

21 March 2014

- Subject:** Invitation to the Annual General Meeting of Shareholders for the year 2014
- To:** Shareholders of Premier Technology Public Company Limited
- Attachments:**
1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2013
 2. Annual Report for the year 2013
 3. Information of the persons nominated as directors to replace those retiring by rotation
 4. The Articles of Association of the Company relating to the General Meeting of Shareholders
 5. Procedures for the registration process and appointment of proxy for the Shareholders' Meeting
 6. Information of the Independent Directors for consideration as proxy holder
 7. Proxy Form A and Form B
 8. Map of the meeting venue

As the Board of Directors of Premier Technology Public Company Limited ("the Company") resolved to convene the Annual General Meeting of Shareholders for the year 2014 on Wednesday, 23 April 2014 at 10.00 a.m. at the Meeting Room No. 501, 5th Floor Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok, to consider the following agenda:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013

Detail: The Annual General Meeting of Shareholders for the year 2013 was held on 24 April 2013 and a copy of the minutes to this meeting is attached herewith as [Attachment 1](#).

Opinion of the Board: It is appropriate to propose the shareholders' meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013 held on 24 April 2013.

Agenda 2 To acknowledge the report on the Company's operating results of the year 2013

Detail: The report on the operating results of the Company for the year 2013 is shown in the Company's Annual Report for the year 2013, which has been sent to the shareholders together with this notice as [Attachment 2](#).

Opinion of the Board: It is appropriate to propose the shareholders' meeting to acknowledge the Company's operating results for the year 2013.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2013

Detail: The audited financial statements for the year ended 31 December 2013 are shown under the "Financial Statements" section of the Company's Annual Report for the year 2013, which has been sent to the shareholders together with this notice as [Attachment 2](#).

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the Company's financial statements for the year ended 31 December 2013.

Agenda 4 To consider and approve the appropriation of the profit and the dividend payment for the year 2013

Detail: The Company's dividend policy will be declared in respect to the operation and the cash flow of the Company. At the end of 2013, the Company had net profit 82.85 million Baht, and had retained earnings after statutory reserve 137.07 million Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2013 at the rate of 0.25 Baht per share, with the total amount of 35,486,117.75 Baht. When combine such rate of additional dividend with the interim dividend at the rate of 0.15 Baht per share which has been paid to the Shareholders since 3 September 2013, will be the total amount of dividend payment from the operating results of the year 2013 at the rate of 0.40 Baht per share, with the total amount of 56,777,788.40 Baht, representing a net profit of 68.54%. And consistent with the dividend policy, the name of the shareholders entitling to receive the proposed dividend shall be recorded on Wednesday 7 May 2014. Consequently, Thursday 8 May 2014 shall be the book-closing date in accordance with Section 225 of the Securities and Exchange Act B.E. 2535. And the date of dividend payment will be Thursday 22 May 2014.

The Company paid dividend of 0.15 Baht per share for the year 2012, totaling 76.34 % of its net profit for the year.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the dividends payment for the year 2013 as proposed.

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

Detail: According the Public Limited Companies Act B.E. 2535 with Article 13 and Article 15 of the Articles of Association of the Company stipulates that the Board of Directors not less than 5 people which shall be elected at the meeting of shareholders. And at every annual general meeting of shareholders, one-third of the directors or the number of directors closest to one-third shall retire. The directors to vacate office within the first and second year following company registration shall draw lots. In subsequent years, the directors serving the longest shall resign. The directors who vacate office are eligible for re-election by the shareholders.

The Company presently has 9 directors and at the Annual General Meeting of Shareholders for the year 2014 there are 3 directors must retire, namely,

1. Mr. Vichien Phongsathorn Chairman
2. Mr. Paritud Bhandhubanyong Independent Director
3. Mr. Harin Upa Director

The Board of Directors excluding those who have the conflict of interest considered 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 3 directors whose the following names as directors of the Company for another. The curricula vitae and information on these 3 directors are as per Attachment 3 enclosed with this notice.

Incidentally, the Company has provided an opportunity for shareholders to nominate any qualified candidate to be elected as director according to the criteria disclosed on the Company's website but no nomination was made.

The criteria and process for the selection of directors and the definition of the independent director are detailed in the Company's Annual Report for the year 2013 under the section "Corporate Governance".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the re-elect of retiring directors for another term as follows:

- | | |
|-------------------------------|----------------------|
| 1. Mr. Vichien Phongsathorn | Chairman |
| 2. Mr. Paritud Bhandhubanyong | Independent Director |
| 3. Mr. Harin Upra | Director |

Agenda 6 To consider and approve the director's remuneration for the year 2014

Detail: The Board of Directors excluding those who have the conflict of interest considered the remuneration of the Company's directors by comparison with listed companies in the same industry, similar income and similar market value, as well as based on the Company's performance and the responsibilities of the directors. The Board deemed it appropriate to set the remuneration of the directors for 2014 as detailed below:

Remuneration	2013	2014 (proposed)
<u>Meeting Allowance of Board of Directors</u>		
- Chairman (Baht/person/time)	19,500	21,000
- Director (Baht/person/time)	15,000	16,000
<u>Meeting Allowance of Audit Committee</u>		
- Chairman of Audit Committee (Baht/person/time)	19,500	21,000
- Audit Committee (Baht/person/time)	15,000	16,000
<u>Annual Remuneration</u>		
- Chairman (Baht/person/year)	220,000	260,000
- Chairman of Audit Committee (Baht/person/year)	220,000	260,000
- Director (Baht/person/year)	220,000	230,000

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

Details of the remuneration paid to the directors in the previous year can be found in the Annual Report for the year 2013 under the section "Structure Management".

Opinion of the Board: It is appropriate to propose the shareholders' meeting to approve the directors' remuneration for the year 2014 as proposed.

Agenda 7 To consider and approve the appointment of the auditor and approve the audit fee for the year 2014

Detail: In order to comply with the Public Listed Companies Act B.E. 2535, which stipulates that the General Meeting of Shareholders shall appoint the auditor and approve the audit fee, and based on the recommendations of the Audit Committee, which consider on the factor of professional standard, work efficiency, experience in auditing work and fees policy on comparative basis with the quantity of work and the fees policy of the auditor firm in the same level, the Board of Directors considers it appropriate to propose to the shareholders' meeting to appoint Mrs. Chonlaros Suntasvaraporn, 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 Ernst & Young Office Limited as the Company's auditor for the year 2014 and to approve the audit fee of 480,000 Baht, which is the same as for the year 2013. There are no other service charges.

The proposed auditors are auditors approved by 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 Suntasvaraporn which has been appointed since 2011 and having good performance as the auditor. The Company's auditor and those of its subsidiaries belong to the same audit firm.

Incidentally, the Audit Committee considered and commented to propose the appointment of auditors and their audit fees are appropriate.

Opinion of the Board: It is appropriate to propose the shareholders' meeting to consider and approve the auditor and the audit fee for the year 2014 as proposed.

Agenda 8 Other businesses (if any)

All shareholders are invited to attend the meeting at the date, time and place stated above. Any shareholder who wishes to appoint a proxy to vote on his/her behalf at the meeting is kindly requested to complete and sign the attached proxy form and submit the completed form attached with the necessary evidence as stated to the Company prior to the meeting date or present these documents to the Company's officer on the meeting date prior to the start of the meeting.

The Company has fixed the record date for shareholders who are eligible to attend the annual General Meeting of Shareholders for the year 2014 as Thursday, 6 March 2014. A list of shareholders will be prepared in accordance with Section 225 of the Securities and Exchange Act and the register book will be closed on Friday, 7 March 2014.

Yours faithfully

-Signature-

(Mr. Vichien Phongsathorn)
Chairman

- Remarks:**
- 1) Proxy Form C (for Foreign Shareholders appointing Custodian in Thailand) is publicized on the Company's website www.premier-technology.co.th, which the shareholders can download as appropriate.
 - 2) The Company has sent the Annual Report for the year 2013 in CD-Rom format to the shareholders. However, if any shareholder wishes to receive a hard copy of the Annual Report please contact the Corporate Secretary Department at telephone number 0-2301-1569.

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

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:

- | | | |
|-----|--------------------------------|--|
| 1. | Mr. Vichien Phongsathorn | Chairman of the Board |
| 2. | Mr. Udom Chartianont | 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 Eamrungraj | Director |
| 9. | Mr. Harin Uptra | Director |
| 10. | Mrs. Chonlaros Suntiasvaraporn | Auditor of Earnst & 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 Data. 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 are 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 2nd 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 statement.

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 Eamrunroj 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 Eamrunroj 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 2013

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 Ernst & 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 4th 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 - Mr. Vichien Phongsathorn - Chairman of the Meeting
(Mr. Vichien Phongsathorn)

-Translation-

Information of the persons nominated as directors to replace those retiring by rotation

1. Biography of the Directors who are nominated

1.1 Mr. Vichien Phongsathorn

Age : 57 years
Type of proposed Director : Chairman
Education : Master's degree of Business Administration Rensselaer
Polytechnic Institute, Troy, New York, U.S.A.
Bachelor's degree of Nuclear Engineering Rensselaer
Polytechnic Institute, Troy, New York, U.S.A.
Training from Thai Institute of Director (IOD) : None
Positions in the Company : Chairman
Date of Appointment : 30 November 1992
Experiences over the past 5 year :
1992 – Present - Chairman, Datapro Computer Systems Company Limited
1993 – Present - Chairman, Premier Enterprise Public Company Limited
2004 – Present - Director, Premier Fission Capital Company Limited
2007 – Present - Chairman, Premier Marketing Public Company Limited
Present - Director, Companies in the Premier Group of Companies
Present - President & CEO, Premier Group of Companies

Attendance the meeting in 2013:

- Attended the Board of Director's meeting 4 out of 5 meetings
- Attended the Annual General meeting 1 out of 1 meeting

1.2 Mr. Paritud Bhandhubanyong

Age : 59 years
Type of proposed Director : Independent Director
Education : Doctorate of Metallurgical Engineering, Tokyo University, Japan
Master's degree of Business Administration, Thammasat University
Master's degree of Industrial Engineering, Chulalongkorn University
Bachelor's degree of Industrial Engineering, Chulalongkorn
University

Training from Thai Institute of Director (IOD) :

Director Accreditation Program (DAP) Course, Batch 71/2008
Director Certification Program (DCP) Course, Batch 105/2008
Auditing Committee Program (ACP) Course, Batch 36/2011
Role of the Compensation Committee (RCC) Course,
Batch 13/2011

Positions in the Company : Independent Director

Date of Appointment : 22 April 1997

Experiences over the past 5 year :

- 1999 – 2007 - Executive Director, National Metal and Materials Technology Center
- 2008 – Present - Advisor to the President, National Science and Technology
Development Agency
- 2010 – 2012 - Executive Director, Technology Promotion Association
(Thailand-Japan)
- 2012 – Present - Independent Director and Audit Committee, Premier Products
Public Company Limited

Attendance the meeting in 2013 :

- Attended the Board of Director's meeting 5 out of 5 meetings
- Attended the Annual General meeting 1 out of 1 meeting

1.3 Mr. Harin Upra

Age : 42 years
Type of proposed Director : Director
Education : Master's degree of Business Administration, Khon Kaen University
Bachelor's degree of Computer Science, Payap University
Training from Thai Institute of Director (IOD) : None
Positions in the Company : Director
Date of Appointment : 26 April 2012

Experiences over the past 5 year :

2010 – Present - Managing Director, Datapro Computer System Company Limited

Attendance the meeting in 2013 :

- Attended the Board of Director's meeting 5 out of 5 meetings
- Attended the Annual General meeting 1 out of 1 meeting

2. Information of ordinary shareholding in Premier Technology Public Company Limited

The Nominees	Shares Unit	% of shares with voting rights
1. Mr. Vichien Phongsathorn	75,443,923	53.15
2. Mr. Paritud Bhandhubanyong	None	-
3. Mr. Harin Upra	855,600	0.6028

3. Information of Directorship or Management in Listed Companies and Non-Listed Companies

The Nominees	Listed Companies		Non-Listed Companies	Position in rival Companies/ Connected business that may cause conflict of interest
	Companies	Type of Director		
1. Mr. Vichien Phongsathorn	2	- Chairman, Premier Enterprise Public Co., Ltd. - Chairman, Premier Marketing Public Co., Ltd.	30* 2	None
2. Mr. Paritud Bhandhubanyong	1	- Independent Director and Audit Committee, Premier Products Public Co., Ltd.	None	None
3. Mr. Harin Upra	None	None	1*	None

Remarks: * Companies in Premier Group of Companies

4. Other Information of Nominated Independent Director

The Company defines the Company's independent director which is in line with the minimum requirement of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent director shall hold not more than 1 percent of the total number of shares with voting rights. Other Type of relationship of nominee who has qualified to be the Independent Director as follow:

Type of Relationship	Name of nominee who has qualified to be the Independent Director
	Mr. Paritud Bhandhubanyong
Company's Shareholding - Shares unit - Shares ratio with the voting rights	None None
Related to the Managements/ Major Shareholders / Subsidiaries	None
Related to the Company/ Major Company/ Joint venture or Juristic persons which could have conflict of interest in present or past 2 years with these relationship - Being a director who take part in management staff member, employees or advisor who received a regular salary. - Being a professional (e.g., the Auditor or Legal Advisor) - Business relationship (e.g., Purchasing/ Selling material/ Goods/ Services/ Loan or Borrowing of money)	None None None

The Articles of Association of the Company relating to the General Meeting of Shareholders

Procedure concerning election of directors and retiring directors by rotation

Article 13 The Company shall have the Board of Directors comprising not less than 5 directors who were appointed by the Meeting of the Shareholders not less than one-half of whom shall residence in the Kingdom.

Article 14 The shareholders' meeting shall appoint the directors on the following criteria and procedures:

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

Article 15 In each Annual General Meeting, one-third of the directors shall retire from company. If the number of directors is indivisible into 3 parts, the one nearest to one-third shall apply.

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 Company.

The Shareholders' Meeting

Article 27 The Board of directors shall organize a shareholders' meeting to be held as an Annual General Meeting within 4 months from the end of each fiscal year of the Company.

All other shareholders' meetings, apart from the aforesaid meeting, shall be called "Extraordinary Meetings". The board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate or the shareholders holding not less than one-fifth of total shares distributed or the shareholders not less than 25 shareholders, amounting to not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meetings, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organize a shareholders meeting to be held within 1 month from the date of the receiving of the request from the shareholders.

Article 28 To summon a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any), together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior the date of such meeting and published by newspapers for not less than 3 consecutive days prior to the date of the meeting.

The place used for the Shareholders' Meeting shall be in the locality or province which the head office of the Company is located or in a nearby province unless otherwise specified by the Articles of Association of the Company.

Article 29 In the Meeting of Shareholders shall be shareholders and proxies (if any) attending at the Meeting amounting to not less than 25 persons or not less than one-half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of subscribed shares of the Company.

At any Shareholders' Meeting, if an hour has passed since the time specified for the Meeting and the number of Shareholders attending the Meeting is still inadequate for a quorum as specifically defined, and if such Shareholders' Meeting was called as result of a request by the Shareholders, such Meeting shall be cancelled. If such Meeting was not called as result of a request by the Shareholders, the Meeting shall be called once again and notice calling such Meeting shall be

delivered to Shareholders not less than 7 days prior to the date of the Meeting. In the subsequent Meeting a quorum is not required.

Article 30 The shareholders' resolution shall be made from the shareholders' voting right as the following terms and conditions:

- (1) In a case of normal agendas, the shareholders' resolutions shall be made from the approval of the major shareholders who attend the meeting and having the voting right for such agendas. However, if the proportion of shareholders' approval is equality of votes, the Chairman of such meeting shall have the right to make a casting vote for such agenda.
- (2) For the following agendas, the shareholders' approval must not be less than 3/4 of the total attended shareholders who have the right to vote for such agendas
 - (a) Selling or transferring the Company's businesses, in whole or in essential part, to others;
 - (b) Acquiring or being transferred for the businesses of other company or private company to be the Company's;
 - (c) Making amending or canceling a contract with respect of renting the Company's businesses, in whole or in essential part; delegating
 - (d) Others to handle the Company's businesses;
 - (e) Merge them with other business for the purpose of sharing profit and loss;
 - (f) The amendment of Company's Article of Association, Memorandum of Association;
 - (g) The amendment of Company's capital Increase/Decrease or the Issuance of Convertible Debenture;
 - (h) Mergers and Acquisitions.

Article 31 The affairs to be carried out by the Annual General Meeting include;

- (1) Considering the report proposed to the meeting by the Board of Directors with respect of the affairs carried out in previous year;
- (2) Considering and approving the balance sheet;
- (3) Considering profits allotments;
- (4) Appointing directors to replace those retiring by rotation;
- (5) Appointing auditors;
- (6) Other affairs.

Dividend Payment

Article 36 No dividend shall be paid other than out of profits. If case where the Company still has an accumulated loss, no dividend shall be paid.

Dividends shall be paid according to the number of shares at an equal amount each.

The Board of Directors may pay the interim dividends to the Shareholders from time to time if the Board of Directors regards that the profits of the Company justify such payment. Such payment of dividends shall be reported to the Shareholders in the next Shareholders' Meeting.

Dividends payment shall be made within one month as from the date of resolution of the Meeting of Shareholders or the Meeting of the Boards of Directors as the case may be provided that notice thereof in writing shall be served on the Shareholders and such notice shall also published in a newspaper as from the date of resolution of the Meeting of Shareholders or the Meeting of the Boards of Directors.

Article 37 The Company shall allot annual net profit to reserve fund at least 5 percent of annual net profits less accumulated loss brought forward (if any) until the reserve fund reaches to at least 10 percent of the registered capital.

Procedures for the registration process and appointment of proxy for the Shareholders' Meeting

1. Registration

- Shareholder or his/her proxy holder may submit a supporting document or evidence to register for meeting at the place of meeting before the meeting time (9.00 a.m.) on 23 April 2014.

2. Supporting documents for the shareholder who attended by him/herself

- Original I.D Card or Government Officer I.D. Card or Passport (in case of alien shareholder) and the document evidencing the change of his/her name or surname

3. Supporting documents for Proxy Holder

- Shareholder may appoint a proxy holder to attend and vote in the meeting by execution of the proxy in the Form as attached

- His/her proxy holder may be one of the following independent directors: -

- **Mr. Katiya Greigarn** Independent Director and Chairman of Audit Committee, or
- **Mr. Suchai Vatanatrinakul** Independent Director and Member of Audit Committee, or
- **Miss Naengnoi Chai-onnom** Independent Director and Member of Audit Committee.

- For convenience, please send the executed proxy and the supporting documents thereto to the Company at least 1 day before the meeting. The proxy shall be affixed with the stamp duty of 20 Baht, and all amendment or correction thereon shall be initialed by the shareholder.

Supporting documents to the proxy

(1) In case of A Natural Person shareholder

- Proxy (Form A or Form B) executed by the shareholder and legally affixed with the stamp duty
- Certified copy of I.D. Card or Government Officer I.D. Card or Passport (in case of alien shareholder) of the Shareholder
- Original I.D. Card or Government Officer I.D. Card or Passport (in case of alien proxy holder) of the proxy holder

(2) In case of A Juristic person shareholder

- Proxy (Form A or Form B) executed by the authorized person(s) and legally affixed with the Seal (if any) and the stamp duty
- Certified copy of I.D. Card of such authorized person(s)
- Copy of Affidavit certified by the authorized person(s) and affix with the Seal (if any) (In case of Thai Juristic Person)

- Copy of the certificate evidencing the juristic status issued by the competent regulatory (In case of alien Juristic Person). Such copy shall be notarized or official certified no longer than 3 months before the meeting.
- Any document of alien juristic person, which is not made in English, shall be attached with its English translation certified by the authorized person(s).
- Original I.D. Card or Government Officer I.D. Card or Passport (in case of alien proxy holder) of the proxy holder

(3) In case of the shareholder listed in the share register book as the foreign investors appointing the Custodian in Thailand using Proxy Form C.

- Power of Attorney from the foreign investor shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
- Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
- Any document of alien juristic person, which is not made in English, shall be attached with its English translation certified by the authorized person.
- Original I.D. Card or Government Officer I.D. Card or Passport (in case of alien proxy holder) of the proxy holder

4. Voting in the Meeting

4.1 Voting Right

The voting in any agenda shall be in an open and a shareholder shall have one vote for each share.

The Company will provide a ballot to each registered shareholder or proxy holder. The ballot shall publish the voting right and contain with the agenda of the meeting.

4.2 Procedure for Voting

- 1) In case of the shareholders who attend, after the presentation in each agenda, the Chairman will request the meeting to vote in such agenda by asking any attendance that votes for disapproval or abstain to hand up or give his/her ballot to the Company's officer for calculation of vote.
- 2) In case of the proxy holder, the Proxy shall solely vote in accordance with the authorization by the shareholder as specified in Proxy Form which has been given to the Company's official.

-Translation-

Information of the Independent Directors for consideration as proxy holder

1. Mr. Katiya Greigarn
Independent Director and Chairman of Audit Committee
Age 61 years
Address: 128/105 Soi On-nuch 65, Prawet Sub-district, Prawet District, Bangkok 10250
Having interest in Agenda 6: To consider and approve the director's remuneration for the year 2014

2. Mr. Suchai Vatanatrinakul
Independent Director and Member of Audit Committee
Age 73 years
Address: 205/213 Soi Phasuksanti 6/5, Pattanakarn Road, Prawet Sub-district, Prawet District, Bangkok 10250
Having interest in Agenda 6: To consider and approve the director's remuneration for the year 2014

3. Miss Naengnoi Chai-Onnom
Independent Director and Member of Audit Committee
Age 71 years
Address: 24 Soi Prapasiri, Samsen Nok Sub-district, Huaykwang District, Bangkok 10310
Having interested in Agenda 6: To consider and approve the director's remuneration for the Year 2014

**PROXY FORM A
(SIMPLE FORM)**

Duty
stamp
20 baht

Written at _____
Date _____ Month _____ Year _____

(1) I / We _____ Nationality _____
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) being a shareholder of the Premier Technology Public Company Limited
holding the total amount of _____ shares with the voting rights of _____ votes as follows;
ordinary share _____ shares with the voting rights of _____ votes
preferred share _____ shares with the voting rights of _____ votes

(3) do hereby appoint either one of the following persons:

1. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

2. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

3. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2014 to be held on Wednesday 23 April 2014, 10.00 a.m. at the Meeting Room No.501, 5th Floor, Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok Metropolis 10250 or at any adjournment thereof.

For any act performed by the Proxy at the Meeting, it shall be deemed as such as acts had been done by me / us in all respects.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

The Shareholder appointing the Proxy must authorize only one Proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

PROXY (Form B)
(FORM CONTAINING FIXED ASSIGNMENT)

Duty
stamp
20 baht

Written at _____

Date ___ Month _____ Year _____

(1) I / We _____ Nationality _____
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) being a shareholder of Premier Technology Public Company Limited
holding the total amount of _____ shares with the voting rights of _____ votes as follows:
ordinary share _____ shares with the voting rights of _____ votes
preferred share _____ shares with the voting rights of _____ votes

(3) do hereby appoint either one of the following persons:

1. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

2. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

3. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2014 to be held on Wednesday, 23 April 2014, 10.00 a.m. at the Meeting Room No.501, 5th Floor, Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok Metropolis 10250 or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 1 : To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda 2 : To acknowledge the report on the Company's operating results of the year 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda 3 : To consider and approve the Company's financial statements for the year ended December 31, 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

Agenda 4 : To consider and approve the appropriation of the profit and the dividend payment for the year 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

- Agenda 5 : To consider the election of directors to replace those retiring by rotation**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve to re-elect the retiring directors as the Company's director for another term
 - 1. Mr. Vichien Phongsathorn
 - Approve Disapprove Abstain
 - 2. Mr. Paritud Bhandhubanyong
 - Approve Disapprove Abstain
 - 3. Mr. Harin Upra
 - Approve Disapprove Abstain

- Agenda 6 : To consider and approve the director's remuneration for the year 2014**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my / our following instruction
 - Approve Disapprove Abstain

- Agenda 7 : To consider and approve the appointment of the auditor and approve the audit fee for the year 2014**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my / our following instruction
 - Approve Disapprove Abstain

- Agenda 8 : Other businesses (if any)**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion
- (b) The Proxy must cast the votes in accordance with my / our following instruction
 - Approve Disapprove Abstain

(5) Votes of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves a matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects, except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Remark:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case of there are agenda other than the agenda specified above, the additional can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of Premier Technology Public Company Limited
For the Annual General Meeting of Shareholders for the year 2014 held on Wednesday, 23 April, 2014 at
10.00 a.m. at the Conference Room No. 501, 5th Floor, Premier Corporate Park. No.1, Soi Premier 2,
Srinakarin Road, Kwaeng Nongbon, Khet Prawet, Bangkok Metropolis 10250, or any adjournment thereof.

Agenda No. _____ Subject _____

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No. _____ Subject _____

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No. _____ Subject _____

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No. _____ Subject _____

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No. _____ Subject _____

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No. _____ Subject The election of the Director (next)

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

Name of Director
 Approve Disapprove Abstain

I warrant that items in the counterfoil of a Proxy Form B must be complete and is all true.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Duty
stamp
20 baht

PROXY FORM C
(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at _____
Date ___ Month _____ Year _____

(1) I / We _____ Nationality _____
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____
acting as the custodian for _____
being a shareholder of Premier Technology Public Company Limited
holding the total amount of _____ shares with the voting rights of _____ votes as follows;
ordinary share _____ shares with the voting rights of _____ votes
preferred share _____ shares with the voting rights of _____ votes

(2) do hereby appoint either one of the following persons:

1. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

2. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

3. _____ Age _____ Years
with address at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

as only one of my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders for the year 2014 to be held on Wednesday 23 April 2014, 10.00 a.m. at the Meeting Room No.501, 5th Floor, Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok Metropolis 10250 or at any adjournment thereof.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

- The Proxy is authorized for all shares held and entitled to vote.
 The Proxy is authorized for certain shares as follows:
 ordinary share _____ shares, entitling to vote _____ votes
 preferred share _____ shares, entitling to vote _____ votes
Total entitled vote _____ votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 1 : To consider and adopt the Minute of the Annual General Meeting of Shareholders for the year 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 2 : To acknowledge the report on the Company's operating results of the year 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 3 : To consider and approve the Company's financial statements for the year ended December 31, 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 4 : To consider and approve the appropriation of the profit and the dividend payment for the year 2013

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve_____votes Disapprove_____votes Abstain_____votes

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

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
Approve to re-elect the retiring directors as the Company's director for another term
1. Mr. Vichien Phongsathorn
 Approve_____votes Disapprove_____votes Abstain_____votes
 2. Mr. Paritud Bhandhubanyong
 Approve_____votes Disapprove_____votes Abstain_____votes
 3. Mr. Harin Upra
 Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 6 : To consider the approve the director's remuneration for the year 2014

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 7 : To consider and approve the appointment of the auditor and approve the audit fee for the year 2014

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve_____votes Disapprove_____votes Abstain_____votes

Agenda 8 : Other businesses (if any)

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve_____votes Disapprove_____votes Abstain_____votes

(5) Votes of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves a matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects, except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. This Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of Premier Technology Public Company Limited

For the Annual General Meeting of Shareholders for the year 2014 held on Wednesday 23 April, 2014 at 10.00 a.m. at the Conference Room No. 501, 5th Floor, Premier Corporate Park. No.1, Soi Premier 2, Srinakarin Road, Kwaeng Nongbon, Khet Prawet, Bangkok Metropolis 10250, or any adjournment thereof.

Agenda No. _____ **Subject** _____

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

Agenda No. _____ **Subject** _____

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Agenda No. _____ **Subject** _____

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- (b) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve _____ votes
 - Disapprove _____ votes
 - Abstain _____ votes

- Agenda No. _____ Subject The election of the Director (next)

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

- Name of Director _____
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

I warrant that items in the counterfoil of a Proxy Form C must be complete and is all true.

Signed _____ Shareholder
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Map of the meeting venue
One Premier Corporate Park, Soi Premier 2, Srinakarin Road,
Kweang Nongbon, Khet Prawet, Bangkok 10250.
Tel.. 02-301-1000

