meeting.

The Company had provided the opportunity in advance for shareholders to nominate qualified candidates for consideration for election as directors according to the criteria detailed on the Company's website but no nomination was made.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote by using the ballot.

After consideration, the Meeting resolved to re-elect the 2 retiring directors as directors for another term with the following voting results:

1. Mr. Suchai Vatanatrinakul  
Approved 76,966,784 votes equivalent to 99.9999% of the total shares held by the shareholders who attended the Meeting and voted;  
Disapproved 100 vote equivalent to 0.0001% of the total shares held by the shareholders who attended the Meeting and voted;  
Abstained 11,000 vote
2. Mr. Suradej Boonyawatana  
Approved 76,966,884 votes equivalent to 100.0000% of the total shares held by the shareholders who attended the Meeting and voted;  
Disapproved 0 vote equivalent to 0.0000% of the total shares held by the shareholders who attended the Meeting and voted;  
Abstained 11,000 vote

And approval to propose the shareholders to appoint the following 2 persons to be the new directors.

1. Mr. Pirom Chamsai  
Approved 76,966,884 votes equivalent to 100.0000% of the total shares held by the shareholders who attended the Meeting and voted;  
Disapproved 0 vote equivalent to 0.0000% of the total shares held by the shareholders who attended the Meeting and voted;  
Abstained 11,000 vote
2. Mr. Surabhan Purnagupta  
Approved 76,966,884 votes equivalent to 100.0000% of the total shares held by the shareholders who attended the Meeting and voted;  
Disapproved 0 vote equivalent to 0.0000% of the total shares held by the shareholders who attended the Meeting and voted;  
Abstained 11,000 vote

#### **Agenda 6 To consider and approve the director's remuneration for the year 2015**

The Chairman informed the Meeting that at present the Company has not yet appointed a Remuneration Committee. However, the Board of Directors as a whole, except for directors with conflicts of interest, acted as the Remuneration Committee in considering the criteria for and forms of remuneration to the directors for proposal of their opinion to the Board by comparison with the listed companies in the same business group with the same revenue level and market capitalization over the same period, as well as take into consideration the Company's operating results and the duties and responsibilities of the directors. The Board deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the remuneration of the directors for the year 2015 as follows:

##### Meeting Allowance of Board of Directors

- |             |        |                  |
|-------------|--------|------------------|
| - Chairman  | 21,000 | Baht/time        |
| - Directors | 16,000 | Baht/person/time |

##### Meeting Allowance of Audit Committee

- |                               |        |                  |
|-------------------------------|--------|------------------|
| - Chairman of Audit Committee | 21,000 | Baht/time        |
| - Audit Committee Members     | 16,000 | Baht/person/time |

#### Annual Remuneration

- Chairman	260,000	Baht/year
- Chairman of Audit Committee	325,000	Baht/year
- Member of Audit Committee	290,000	Baht/person/year
- Other Directors	230,000	Baht/person/year
<u>Other Benefits</u>	- None -	

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

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the director's remuneration for the year 2015 as proposed, with the following voting results exclude the vote of the shareholders who had an interest of 2,355,820 votes:

Approved	74,622,064	votes equivalent to 100.0000% of the total shares held by the shareholders who attended the Meeting and having the rights to vote;
Disapproved	0	vote equivalent to 0.0000% of the total shares held by the shareholders who attended the Meeting and having the rights to vote;
Abstained	0	vote equivalent to 0.0000% of the total shares held by the shareholders who attended 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 2015**

The Chairman informed the Meeting that in order to comply with the Public Listed Companies Act B.E. 2535, which stipulates that the General Meeting of Shareholders shall appoint the auditor and approve the audit fee of the Company every year, and based on the recommendations of the Audit Committee, which has considered the professional standard, work efficiency, expertise in auditing and the audit fee by comparison with the amount of work and audit fees of other listed companies on the same level, the Board of Directors deemed it appropriate to propose to the Meeting 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. Registration No. 4498 of EY Office Limited as the Company's auditor for the year 2015 and to approve the audit fee of 480,000 Baht, which is the same as for the year 2014. There are no other service charges.

The proposed auditors are auditors approved by the Office of the Securities and Exchange Commission. These auditors have no relation or interest with the Company/subsidiaries/management/major shareholders or connected persons and, therefore, can independently perform the audit and provide their opinions on the Company's financial statements.

The existing auditor of the Company is Mrs. Chonlaros Suntiasvaraporn, who has been appointed as the Company's auditor since 2012 and has performed her duties as an auditor well throughout. The Company's auditor and those of its subsidiaries belong to the same audit firm.

The Audit Committee has considered and was of the opinion that the appointment of the auditors should be proposed and that such audit fee was appropriate.

Subsequently, the Chairman presented the opportunity for the shareholders to ask questions. There being no questions, the Chairman then asked the Meeting to vote.

After consideration, the Meeting resolved to approve the appointment of the auditor and approve the audit fee for the year 2015 as proposed with the following voting results:

Approved	76,977,884	votes equivalent to 100.0000% of the total shares held by the shareholders who attended the Meeting and voted;
Disapproved	0	vote equivalent to 0.0000% of the total shares held by the shareholders who attended the Meeting and voted;
Abstained	0	vote

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

The Chairman informed the Meeting that the Company had provided an opportunity for the shareholders to submit questions for clarification by the Company or the Board of Directors on any issue related to the agenda of this Annual General Meeting of Shareholders from the date of issuance of the

invitation to the meeting by the Company of 20 March 2015 until 10 April 2015. It appeared that no shareholder shall submit the question.

The Chairman invited the shareholders present at the meeting to raise questions or comment on other matters. 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 15.25 hours.

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