

**(Translation)**  
**Minutes of Annual General Meeting of Shareholders for the Year 2016**  
**Of**  
**Premier Technology Public Company Limited**

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Held on 20 April 2016 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 30 shareholders had attended this Meeting in person, and 34 shareholders were represented by proxy, totaling 64 shareholders, representing 76,922,432 shares or equal to 54.1919 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 2016.

During the course of the Meeting, additional shareholders joined the Meeting. As a result by the end of the Meeting, 39 shareholders attended in person and 35 shareholders by proxy, totaling 74 shareholders holding 77,114,532 shares equal to 54.3273 percent of the total number of subscribed shares.

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. Pirom Chamsai              | Independent Director and Chairman of Audit Committee |
| 3. | Mr. Suchai Vatanatrinakul      | Independent Director and Member of Audit Committee   |
| 4. | Mr. Surabhan Purnagupta        | Independent Director and Member of Audit Committee   |
| 5. | Mr. Suradej Boonyawatana       | Director   |
| 6. | Mrs. Duangthip Eamrungrroj     | Director   |
| 7. | Miss Wanna Kolsrichai          | Director   |
| 8. | Mr. Harin Upra                 | Director   |
| 9. | Mrs. Chonlaros Suntiasvaraporn | Auditor of EY Office Limited                         |

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 2016 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 2015. 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 2015**

The Chairman proposed for the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2015 held on 22 April 2015. 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 2015 held on 22 April 2015 as proposed with the following voting results:

Approved	77,000,832	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 2015**

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 2015 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:

Premier Place building has a total area of 11,295.00 square meters, divided to rental space 9,688.05 square meters. In 2015, an area rented was 7,233.05 square meters, increased 6.31 percent from the previous year, rental charge was 220.00 Baht / sqm and rental service was 220.00 Baht / sqm with 3 years rental period. The rental fee was 49.66 Million Baht, increased from the previous year 7.38 Million Baht, Net Profit was 12.32 million baht, increased from the previous year 13.65 Million Baht.

For the subsidiary, Information Technology Business in 2015 had the proportion of sales by business segment as follow: customers in the financial services business was 34 percent, customers in technology and communications business was 19 percent and customer in services business was 21 percent. The revenue comes from the sale of information technology by 73 percent and revenue from services by 27 percent.

Then report the operation result of the Company and its subsidiary for the year 2015 to the Meeting in summary as follows:

The Performance of the Company and its subsidiary, the Company and its subsidiary had total revenues in the amount of 2,201.32 Million Baht with the net profit of 120.67 Million Baht. For DCS, total revenues in the amount of 2,186.63 Million Baht with the net profit of 111.91 Million Baht.

For sustainability development, 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, Training Plan and Plan for media release.
- 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.

#### 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:

Shareholders: How many information technology company in the SET? Which is the ranking for DCS? Who are DCS's customers?

Mr. Harin Upra, Director and Managing Director of DCS: The information technology company in the stock market are around 6-7 companies. The leading companies are mainly foreign companies. The information technology companies which registered with the Department of Business Development, The Ministry of Commerce, has about 400-500 companies. The companies with revenue of more than 100 Million Baht are about 10 companies and DCS will be about No. 4 or No. 5. For DCS's customers, they are mainly in the banking sector and industrial sector.

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 2015.

The Meeting acknowledged the report on the Company's operating results for the year 2015.

#### **Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2015.**

The Chairman proposed for the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2015, 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 2015 as proposed with the following voting results:

Approved	77,108,532 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 2015**

The Chairman informed the Meeting that the Company has policy of dividend payment considering from its performance and cash flow of the Company. At the end of 2015, the Company had net profit 108.80 Million Baht, and had retained earnings after statutory reserve 193.87 Million Baht. The Board of Directors considered it appropriate to propose the shareholders' meeting to approve the dividend payment to the Shareholders at the rate of 0.28 Baht per share. When combine such rate of additional dividend with the interim dividend at the rate of 0.12 Baht per share which has been paid to the Shareholders since 9 September 2015, will be the total amount of dividend payment from the operating results of the year 2015 at the rate of 0.40 Baht per share, with the total amount of 56,777,788.40 Baht, representing a net profit of 51.95%. And consistent with the dividend policy, the name of the shareholders entitling to receive the proposed dividend shall be recorded on Wednesday 4 May 2016. Consequently, Monday 9 May 2016 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 19 May 2016.

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

Shareholders: Why the company has not set the book-closing date for shareholders to determine the right to receive dividends (XD) same day as the book-closing date for the right to attend the Annual General Meeting of Shareholders (XM) which will make the company can pay dividends faster?

Chairman assigned Mr. Teerapol Juthapornpong, Director of Legal and Corporate Secretary, to clarify about the book-closing date: Mr. Teerapol clarified that the dividend payment from earnings for the year is the authorization of the shareholders to consider approval. The Company respects the rights and authorization of shareholders to schedule the book-closing date together with the approval of dividend payment.

Chairman added that the Company will consider the offers of the shareholders that the Company should pay dividends sooner than originally by scheduled the book-closing date same day as the book-closing date for the right to attend the Annual General Meeting of Shareholders.

Shareholder: Acknowledged and no further questions

The Chairman then asked the Meeting to approve the appropriation of the profit and the dividend payment for the year 2015 as proposed with the following voting results:

Approved	77,108,532	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 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 must comprise not less than 5 members whose appointment shall be approved by the shareholders' meeting and 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 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 8 directors and at the Annual General Meeting of Shareholders for the year 2016 there are 2 directors must retire, namely,

1. Mrs. Duangthip Eamrungrroj Director
2. Miss Wanna Kolsrichai 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 directors and in accordance with the strategy of the business to serve as directors, as well as 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. Mrs. Duangthip Eamrungrroj Director
2. Miss Wanna Kolsrichai Director

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. Mrs. Duangthip Eamrungrroj					
Approved	76,108,487	votes	equivalent to	99.9999%	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			
2. Miss Wanna Kolsrichai					
Approved	76,608,532	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 6 To consider and approve the director's remuneration for the year 2016**

The Chairman informed the Meeting that at present the Company has not appointed Remuneration Committee. However, the Board of Directors, except the director who is the stakeholders, are acting to consider 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 for the directors for the year 2016 which is the same rate with 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

### Other Benefits - None -

Meeting allowances are paid only to directors who attend each respective meeting and the directors who are management disclaim for this remuneration, both meeting allowance and annual remuneration.

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 2016 as proposed, with the following voting results exclude the vote of the shareholders who had an interest of 2,355,820 votes:

Approved	74,752,847 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 2016**

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, 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 Miss Sirirat Sricharoensup, Certified Public Accountant (Thailand) No. 5419 or Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315 or Miss Supanee Triyanantakul, Certified Public Accountant (Thailand) No. 4498 of EY Office Limited be the Company's Auditors of the year 2016 and fix the Auditor's fee of 495,000 Baht with no other service charges. Therefore, the audit fee for the year 2016 will increase from the audit fee for the year 2015 in the amount of 15,000 Baht.

At Present, The current auditor of the Company is Mrs. Chonlaros Suntiasvaraporn, C.P.A. Registration No. 4523 of EY Office Limited which has duties as well as the auditor. But because Mrs. Chonlaros Suntiasvaraporn acts as an auditor who signed the financial statements of the Company for the past 5 fiscal years, from 2011-2015, then the Company has to change the auditor to comply with the regulations of the Securities and Exchange Commission (SEC).

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

The Company's auditor and those of its subsidiary 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.

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	77,108,532	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 18 March 2016 until 5 April 2016. It appeared that no shareholder shall submit the question.

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

Shareholders: What is the trend of Gross Sales and Gross Margin in 2016?

Mr. Harin Upra, Director and Managing Director of DCS: In 2014, The Digital TV business has been a contributing factor. But in 2015, no other factors to help, together with the economic situation, then it is estimated that the trend of Gross Sales for each business in 2016 will be better than 2015. The Gross Margin of On-Premise will be by 15 percent, Non-Recurring will be by 40-50 percent and Recurring will be by 50 percent

Shareholders: What cause Recurring not grow and what is the proportion of Cloud and Co-location?

Mr. Harin Upra, Director and Managing Director of DCS: Although the income of Recurring did not increase much but it was a continuous income due to the long-term contract. For Co-location, DCS is not appropriate to do this business. However, there is a need to provide Data Center 24 hours a day 7 days. The investment in the Cloud business will be foreign investment. DCS will invest only in case the DCS already has customers.

Shareholders: What is the Utilization Rate of Data Center and why expand the business to Chiang Mai?

Mr. Harin Upra, Director and Managing Director of DCS: Data Center still has the space about 30-40 percent, which in the future with more advanced technology, the data size will be smaller. The space of Data Center will be still standing. But in case DCS need to expand the Data Center, Premier Place building has space to expand the size of the Data Center. The reason for DCS to expand business to Chiang Mai is Chiang Mai are ready and have a good education that DCS can recruit personnel from the education system of the Northern and easy to expand from Bangkok to the Northern as well as to deliver the facilities to the Republic of the Union of Myanmar more easier.

Shareholders: Business in the Republic of the Union of Myanmar has income or not.

Mr. Harin Upra, Director and Managing Director of DCS: No, since the laws of the Republic of the Union of Myanmar are banning foreign companies to conduct business in a Trading Company, DCS must be shipped the facilities from Thailand. However, if there are any changes in the law, DCS can operate immediately.

Shareholder: Acknowledged and 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 11.30 hours.

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