



PREMIER

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED

ANNUAL REPORT 2015



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PREMIER

REGENERATE

"THE CHANGING OF NEW CORPORATE IMAGE UNDER THE CONCEPT OF INTERGRADED. THE TEAMWORK HAVE EFFECTIVE COLLABORATION IN BOTH THE INTERNAL AND EXTERNAL'S ORGANIZATION FOR THE SUSTAINABLE SUCCESS TOGETHER OF THE BUSINESS OPERATION HAS TO DELIVERY OF GOODS AND EXCELLENCE SERVICE BY THE CREATIVE CONCEPTS FOR DEVELOP QUALITY LIFE, THE SOCIAL AND ENVIRONMENT AND RESPONSIBILITY TO SOCIETIES"



TO DELIVER
QUALITY
PRODUCTS AND
SERVICES.



TO ACT IN A
MORAL AND
ETHICAL MANNER
AND UPHOLD
THAI TRADITION.

BUSINESS



TO UTILIZE
INNOVATION TO
ENHANCE THE
QUALITY OF LIFE,
SOCIETY AND THE
ENVIRONMENT.



TO FOSTER MUTUAL
PROSPERITY OF STAFF,
THE ORGANIZATION
AND SOCIETY.



TO PROMOTE COLLABORATION
BETWEEN SPECIALIZED TEAMS
TO MAXIMIZE EFFICIENCY.

HARMONIOUS ALIGNMENT OF SUCCESS

SOCIETY

PEOPLE

PREMIER VALUE

Premier Enterprise Public Company Limited, a company in the Premier Group of Companies, upholds a holistic approach in business management with the belief that everything is interrelated and it is a part of one another. Premier Group of Companies endeavors to achieve a balance between business, people and society at large.

5 CORE VALUES

1. To deliver quality products services
2. To utilize innovation to enhance the quality of life, society and the environment
3. To Foster mutual prosperity of staff, the organization and society
4. To promote collaboration between specialized teams to maximize efficiency
5. To act in a moral and ethical manner and uphold Thai tradition





BUSINESS



SOCIETY



PEOPLE



SUMMARY OF FINANCIAL DATA

(Unit: Million Baht)

	2015	2014	2013
FINANCIAL DATA			
Total Assets	1,839.07	1,736.44	1,733.26
Total Liabilities	1,503.15	1,291.69	1,245.17
Shareholders' Equity	335.93	444.75	488.09
Sale and Service Revenues	591.25	539.55	519.59
Total Revenue	599.76	553.65	545.62
Gross Profit	168.96	158.44	159.95
Net Profit (Loss)	(154.85)	(81.43)	28.85
FINANCIAL RATIO			
Gross Profit Margin (%)	28.58%	29.37%	30.78%
Net Profit Margin (%)	-25.82%	-14.71%	5.29%
Return on Equity (%)	-39.67%	-17.46%	11.82%
Return on Asset (%)	-8.66%	-4.69%	3.33%
Earnings (Deficit) per Share (Baht)	(0.194)	(0.102)	0.036
Dividend per Share (Baht)	-	-	-
Book Value per Share (Baht)	0.420	0.556	0.610

BOARD OF DIRECTORS



Mr. Vichien Phongsathorn
Chairman



Mrs. Duangthip Eamrunroj
Director



Mrs. Jitwatana Jaruwattachai
Independent Director and
Chairman of Audit Committee



Mr. Kittisak Bencharit
Director



Mrs. Nangnoi Bunyasaranand
Director



Mrs. Suphasri Sutanadhan
Independent Director and
Member of Audit Committee



Mr. Somchai Lertsuthirasmevong
Director



Mrs. Walairat Pongjitt
Director



Mr. Surapol Srangsomwong
Independent Director and
Member of Audit Committee



BUSINESS OPERATION

1. POLICY AND BUSINESS OVERVIEW



Premier Enterprise Public Co., Ltd. is a company within the Premier Group of companies formerly named Premier Enterprise Co., Ltd. The Company was incorporated in 1974 but later converted into a public limited company and was listed on the Stock Exchange of Thailand on 8 October 1993. Subsequently in 2000, the Company restructured its business into a holding company investing in different types of specialty finance businesses, most importantly the vehicle operating lease business and the insurance brokerage and consultancy business.

THE COMPANY HAS INVESTED IN 4 SUBSIDIARIES AS FOLLOWS:

- 1) Premier Inter Leasing Co., Ltd. provides vehicle-operating lease services complete with chauffeur, maintenance and other continuous services.
- 2) Premier Brokerage Co., Ltd. operates as a non-life insurance broker and provides advice and counsel on insurance to customers.
- 3) Premier Capital (2000) Co., Ltd. extends different types of commercial credit and leases computer equipment.
- 4) Premier LMS Co., Ltd. provides management services for assets, property debts and hire purchase debts to various financial institutions. At present, the Company is no longer expanding this business and is only managing outstanding accounts.

In the previous year the Company emphasizes on expanding its business in providing different type of car rental services to conduct operating lease which is a business that the Company operates through the subsidiaries which is Premier Inter Leasing Company Limited. The objective is to support the increase in the expansion of customer base through new channels. Expanding target group including offering new services for customer to have more alternatives.

1.1 VISION, MISSION AND GOALS

In 2015, the Board has resolved to maintain our vision, mission and goals are the same as follows:

VISION

To be a Thai corporation has commitment to being leader business in car rental service, insurance broker to comprehensive ongoing to build a balance to sustainability business to employees and society.

MISSION

- > Provide quality services of international standard.
- > To utilize innovation to enhance quality of life, society and the environment.
- > To foster mutual prosperity of staff, the organization and society.
- > To promote collaboration between specialized teams to maximize efficiency services.
- > Operate under the principles of good governance and adhere to the principles of integrity and ethics in the Thai traditional way.

THE COMPANY'S GOALS

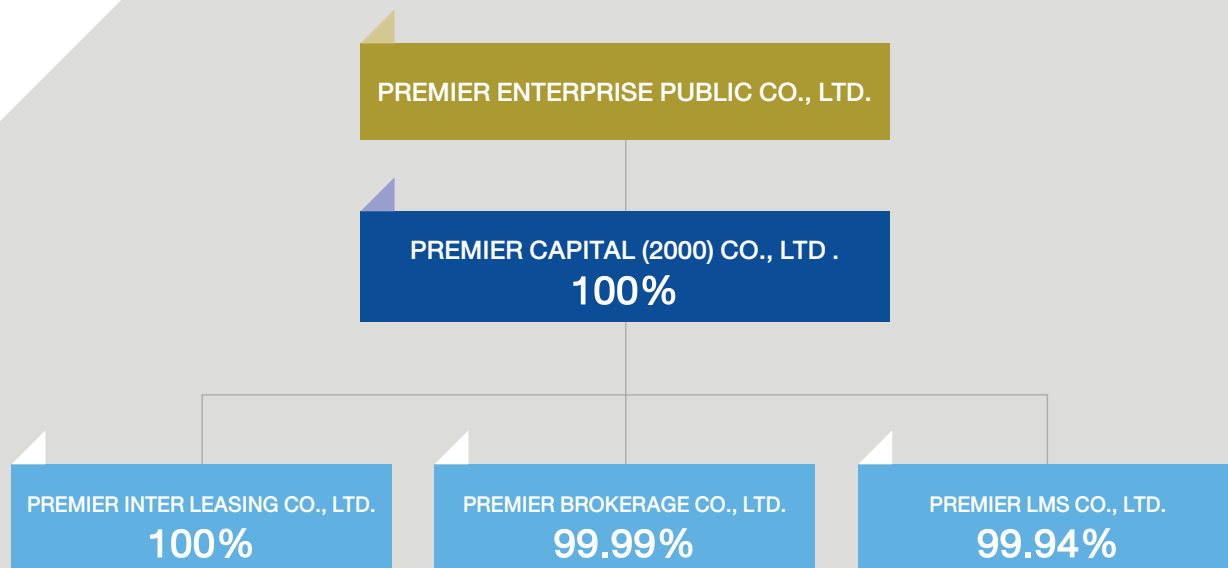
- > Improve the creation of comprehensive services and create a clear distinction in the services.
- > Emphasize on maintaining the existing customer base and adding value to the services for both existing and new customers for their maximum satisfaction.
- > Emphasize on developing and promoting the personnel to have more knowledge and expertise, as well as developing management systems, in the provision of services in order to support the Company's future business expansion.
- > Adjust the financial structure to be more suitable so that it may lead to a reduction in business costs.
- > Improve asset management efficiency to be consistent with the economic trend.

1.2 MAJOR CHANGES AND DEVELOPMENT IN 2013-2015 WERE AS FOLLOWS:

- > There has been no material changes in the Company's shareholding structure, management or business operations within the past 3 years.
- > On August 5, 2015, the Supreme Court reversed the Central Bankruptcy Court's order, the Supreme Court does not approve the proposal to amend the rehabilitation plan. At present, the Company is now taking necessary action to comply with the Supreme Court judgment.
- > In 2014, The Company increased the registered capital of Premier Inter Leasing Co., Ltd. (a subsidiary) in which the Company holds 100% through Premier Capital (2000) Co., Ltd., another subsidiary. The registered capital was increased by 65 million Baht in 2012 and again by 120 million Baht in 2014, totaling a registered capital of 320 million Baht.
- > In 2014, Premier Inter Leasing Co., Ltd. (a subsidiary) expanded its services in the form of employee and student shuttle bus services. In 2014, in the provision of such services the company takes into consideration the safety of the employees and students and, therefore, has brought an innovative fully comprehensive management system to use and has trained its personnel, including captains and monitors.
- > The Securities and Exchange Commission (SEC) together with the Thai Listed Companies Association and Thai Investors Association assessed the Company on the organization of its annual general meeting of shareholders (AGM) for which it received an "Excellent" rating with a score of 100 points. The company is one of the 162 companies that received a score of 100 out of a total of 575 companies listed, in the participating companies for 4 consecutive years from 2012-2015.
- > The Company was assessed based on a survey of corporate governance practices of Thai listed companies and received an average scoring at the 80-89% level or a "Very Good" recognition level for 4 consecutive years from 2012-2015. The scoring level received by the Company is considered to be in the "Top Quartile" for companies with market capitalization of less than 1,000 million Baht.
- > In 2013, the Company declared its intention to join the Thai Private Sector Collective Action Coalition against Corruption (CAC) and applied for certification as a member by the CAC Council and on April 4, 2014, the Thai Institute of Directors certified the Company a member of the CAC.
- > On October 7, 2015, the Company received notice of the assessment of the sustainability of the Anti-Corruption. Thailand's listed companies at year 2015, levels by 5 Extended is a level that suggests a comprehensive policy. The cost of business consultants or intermediaries designated to conduct business unrelated to the corruption in all its forms. There are push to client partners in the business chain operating policies and practices that are not associated with corruption and others. The company has been assessed the Anti-Corruption Progress Indicator at Level 4 "Certified" from 5 levels from Thaipat Institute and Securities and Exchange Commission (SEC)
- > In 2014, The Company was selected by the Thaipat Institute in its ranking of companies based on their sustainability development to be 1 of the 100 outstanding companies on the basis of its Environmental, Social and Governance (ESG100) from 567 companies listed on the Stock Exchange of Thailand



1.3 THE SHAREHOLDING STRUCTURE AS AT 31 DECEMBER 2015 IS AS FOLLOWS:



PE	=	PREMIER ENTERPRISE PUBLIC COMPANY LIMITED
PC2000	=	PREMIER CAPITAL (2000) COMPANY LIMITED
PIL	=	PREMIER INTER LEASING COMPANY LIMITED
PB	=	PREMIER BROKERAGE COMPANY LIMITED
PLMS	=	PREMIER LMS COMPANY LIMITED

1.4 RELATIONSHIP WITH THE MAJOR SHAREHOLDERS

- None -



2. NATURE OF BUSINESS



2.1 REVENUE STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES

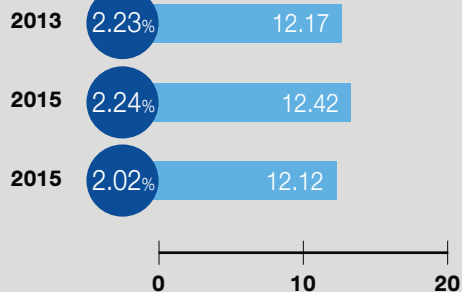
The Company's revenue is derived mainly from its vehicle leasing business with the vehicle operating lease provided by its subsidiary, Premier Inter Leasing Co., Ltd.

รายได้ (ล้านบาท)



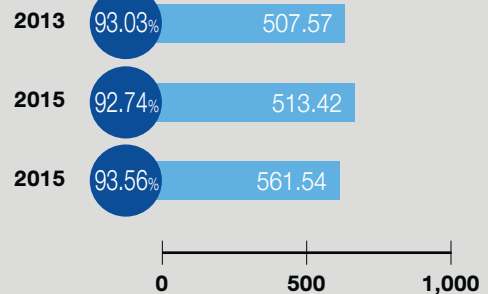
PC2000

Commercial credit and rental service of computer hardware and accessories



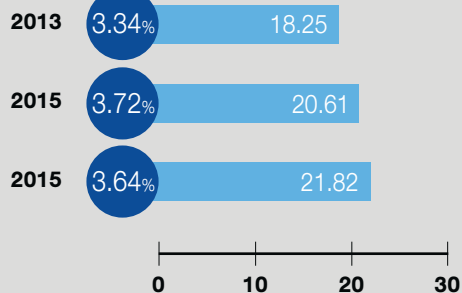
PIL ^{/1}

Vehicle operating lease



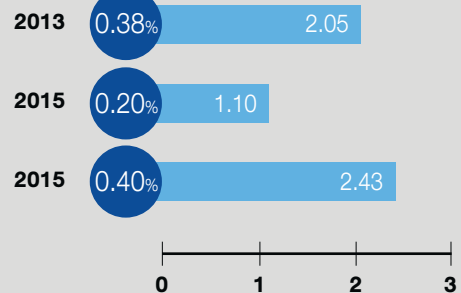
PB ^{/1}

Non-Life insurance brokerage



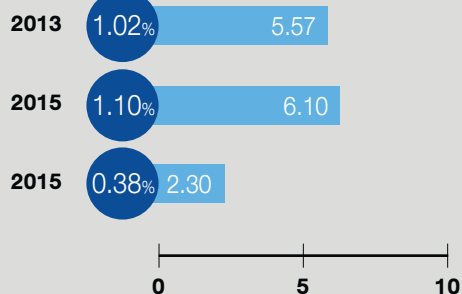
PLMS ^{/1}

Loan management services



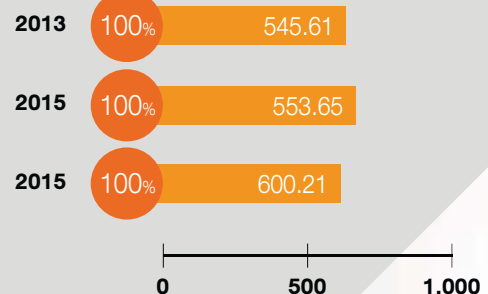
PE

Other service revenue



TOTAL REVENUE

(Million Baht)



Remarks : ^{/1} Investment made by Premier Capital (2000) Co., Ltd.



2.2 CHARACTERISTICS OF THE PRODUCTS OR SERVICES

2.2.1 VEHICLE OPERATING LEASE BUSINESS

(1) CHARACTERISTICS OF THE SERVICE

This is the provision of vehicles to operators who are juristic persons, government agencies and state enterprises in the form of leasing that is characterized as an operating lease, such as cars for executives, transport vehicles, private coaches for passengers, shuttle buses for students and other commercial vehicles, with lease terms of 3-5 years. The service includes the provision of services according to the long-term lease agreement and the provision of vehicle rental with chauffeur services. The Company has a variety of vehicles for lease, for instance passenger cars with an engine capacity of 1500cc or more, multi-purpose passenger vehicles, pick-up trucks, vans and buses.

The Company provides comprehensive services starting from analysis and proposal of lease terms that accommodates the customers' needs and their purpose of use to arrangement for fully comprehensive vehicle insurance, vehicle registration and payment of vehicle tax, provision of scheduled maintenance and repair services at specified distances and provision of replacement vehicle in the event of a breakdown or accident. The Company offers after sale services through a call center in the form of a one stop service customer care, including arranging vehicle maintenance, coordination, provision of advice on various matters, a team of professional mechanics and mobile repair trucks for convenience, speed and safety 24 hours a day.

(2) MARKETING AND COMPETITION

The leasing business in Thailand consists of two main types of operators, namely the providers of finance lease and hire purchase services and the providers of operating lease services. Premier Inter Leasing Co., Ltd. belongs under the latter group and is a leader in this type of business.

Kasikorn Research Center, from Thailand reveal that information. The current market value of the car rental business, rental car that is also a business that is likely to grow steadily and with increasing competition. Overview of the car rental market in Thailand in 2015, the competition is fierce. And adaptation to prepare for the ASEAN Economic Community or AEC (Asean Economic Community). The revised strategy turned to increase short-term car rentals, long-term and more Expected rental income and long-term or short-term rental for tourism in 2015, will grow by 10-15% and new service providers into the market, thus to increasing the competition. As has seen from open the AEC opportunity to make tourism grow. And agencies want to use car rental service to reduce costs. Save cost and simplifies the increase of management. Entrepreneurs, both old and new need to be adjusted the strategies. To scramble the market share as possible.

The operations of Premier Inter Leasing Co., Ltd. in 2014 focused on business expansion through introduction of various new services that are of standard and the creation of added value for the services. It had plans to make additional investments in the employee shuttle bus, private coach and school bus businesses. It also plans to improve quality in order to raise the standards of the leased vehicles higher, especially in the lease of vehicles with chauffeurs who have completed driver's training courses that are of standard to ensure that they have professional driving skills and are capable of servicing customers in a manner that maximizes their satisfaction in the service.

Premier Inter Leasing Co. has developed a marketing strategy focuses mainly on competing with services that are of quality standards instead of price competition. This starts from the sourcing of products or services of quality from car dealers that have been formally appointed together with the provision of maintenance services of standard from car manufacturers across the country, expansion of operating teams to present vehicle leases that are suitable with the business operations of various types of customers, provision of 24-hour services in case of breakdown or accident, and offer of safe driving training courses to customers in collaboration with corporate partners in order to create a distinctive difference and provides maximum benefit for them.



(3) COMPETITIVE STRATEGY

The Company is prepared to compete in all aspects, including investment in technology, types of services, Courses are intensive training to employees on a regular basis, the provision of comprehensive services from the selection of vehicles to suit the needs of the customers and down to the finer details, such as vehicle registration and insurance, through to the expansion of the service center network that covers the whole country. The Company provides 24-hour service every day. The Company is ready to provide lease services of vehicles suitable for the business operations of the customers, including long-term, daily and single trip leases. It also has a comprehensive range of vehicles for lease, including sedans, pick-up trucks, vans, lorries and large buses. As for the Company's chauffeurs, there is regular training in order to enable them to professionally serve customers. The Company also offers safe driving training courses by profession experts to interested customers in order assist them in driving safely. The company has its own repair center, as well. This is to create a distinctive difference that helps to build the trust of customers and provides maximum benefit for them, which will help to enhance the Company's competitiveness so that it remains a leader in this business.

(4) CUSTOMERS' CHARACTERISTICS AND TARGET CUSTOMER GROUPS

The Company focuses on servicing primarily business operators, as well as government agencies and state enterprises. The 3 main customers groups at present are customers in the agro-industry business, the energy business and the Premier Group of companies, as well as large corporations with welfare projects that offer employee transportation benefits.

(5) SALES AND DISTRIBUTION CHANNELS

The Company offers its services directly to the customers. It has set up services centers nationwide to give customers easier access to the services. It has also set up the website <http://pil.premier.co.th> to service to the customers, both for renewing agreements and for consideration of additional products and services.

(6) PRODUCTS OR SERVICES SOURCING

The Company acquires vehicles according to the needs of the customer from authorized dealers who have been officially appointed by the vehicle manufactures. Therefore, the Company is able to acquire quality products with direct warranty from the vehicle manufacturers.

2.2.2 INSURANCE BROKERAGE AND CONSULTANCY BUSINESS

This is the provision of services in procuring different types of insurance policies that provide appropriate coverage according to customers' requirement through selection of insurance companies that are solid and provide fair and quick claims settlement. This is also the provision of advice on insurance coverage essential to the risks for the customers to choose according to their needs and advice on making insurance claims to the customers who are business operators (juristic persons) and ordinary persons.

(1) CHARACTERISTICS OF THE SERVICE

The provision of advice regarding the different types of insurance coverage, which is appropriate and meet the needs of the customers, and the provision of services for settling claims with insurance companies. There are 5 types of insurance as follows:

- > Motor insurance (voluntary and compulsory)
- > Fire insurance
- > Marine and transportation insurance
- > Miscellaneous insurance
- > Health insurance.

(2) MARKET CONDITION AND COMPETITION

The insurance industry in 2014 compared to the previous year grew by 11-12%. In 2014, if broken down it will show that life insurance grew on average 13-14% while non-life insurance grew by less than 2% because auto insurance premiums accounted for 58-60% of the total insurance business. The decrease in car sales after the expiration of the first car scheme, the household debt problem, higher cost of living and political problem has affected the non-life insurance business.

The competition is expected to become more intense. Many segments of the insurance market are competing on prices and there is relatively higher competition for customers, especially for property insurance and auto insurance. This allows consumers to benefit from the competition. Therefore, the emphasis is on retention of the customer base and policy renewal, which is important.

As for other types of insurance, such as personal accident insurance and health insurance, there is a tendency for growth as they are alternatives that help to provide good medical care in addition to those received under state welfare.



In addition, the expansion by way of direct sales channels through the online system is expected to increase, as it is convenient and quick. This helps to provide an opportunity to efficiently reach target customer groups and is a positive factor for the insurance market.

The insurance industry around 9 months (January – September 2015) insurance premium is directly included 538,761 million baht. Increase 3.56 percent expansion compared with the same period of the previous year came from 387,110 million baht in the life insurance business. Increase 4.34 percent from the same period of the previous year and 151,651 million baht, non-life insurance business 1.60 percent growth from the same period of the previous year resulted from economic stimulus measures from the Government's policies. Both of the export service, to grant tax deduction, including government spending, and households that grew continuously.

The global economy is stagnating. Although the problem of drought Energy prices dropped Expected trends in the insurance industry has been intense competition in the insurance market. For retention policy, renewal is must be important.

Other types of insurance, such as Car insurance. Travel insurance, Health Insurance. Increase 5 years from the first car, the buyer is entitled to sell the old car and buy a new car. The flight was more than a tour bus. And people who are into old age are more prepared to support his health care higher on its own.

(3) COMPETITIVE STRATEGY

- 1) Focus on providing quality and efficient services, as well as professionalism, to the customers. This is done through further strengthening and development of knowledge and skills of the personnel in the provision of services, including foreign languages, in order to be prepared for the expansion of the ASEAN Economic Community (AEC) market.
- 2) Provide products that are in line with and appropriate for the needs of the target customer group.
- 3) Create key business alliances, build confidence, and find allies that are solid and stable in order to build customer confidence.

(4) CUSTOMERS' CHARACTERISTICS AND TARGET CUSTOMER GROUPS

The company's target customer has 2 groups.

- 1) The Premier Group of companies
- 2) General customers

(5) SALES AND DISTRIBUTION CHANNELS

There are 4 main distribution channels in reaching customers as follows:

- 1) Marketing officers of the Company
- 2) Introductions from other company (in the Premier's group)
- 3) Outside independent agents
- 4) The Company's website.

(6) PRODUCTS OR SERVICES SOURCING

Company policy is to supply products that are essential to prevent the risk and benefits to customers. Coverage for disasters Meet the needs of customers. This is done through the selection of an insurance company that has a solid financial credibility that is known in the industry for various insurance products. To ensure that its customers get fair compensation for damages. And customers use on-demand services that benefit most to the customer's required.



3. RISK FACTORS



The risk management is the significant process that will contribute to the promotion of target and objective achievement ability, leading to value added creation to the organization, shareholders and stakeholders and sustainable growth ability.

FRAMEWORK OF RISK MANAGEMENT

The significant element of risk management consists of objective, policy and will of continuous enterprise risk management, implementation, monitoring, review and improvement of risk management. The Company and its subsidiaries have applied the requirement, principle and guideline of COSO Enterprise Risk Management (COSO ERM) which is the universal standard for risk management in risk management and risk assessment based on the principle, procedure, and guideline, as well as the application of risk management framework based on ISO 31000 Standard.

The Company and its subsidiaries have appointed the Risk Management System for determining policy, strategy and criteria in analysis, measurement of risk level, and risk prioritization as well as analysis of risk that may occur from practice inconsistent with policy and strategy of Premier Enterprise Public Company Limited which was promulgated on 30 April 2013 through consideration from assessment on likelihood of risk occurrence and severity of risk circumstance impact to be the application standard for Risk Management Working Group which has been appointed from every work section of the organization to analyze, assess risk and prepare occurred risk control plan to be in the level acceptable by the Company as well as the determination for continuous review and follow-up in every quarter.

Moreover, the Company and its subsidiaries have announced Risk Management Policy and prepared manual of risk management to be disseminated for the employee's acknowledgement and used it as the manual of risk management operation. The said manual covers malfeasance and corruption. The Company has been certified for its status as the formal member of Thai Private Sector Collective Action Coalition Against Corruption on 4 April 2014.

The said risk management will contribute to the organization's ability to enhance operating efficiency and governance of trust building to the stakeholders, improve efficiency of management system and flexibility to effectively respond change and protect the Company's business and service.

RISK MANAGEMENT STRUCTURE

The Company has specified the responsible persons in risk management consisting of 1 director of the Company and the top executive of its subsidiaries so that risk has been managed for maximum efficiency and effectiveness under governance of the Audit Committee with below duty and responsibility.



DUTY AND RESPONSIBILITY

THE BOARD OF DIRECTORS AND THE AUDIT COMMITTEE

perform promotion of emergence of internal risk management culture, determination of policy and strategy, governance on risk management, approval of Risk Appetite & Risk Tolerance level, determination of direction or guideline of risk management, provision of advice and execution to ensure that the executive has proper tools and processes of risk management, and review of compliance according to risk management process to ensure that the process is still suitably applicable.

MANAGING DIRECTOR

performs as the consultant of the Risk Management Committee in supporting, promoting risk management and governing risk management and internal control to be continuous process, reporting the significant risks to the Board of Directors for consideration, following up and commenting the organizational risk management.

RISK MANAGEMENT COMMITTEE HAS BELOW DUTY.

- > Determine, introduce and approve the framework and guideline of the Company's risk management consisting of risk management policy, risk management structure, acceptable risk and risk management process.
- > Support, promote, develop and communicate risk management and internal control to the continuous process to be in line with the Company's objective and target and to be the corporate culture.
- > Follow up, comment, and govern risk management to be in line with policy and manual of risk management, and present the Managing Director for consideration and approval.
- > Hold Quarterly Overall Operation Review Meeting according to risk management system.
- > Report important risk together with report the Managing Director of the Company and the Audit Committee for at least one a year.
- > Risk Management Committee appoints Risk Management Working Group to perform risk management consisting of Chairman and number of working group as proper.

RISK MANAGEMENT WORKING GROUP HAS THE FOLLOWING DUTY.

- > Identify, assess and prepare risk management plan and internal control plan of each significant work unit according to guideline and policy of risk management of the Company.
- > Promote, support and develop the operation according to risk management and internal control plans to be effective under enterprise linkage and integration.
- > Assess, follow up the overall operation according to significant risk management and internal control plans in schedule.
- > Hold the meeting to present the progress and report overall operation with risk management working group for consideration and operation at least once a quarter.





RISK MANAGEMENT PROCESS

The Company has applied risk management system according to the principle of COSO ERM and framework of risk management according to ISO 31000 Standard as managerial guideline by the Risk Management Committee which consists of the top management to analyze and anticipate the contingent circumstance or risk. The said guideline of the risk management is specified in proper or acceptable level under quarterly risk assessment, and the report is presented to the Audit Committee for in order to help the organization attain the desired objective and enable to respond the rapid changing business operating environment in time for solving the situation before the problem will be invasive problem, and also utilize from risk in exploitation of new business operation.

ANALYSIS AND DETERMINATION OF TYPE OF RISK AND MEASURE TO SUPPORT RISK ABATEMENT

The Company has analyzed, determined and identified risks by classification of type and source of risk from risk assessment under consideration according to framework of risk management and internal and external factor trend. In 2015, the Company has defined risks possibly affected from the Company's business for 6 types as follows.

- 1) Business Environmental Risk
- 2) Financial Risk
- 3) Managerial/Operating Risk
- 4) Regulation Risk
- 5) Environmental Risk
- 6) Social Risk

1) BUSINESS ENVIRONMENTAL RISK – MARKETING AND COMPETITION

The growth of rental car business market in 2015 was more than in 2014 mostly due to increasing trend for usage demands of rental car of big organizations both of public sector and private sector, high competitive condition in numerous existing rental car businesses and price competition.

For abatement of business competitive risk and impact, the Company has aimed at business expansion using service quality strategy rather than price strategy with good service in different style from its competitors. In addition, the markets with specific demands have been searched through selection of customers who emphasize on quality service more than rental fee whereas the customer base has been expanded to variety of industrial sector together with creation of value added services, such as car rent service together with the coordinator of car care for major customers, car rent service together with driver who is passed for standard training course, offer of inspection service and preparation of car use report through GPS Tracking System, preparation of car use report for customer and help customer in travel plan, fuel consumption rate, rapidity of replaced car provision, and continuous arrangement of customer relations activity. In meantime, the operating cost of car supply and financial cost have been reduced for increase in business competitiveness. Moreover, the Company has also developed technology through "SPOT THE MOVE" application as aid in convenience creation, resulting in easier inter-communication of student's parents and the Company and more satisfaction of school and parents. The aforesaid resulted in the Company's expansion rate of increasing number of rental cars from 2014 in the rate of 25% as the expansion of car rent business for Operating Lease of School Bus Business, Employee Shuttle Bus and Non-Passenger Bus and Business.

2) FINANCIAL RISK – LEASE EXPIRED ASSET MANAGEMENT

In the past period, First Car Project has still affected used car market but in non-severe situation equaling to 2014. Therefore, in 2015, the Company has still had risk of used car price risk. Therefore, lease agreement extension has been managed with former customers and quality cars with expiration of lease agreement have been selected for monthly ad long-term leasing with other customers. In 2015, the Company could extend the agreements for more than 70%% from the number of cars with agreement maturity, resulting in the Company's increase in operating revenue; and also sales through other channels such as direct sales to the car users (car lessee), sales through Website, and sales through car tender market, to increase more distribution channel of top executive car groups through leading tender company, resulting in higher selling price value.

3) OPERATING/MANAGERIAL RISK

3.1 Labor Market Shortage in Special Driver Market

According to the Company's business expansion for passenger car service together with driver that must supply the drivers who possess License Class Thor.2 which is the public carrier, however, according to AEC logistics business expansion, these have resulted in more demand of the said drivers in labor market to support expansion. Department of Transport which is the direct agency in organizing training of the said drivers could not supply sufficient people. Thus, for abatement of this risk, the Company has added employee supply channel from other sources such as from industrial estates, from job source of public sector and educational establishment, and from labor market activities in exhibitions. Another channel which is "Friend Introduces Friend" has also been added. The Company can recruit additional drivers from such projects. Moreover, the Company has also promoted the employee wellbeing to have healthy and quality life through its happy and well-being working group.

In part of Drivers Academy Establishment Plan, it has been necessary for the Company to postpone this project due to several obstructions and relevant regulations.

3.2 Old Customer Retention Risk

The Company has continuously operated for management of this risk whereas the Company's expansion could reach to 25%, resulting in decrease in risk level from last year. The continuous services have been focused since last year through more expansion of variety of customer base, additional service offers to major customers, design and development of Application technology, travel planning system, use of GPS system and result reporting, Call Center 1731 System, including branch office establishment together with the coordinator for its customer in service area, resulting in customer satisfaction, and continuous reuse of service with the Company. The trend in 2016 has increased from application of aforesaid measure.

3.3 Personnel Development and Inheritance Plan Risk

As the consequence that the employees of its subsidiaries have commenced to be in managerial level in the criteria of almost retirement of working age and loss of employee who is the key force, this may reduce the operating efficiency and effectiveness, lack of business operating continuity, and additional expenses in recruitment, selection and training. Therefore, for smooth and effective operation of the Company, the Company has mutually prepared the supportive measure of such risks with Premier Group in preparing Job Description for every position in the Company, working scope, and position progress. In meantime, the Company has been under employee recruitment to support such positions for job learning and transfer from the office holder who has almost retired for immediate workability.

4) REGULATION RISK

The risk has been derived from violation or inability to comply with law, rule, regulation and standard or the existing laws/rules have been improper or hindered the operation since the Company runs its business to serve agencies both of public sector and private sector. Therefore, the Company has given the precedence and has been strict to regulations related to the operation as well as relevant laws, good corporate governance, management in the framework of good governance with transparency and accountability. The Company's policy of "anti-corruption" is for practical adherence of its executives and employees in all levels. In 2015, the executives and employees attended the training course related to corruption risk such as the course of "Anti-Corruption : The Practical Guide (ACPG)".

5) ENVIRONMENTAL RISK

The Company has had no risk in this aspect due to business operation of the company. Every car of the Company has been maintained from standard service center approved by the car manufacturers of each brand which have had systematic waste management without black smoke occurrence such as engine oil, lubricating oil, etc.

6) SOCIAL RESPONSIBILITY

The Company has had no risk in this aspect. The Company runs the service business under safety management for the route users on the road such as use of GPS system, speed limitation in driving student shuttle bus and non-passenger car as well as the daily measurement of alcohol before entry to operate.



PREMIER

CORPORATE SOCIAL RESPONSIBILITIES: CSR

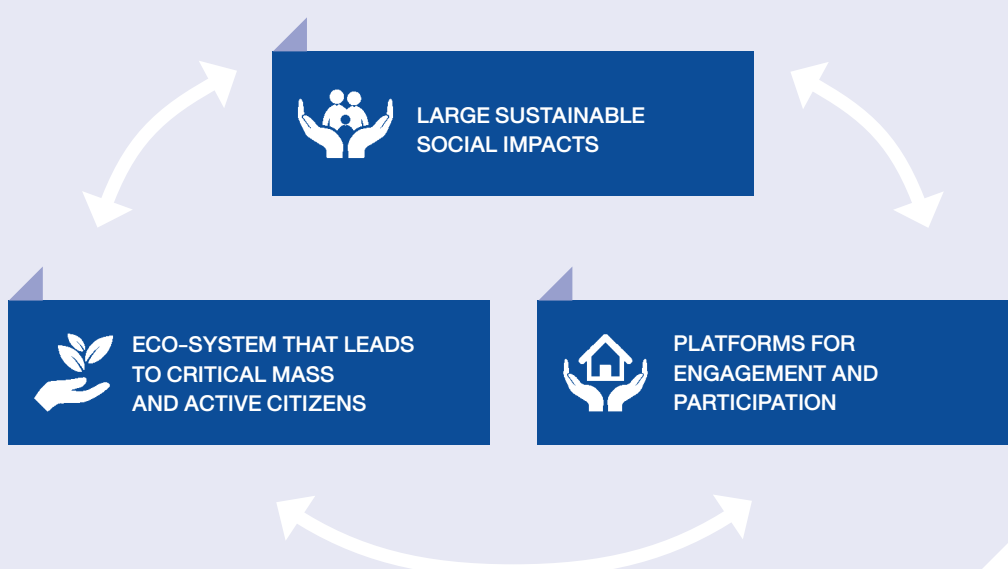
The Company believes that the private sector is a significant factor of the economic and social of the country and the Company is deemed responsible for taking care of the survival and the sustainability of the social. Therefore, the Company and its subsidiary adhere to their intention to operate business by recognizing the significant of all stakeholders under the Premier Group's business philosophy of "The Premier Business, The Premier People, The Premier Society" The Company believes that in maintaining balance between business, employees and society will help support the business, society and environment to strongly and sustainably grow along side.

As the result, sustainable is the main strategy in driving the Company and its subsidiary to develop its capacity in manufacturing goods and services that are beneficial to the society. To continuously and regularly develop the operating procedure will promote, push forward as well as interpose the concept of corporate social responsibility and sustainable development, which are one of the operating process and are the organization's culture along with strengthening the value on economic, society and environment, whether if its shareholders, employees, customers, trade partner, business alliances, community or society as a whole to get mutual benefits both in short and long term.

The Company and its subsidiary has supported and cooperated with the Social Sustainability Development Unit of Premier Group of Companies i.e. Yuvabadhana Foundation, Khonthai Foundation and Enlive Foundation in activities concerning development of education for adverted youth, the creation of the sharing society, the subsidy to adverted handicapped and the creation of the participation in the sustainable development of social and environment, under the principle of creation of direct benefit and creation of tool or organization for participation and repeatable action of public which result in sustainable and multiple result. For more information, please find at the website www.premier.co.th on "Premier for Society".

In order to support the development of such mechanisms, the Company and its subsidiary donate the money equal to 5 percent of net profit after income tax burden of the fiscal year to benefit the educational through Yuvabadhana Foundation or other public charitable organization according to Premier Group of Companies' policy.

The detail of the part concerning such business activities, the activities of staffs and the activities of the said foundations are as follows:



1. OPERATE BUSINESS FAIRLY



The Company and its subsidiary emphasize on operating business with accuracy, equity, fairness and honesty respecting rights on intellectual property, promoting political rights as well as operates in accordance with the commitment made to the Company and its subsidiary' stakeholders. The details are as follows:

TO COMPETE FAIRLY:

- > Conduct mutual business fairly without exploitation, and honor and comply with the conditions stipulated in the contracts.
- > Do not solicit, accept or give any undue benefits in dealing with business partners or creditors. If there is any information regarding the bestowment of any undue benefits, consultations must be made with the business partners or creditors to mutually resolve the matter on a fair and timely basis.
- > Provide complete and accurate information about the products and services without distorting facts, including provide accurate, adequate and beneficial information to customers and have product's recall process when quality problem are found.
- > Compete under the rules of fair competition. Do not seek confidential information of the business competitors through dishonest or illegal means. Do not discredit competitors through slandering or any other actions without the truth and unjustifiably.

PROMOTE CORPORATE SOCIAL RESPONSIBILITY WITH TRADE PARTNER

- > Give opportunities to trade partner, customers and business alliances to directly or indirectly be part of the Company and its subsidiary' activities for society by participating in the activities for society or support by contributing fund or things as pleased.

RESPECT TO PROPERTY RIGHTS :

- > Promote and operates strictly in accordance with the rights in property, intellectual property, copy right, patent and moral rights by specifying policies in the Premier group policies manual under the business confidential and intellectual property policies.
- > To support Executive officers and employees to utilize Company's resources and properties efficiently. Uses goods and services that have copy right and should not support goods or action that violate intellectual property.
Involved in politics with responsibility :
- > The Company and its subsidiary operates business with political neutrally and does not concentrate on any political group or parties, does not support any particular political parties, does not help any specific political candidates.
- > Gives opportunities to employees to use their democracy rights and responsibilities, to participate or support independently and personally in any political activities without effecting the Company.

2. AGAINST FRAUD AND CORRUPTION

The Company emphasizes in Good Corporate Governance and ensure to manage under the corporate governance framework that are transparent and accountability for the best interest of all stakeholders. The Company has also set the "anti-fraud and corruption" policy and informed the Executives and employees of all level to adhere and practice in accordance with the policy. There are scope of anti-fraud and corruption management system that covered every steps and every working process of the Company and its subsidiary that involved with the business, procurement, employ, distribute, supply and other operating procedure where there is risk of fraud and corruption. All of these are clearly specified as the management responsibility, which are as follows:

2.1 MANAGEMENT COMMITMENT

The Company is committed to push forward the anti-fraud and corruption measure system into the operating process and adjust management system to be transparent in accordance with the corporate governance principles. By doing so, the managing directors have established policies and are committed to operate the business without fraud and corruption, which is in accordance with the regulations of anti-corruption measure, as well as a complete promote of the resources. The Company has clarified and made understanding with all employees in the consumer good business line and related external parties to realized the importance in operating each procedures transparently to be in line with the regulations, policy and requirements of laws and other related regulations.



2.2 ANTI-CORRUPTION POLICY

- > The directors, management and employees of the Company and its business lines are prohibited from performing, accepting or supporting corruption in any form, whether directly and/or indirectly. This shall be applicable to all companies in the consumer products business line, including all related contractors and sub-contractors. Regular reviews on compliance with the anti-corruption policy shall be made, as well as reviews on implementation to ensure compliance with the policy, practices, regulations, rules, notifications, laws and business changes.
- > The anti-corruption standard is part of business operation and it is the duty and responsibility of the Company's board of directors, management, supervisors, employees at all levels and suppliers or sub-contractors to express their opinion regarding the practice on the implementation of the anti-corruption actions to ensure achievement of compliance with the policy set.
- > The Company formulated its anti-corruption measures in accordance with related laws, including the principles of moral. Risk assessment was conducted on activities that are related or at risk for corruption and the results were used in preparing the operating guidelines for all related parties.
- > The Company does not offer or support bribery in any form in all activities under its supervision, including supervision of charitable contributions, political contributions, and the offer of gifts in business transactions, and supports various activities with transparency and without the intention of convincing officials of the government or private sector to undertake inappropriate actions.
- > The Company has appropriate internal control with regular reviews in order to prevent improper practices by employees, especially in sales, marketing and procurement.
- > The Company provides knowledge on anti-corruption to its directors, management and employees to promote integrity, honesty and sense of responsibility in fulfilling their duties, and to show the Company's commitment.
- > The Company has in place mechanisms for transparent and accurate financial reporting.
- > The Company has provided a variety of communication channels for employees and stakeholders to raise concerns and report suspicious circumstances with confidence of being protected from punishment, unfair transfer or harassment in any way, as well as appoint person(s) to investigate and monitor the complaints.

The Company has set up channels for whistle-blowing, complaints, suggestions or recommendations that indicate that the stakeholders are affected or are at risk of being affected by any action that may cause damages for all groups of stakeholders arising from its business operations or violation of laws, rules, regulations and the code of conduct by its employees, as well as behaviors that may indicate fraud, unfair treatment, or careless or reckless actions. Whistle-blowing or filing of complaints together with details and evidences can be made through the following channels:

- > Audit Committee
- > Corporate Secretary





Premier Enterprise Public Co., Ltd.

No.1 Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nong-bon, Prawet, Bangkok 10250

Telephone : 02 - 3011569 Facsimile : 02 - 7482063

e-mail : teerapol.act@pe.premier.co.th

The whistle-blowers or filers of complaints that are employees, customers, individuals hired for work by the Company or other groups of stakeholders who are whistle-blowers will have their rights protected and defended according to the law or the guidelines set by the Company.

3. RESPECT HUMAN RIGHTS

The Company recognizes the significance of the value of human dignity and has established policies for executive officers and every employee to respect human rights and respect human dignity of each other as well as stakeholders, which is the universal principle and is considered as the significant route in operating business. The Company has a clear policy to jointly perform social responsibility under the core value "Advance Business, Firm Employee, Sustainable Society".

- > Support and respect in human rights by supervising business and employees not to be involved with any violation of human rights activities, such as not to utilized any kind of forced labour and child labour. This also includes supervising to ensure that the Company and employees strictly practice in accordance with the standard of labour protection law.
- > Respect and abided by the universal principles in hiring and treating all stakeholders with fairness on the basis of human dignity, by equally giving opportunities to every individuals without any discrimination and violation of basic rights on gender, age, religious, nationality, region, position, physical condition and political opinions.
- > Monitored and follow up on subsidiary, trade partner and stakeholders to strictly practice in accordance with universal principles on human rights, including protect rights of stakeholders that was damaged by the violation of right from the operating business in accordance with the specified laws.
- > Provide working location that have good working environment and emphasized on the safety and occupational health in the workplace.
- > Give employees opportunities to participate in management and comments on operating business or Company's working procedure through "Suggestion Activities" and through different set of committees such as welfare committee, anti-fraud and corruption committee etc.
- > Stipulate measures in protecting employees that whistle blowing about violation of human rights or treating employees unequally. The whistle blower will not be punish, bullied or be treated in anyway that will lead that individual to be unable to no longer works at the Company.

4. TREATING LABOUR FAIRLY

Employees are considered as valuable resources. The Company recognized the significant in treating labour fairly and respect human dignity on the basis of equality. Hoping for sustainable peace in the Company and society, that is to say,

- > The Company emphasized on treating employees on the basis of fairness and equality, both in opportunities to be promoted, be promoted, transfer, welfare and compensation, as well as gives opportunities to develop without discrimination resulting from differences in gender, age, religious, nationality, region, political opinions, position and physical condition.
- > The Company assigns the leader of all level to supervise and ensure that there is fairness in every sector by avoiding any unfair actions that will have an effect on the employee insecure feeling in the workplace or conduct any unfair harassment that creates pressure to the employee mental conditions.
- > The Company emphasized on the employee development to continuously train their skills and enhanced their potential.
- > The Company equally provides welfare, medical fees, annual health check-up, health insurance and life insurance to all level of employees.
- > The Company give opportunities to employee that was treated unfairly or encounter on any unfair action to send in their comments or complains directly to the supervisor that is in charge or to the managing director through these channels: To meet in person/ complaint through mail/ documents/ E-mail etc.
- > The Company clearly stipulates guidelines that employees' complaint/ suggestions must be clarify/ fix or put into practice.
- > The Company stipulates measures in protecting employee that make complaint/ whistle-blowing on treating employee unfairly/inequality. The employee will be protected against punishment, bullied or any action that will cause the complainer / the whistle-blower to be unable to continue working at the Company.

5. CONSUMER RESPONSIBILITY



The Company has obligation to “provide quality services and up to the international standard”, focuses on providing efficiency and quality services, which includes being professional to consumers. Service with standard helps create spiritual value for a better quality of life. The Company and its subsidiary believed the true value should derive from providing quality services, therefore policies and guidelines were stipulated to be able to response to the consumer satisfaction.

- > Present quality product, up to the standard and is safe to match with consumer demand;
- > Has operating process which is in accordance with the international standard, effective in every step, from selecting products, strictly inspect qualities and has fast and agility goods delivery system.
- > Stipulate regulations on quality of the product that the Company will select to be distribute and should practice accordingly;
- > Disclose products and services information completely, accurately and does not distort the truth;
- > Provide accurate and sufficient information and should be beneficial to consumers;
- > Return policy if any flaw was found on the product quality.

6. ENVIRONMENTAL CONSERVATION

The Company and its subsidiary always recognized the significant in operating its business along with conservation of the environment and biological varieties, as well as to utilize the resources efficiently. The Company and its subsidiary have set guidelines for environment aspects as a code of conduct for employees, under the business ethics which are as follows:

- > Refrain from any action that may damage the natural resources and the environment.
- > Practices or control to practice in accordance to environmental laws and regulations.
- > Support activities that are beneficial to the communities and society as a whole.
- > Promote efficient use of resources and establish policies in saving energy and other resources by bringing in technology that helps save energy to be use in the Company.

7. COLLABORATION IN COMMUNITY AND SOCIETY DEVELOPMENT

The Company and its subsidiary recognized the significant of environment and varieties in biological conservation, as well as operate business that are friendly to the society and environment with responsibility and take care of the community around them, which reflects the organization standing point that desired to operate sustainable successful business together with employees and society.

Moreover, the Company participated in the community and society development activities thought business operation of different foundations i.e. Yuvabadhana Foundation, Khonthai Foundation and EnLive Foundation by donating 5 percent of net profit of each year to the foundations. This is Premier Group's main mechanism in driving participation in society development.

8. HAS INNOVATION AND PUBLICIZE INNOVATIONS THAT GAIN FROM OPERATING WITH CORPORATE SOCIAL RESPONSIBILITY, ENVIRONMENT AND STAKEHOLDERS

To continuously operate business efficiently and effectively, the Company support employees of all sectors to improve the performance efficiency and reduce redundancy procedures in performing task by organizing learning exchanged, accumulate and convey knowledge sharing in coalition under the “Knowledge Sharing Management” project.

The Company has prepared a report for the sustainability of the Company's social responsibility to disclose the Sustainability Development Report on social responsibility (CSR Report) separately from the annual report and disclosed in the Company's website: www.premier-technology.co.th



INTERNAL CONTROL AND RISK MANAGEMENT

OPINION OF THE BOARD OF DIRECTORS ON THE COMPANY'S INTERNAL CONTROL SYSTEM



Premier Enterprise Public Company Limited realizes on the significance of internal control system whereas the Board of Directors assigns Audit Committee to review the Company's internal control system assessment for emphasis on proper and adequate internal control system, reliable and accurate accounting system and financial report, and asset protection and maintenance, or reduction of damage occurred from error or fraudulence, as well as effective compliance with relevant laws and requirements.

In the Board of Directors' Meeting No. 4/2015 on 12 November 2015, the Board of Directors including 3 audit committee members assessed internal control system of the Company for 2015. From internal audit and interrogation from the management, essential faults related to internal control system were not detected by the Board of Directors. Therefore, they mutually commented that the Company's internal control system has been adequate and appropriate for current operating condition with sufficient personnel for effective systematic operation. In addition, monitoring and control system for the operation of its subsidiaries has also been available so that assets have been protected from wrongful or powerless use of the directors or the executives under below essences.

INTERNAL CONTROL

The Board of the Company and its subsidiaries have continuously emphasized on internal control system covering finance, operation and execution to be in line with relevant laws, regulation and rules with awareness that it has been the significant mechanism that builds trust toward the management in helping reduce business risk. In addition, efficient, effective, adequate and proper risk management has been arranged under proper resource allocation in asset protection and care and determination of clear risk management policy. The Audit Committee consisting of independent directors has been assigned to perform governance for effective and proper internal control system and risk management system through implementation of the framework of internal control system guideline based on international standard of COSO (The Committee of Sponsoring Organizations of the Tread way Commission, and the framework of Enterprise Risk Management. In addition, according to corporate governance system of the Company, the Company has been governed for compliance with the relevant requirement and law, non-occurrence of conflict of interests, inter-transaction doing, and maintenance and use of properties to prevent the occurrence of corruption or misconduct to be in line with the criteria of governance based on the guideline of the Stock Exchange of Thailand, Thai Institute of Directors (IOD), and Organization for Economic Co-operation and Development (OECD) applied for more completeness for most efficient and effective execution of the Company in various areas. There is internal audit work unit which is independent from the management and reports directly to the Audit Committee. Its duty is to audit and evaluate efficiency and adequacy of internal control system for working in different departments of the Company and its subsidiaries according to annual audit plan approved from the Audit Committee.

Moreover, the Board of Directors has determined Control Self-Assessment (CSA) so that the employees are responsible for assessment and development of internal control system of their own responsible work systems for building strength of internal control system in order to respond consistently with the changing situations in time, resulting in reasonable confidence that work success can attain the objective based on setting target. The internal control result has also been regularly evaluated at least once a year every year.

INTERNAL AUDIT

The Audit Committee has governed internal audit work to perform freely and uprightly assurance building and consulting in audit and assessment of the adequacy of internal audit system as well as follow-up on proper improvement and corrective result of working process to cover working process of the Company and its subsidiaries, and directly reporting to the Audit Committee to ensure that the Company's operation has had effective, proper and adequate internal control system together with risk management to be in the level acceptable by the Company, and Good corporate governance of the Company. Mr.Ekkapan Nuanmueang, with Director of Internal Audit Work position, has been assigned to be the main responsible person for performing duty of the Company's internal

auditor. The qualification of Mr. Ekkapan Nuanmueang was considered and deemed that it has been sufficiently proper for performing the said duty due to independence and work experience in business internal audit. He has ever been trained in the course related to internal audit. The consideration and approval, appointment, discharge, removal of the office holder for the Chief of Internal Audit Work Unit of the Company shall pass the approval of the Audit Committee.

However, internal audit work has been developed to be consistent with International Standards for the Professional Practice of Internal Auditing by defining self-assessment based on professional standard and evaluation of the stakeholder's satisfaction. Moreover, Audit Competency has been defined to be used for evaluation of the internal auditor's audit work quality in order to continuously develop and improve effective and efficient operation of internal audit works so that the actual existing status and working result can be recognized for use in appropriate analysis of problem, obstacle and limitation for self-performance. This will be consistent with development of the internal auditor to possess international standard level skill, knowledge and competence for more effective functionality through promotion and support of training whether in knowledge of internal audit profession and business aspects of the Group including other professional knowledge, and taking examination for receipt of professional diploma, etc.

The Company and its subsidiaries have fully assessed their internal control system according to the framework of internal control structure based on universal standard and criteria according to the guideline of the Stock Exchange of Thailand under below essence.

1. ORGANIZATIONAL CONTROL

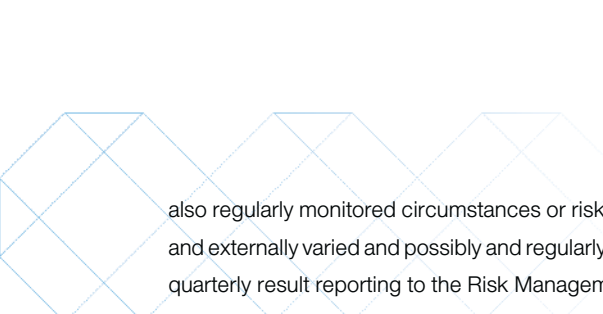
The Company and its subsidiaries have determined the clear and measurable business operation and working target under review of target and comparison of actual overall operation with target in every stage. The reporting line structure has been organized through preparation of organization chart for line-based duty distribution, power determination in proper leading and responsibility for objective achievement under governance of the Board of Directors. The code of conduct and business ethics, as well as the policies of good corporate governance, anti-corruption and conflict of interest, have indicated the adherence to ethics and integrity value. Moreover, manual of action power exercise and manual of main significant working of all systems have been determined to be available by writing under regular additional review for new standard consistency in order to be used as working guideline through consideration on duty and responsibility and internal control system. The personnel development policy and personnel recruitment as well as the employee performance evaluation process have been arranged through linkage of Competency System and determination of Key Performance Indicators (KPI) both in organizational level, work department, division and individual level with in-house employee performance evaluation for development, promotion and retention of personnel with knowledge and competency to stay with the Company. In addition, every employee has been continuously encouraged and campaigned to have consciousness and compliance through regular annual training of the employees to have knowledge for fair and transparent working toward all groups of stakeholders. The monitoring process and penalty have been clearly arranged and the executives have been promoted to work to be consistent with good corporate governance policy as determined by the Company and its subsidiaries.

The Board of Directors is independent from the management to perform in governing and developing internal control execution, indicating will of incentive, development and retention of personnel with knowledge and competence, and defining duty and responsibility of internal control to the personnel for organizational objective achievement.

In anti-corruption aspect, the Company has assessed risks related to internal corruption as well as review of compliance with anti-corruption policy. The Company has been certified as the member of Thai Private Sector Collective Action Coalition Against Corruption with trust that the Company has had adequate measure and effective corruption audit.

2. RISK ASSESSMENT

The Company and its subsidiaries have determined the clear and adequate objectives so that risks related to the organizational objective achievement can be specified and assessed. The Audit Committee together with the management of the Company and its subsidiaries have governed the organizational risk management to be in line with the target to be in the level accepted by the organization. The risk management policy has been determined so that everyone can be observed in consideration on assessment of both internal and external risks that will affect business operation of the Company by specifying and analyzing all aspects of risks such as strategic aspect in operation, finance, compliance with rule, circumstance aspect under classification into organizational level and work department level, and corruption risk that may extensively affect enterprise objective achievement. The important risk level has been ranked according to contingent impact and opportunity in each business process for determining risk management plan in order to find proper and adequate supervision measure. The Company and its subsidiaries have determined the significant policy and strategy of risk management by linking risk management into business plan, and considering on corruption occurrence opportunity. The change that may affect internal control system can be identified and evaluated. Moreover, the Company and its subsidiaries have



also regularly monitored circumstances or risk factors from Control Self-Assessment (CSA). The risk factors that have been internally and externally varied and possibly and regularly affected the organization every year have been reviewed under determination of regular quarterly result reporting to the Risk Management Committee and regular annually reporting to the Audit Committee. In addition, the Board and the executives have controlled the preparation of the Company's financial statements and complied with the Generally Accepted Accounting Principle, and timely, accurate and complete data disclosure.

3. OPERATING CONTROL

The Company and its subsidiaries have determined the important business operation policy to be used as effective and systematic operating guideline of the Company so that the setting target and objective can be attained under control measure that helps reduce risk of the organizational objective failure to be in acceptable level. The general control activities have been selected and developed with information technology in contributing to support the organizational objective achievement under arrangement of control activities through policy whereas expectation and practical process have been determined so that such determined policies can lead to workableness. The operating manual has been prepared to obviously define by writing the scope of authority, financial limit, approval power of the management in each level under preparation and review of operating power manual and operating procedure/manual to be proper for current organizational structure and operation. Moreover, anti-corruption measure manual has been prepared to be consistent with the determined policy and working structure has been organized to have clear duty and responsibility distribution of each position in approval, account recording, and supervision and separated storage of assets, under monitoring for consistency of strict practice with valid law and regulation. In addition, internal audit work unit has regularly executed performance review to be in line with rule, regulation, action power manual and operating manual in order to assure of the operation with proper and adequate internal audit control system and effective operation as well as application of information system for operation so that it can contribute to more effective and rapid operation.

In addition, the Company and its subsidiaries have determined policy and method of transaction doing with the parties related to the Company for practice in the same way under reasonability and fairness, and in line with the criteria of the Stock Exchange of Thailand or SET and the Office of the Securities and Exchange Commission or SEC.

4. INFORMATION AND DATA COMMUNICATION SYSTEM

The Company and its subsidiaries have given the precedence to information and data communication system under arrangement of sufficient and important news information system, promotion and support for continuous system development such as supply of both internal and external complete, accurate, timely and quality data to support the ability to execute internal control as determined, operate works for objective attainment and prepare data report of work units to be proposed to the executives for use as decision making support. The effective and modern information technology system as well as data security from data collection, data processing, data storage and follow-up have been applied for operation and use of key data which has been complete, accurate and adequate in management of the executive or stakeholders within proper time for use in business decision making. In preparation of comparative and analytical report of rationale, and documentation of fact, and finance and accounting report, the accounting record documentation has been completely filed for transparency and to be operating data. The Audit Committee has mutually considered with the auditor on internal audit works and the related party about the preparation of the Company's financial statements every quarter for confidence that the Company has used accounting policy according to Generally Accepted Accounting Principle and suitable for nature of the Company's business as well as proper data disclosure and additional meetings in proper agenda.

According to data communication, it has included arrangement of suitable communication channel for communication of duties and responsibilities as well as issues for their employees' acknowledgement, determination of safe channel for clue notification or complaint about corruption, inter-communication between work units inside the Company and with outsiders about the aspects that may affect internal control, as well as determination of data usage and information technology security policy, arrangement of communication channels with rapid and convenient data accessibility of data receiver both in internal and external organization such as Intranet and Internet System, etc. to be the communication channel and news information dissemination of the Company.

However, the Company and its subsidiaries have assigned the Company Secretary to oversee and take responsibilities for prior-preparation of meeting data and documentation before meeting, and clearly record the conclusion of opinion and resolution of the Meeting in Minutes of every Meeting of the Board of Directors.

5. FOLLOW-UP SYSTEM

The Company and its subsidiaries have followed up performance whether it has been on setting target with hierarchical operating follow-up system from the Board of Directors, the Executive Board and the Management, for target follow-up and operating control based on strategic plan, plan and project in annual business plan upon regular approval of the Board of Directors every month. In addition, contingent problem have been solved and the operating plan has been adjusted to be consistent with the changing situation in comparison with estimated and actual achievement. In the event that actual operating result is different from estimate, each work unit has been assigned to analyze and find the cause resulting in different result for determination of more effective operating guideline. The responsible persons have been assigned to present report for task review and cause analysis as well as mutually consideration for approving solution plan and reporting continuous operation. In addition, follow-up period has been clearly determined and accurate, complete and adequate data has been disclosed under transparency and accountability for disclosure of connected transaction or conflict of interest transaction.

RISK MANAGEMENT



The Board of Directors gives the precedence to the overview of enterprise risk management, which is considered as the significant mechanism and managerial tool that will make the organization attain determined objective and target. The risk management policy is determined under emphasis on development of risk management system according to the guideline of Good Corporate Governance to have integrated enterprise risk management by continuous and systematic operation. ISO 31000:2009 and COSO ERM (Enterprise Risk Management) universal standards which have been extensively popular and accepted for application by worldwide organizations have been referred for risk management to be in the acceptable level under regular risk management monitoring. The Company has prepared self-control evaluation both in executive level and operator level of the Company for mutual evaluation on risk/problem and obstacle, uncertainty that may affect operation for attainment of the Company's objectives and circumstance that may cause business opportunity loss of the organization. The principle of the risks which may be occurred from both internal and external causes determines that the Company shall have risk management measure if any risk which is the obstacle of the business operation for inability to attain target as determined by the plan.

The Company determines the risk management policy that shall be complied by all executives and employees, and risk management is fostered as corporate culture. There is the Risk Sub-Committee consisting of the Company's top executive to perform proper risk management in all aspects and assign working group of internal work process development risk management which consists of middle executives from every business unit to perform follow-up, supervise and analyze risk management in operating level of each work department, prepare implementation support/promotion and development according to internal control and risk management plan, evaluate and follow up the overall operation according to the significant internal control and risk management plan, present progress, and report risk management result to the Board of Directors, etc.

In addition, the Company has evaluated risk and problem and obstacle that may affect the operation together with evaluation on adequacy of the existing internal control system for consideration and search for operating improvement and correction guideline for more effective overall operation. The scope covers the issues of management and administration, marketing, sales, warehouse and logistics, human resource work, procurement and administrative work, credit, finance and accounting work. However, the responsible executives in each work section have been assigned and followed-up to execute based on working improvement and corrective guideline as determined. Moreover, the relevant parties must be adhered as practical guideline for more effective overall operation.

In 2015, the subsidiary established Risk Management Committee consisting of a director and top executive of the subsidiary who works under governance of the Audit Committee to perform determination/review/approval of framework and guideline of risk management, anti-corruption and social responsibility for preparation of sustainable development report by cooperation with Internal Audit Department and reporting to the Audit Committee and the Board for acknowledgement in each quarter along with organizing the Meeting of Overall Operation Review according to risk management system to report important risks together with the Audit Committee for at least once a year. The inter-work unit meetings both of monthly meeting and sub-meeting for follow-up to find mutual conclusion according to situation were organized so as to be rapid for timely amendment.

SHAREHOLDING STRUCTURE AND MANAGEMENT

SHAREHOLDERS

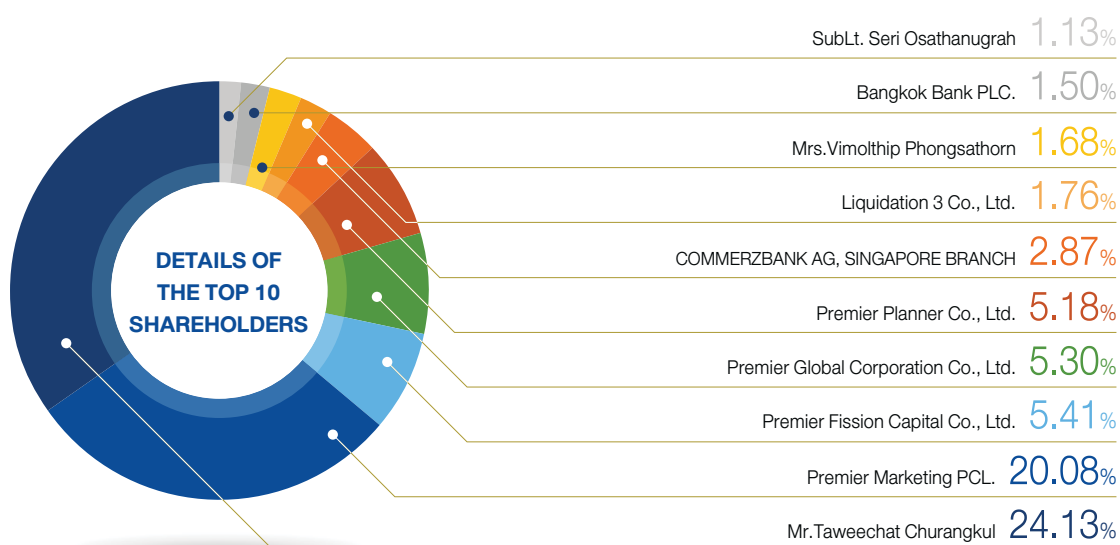


TOP 10 SHAREHOLDERS

(A) Details of the top 10 shareholders whose names are shown in the shareholders register as of 31 December 2015 are as follows:

NAME	NO. OF SHARES	SHAREHOLDING %
1. Mr.Taweechat Churangkul	193,000,000	24.13
2. Premier Marketing PCL.	160,661,707	20.08
3. Premier Fission Capital Co., Ltd.	43,318,174	5.41
4. Premier Global Corporation Co., Ltd.	42,439,226	5.30
5. Premier Planner Co., Ltd.	41,410,616	5.18
6. COMMERZBANK AG, SINGAPORE BRANCH	22,974,780	2.87
7. Liquidation 3 Co., Ltd.	14,056,022	1.76
8. Mrs.Vimolthip Phongsathorn	13,416,235	1.68
9. Bangkok Bank PLC.	11,964,495	1.50
10. SubLt. Seri Osathanugrah	9,047,871	1.13
Total	522,000,410	65.25

Remarks : * The shares held by Premier Planner Co., Ltd. are held on behalf and for the benefit of the Group 8 creditors (creditors of secured debts) according to the Company's rehabilitation plan.



- (B) The number of shares owned by minor shareholders (free float) is equivalent to 37.75 per cent.
- (C) Major shareholder groups with related persons participating in the management of the Company are as follows:

NAME	TYPE OF BUSINESS	RELATED PERSON
1. Premier Marketing Public Co., Ltd.	Distributor and distribution agent of consumer goods and food products	Mr. Vichien Phongsathorn, Mrs. Duangthip Eamrunroj, Mrs. Nangnoi Bunyasaranand and Mr. Wichai Hirunwong are common directors
2. P.M. Foods Co., Ltd.	Manufacturer and distributor of fish strip and sheet snacks	Mr. Vichien Phongsathorn and Mrs. Duangthip Eamrunroj are common directors
3. Mrs. Vimolthip Phongsathorn	-	Spouse of Mr. Vichien Phongsathorn who is a director of the Company

2) The shareholding structure of the subsidiaries that operate the core business, Premier Enterprise Public Company Limited, as of 31 December 2015 are as follows:

PREMIER INTER LEASING CO., LTD.

NAME	NUMBER OF SHARES	SHAREHOLDING %
1. Premier Capital (2000) Co., Ltd	39,999,998	100.00
2. Mr. Vichien Phongsathorn	1	0.00
3. Mrs. Vimolthip Phongsathorn	1	0.00
Total	40,000,000	100.00

PREMIER BROKERAGE CO., LTD

NAME	NUMBER OF SHARES	SHAREHOLDING %
1. Premier Capital (2000) Co., Ltd	69,994	100.00
2. Mrs. Vimolthip Phongsathorn	5	0.00
3. Mr. Vichien Phongsathorn	1	0.00
Total	70,000	100.00

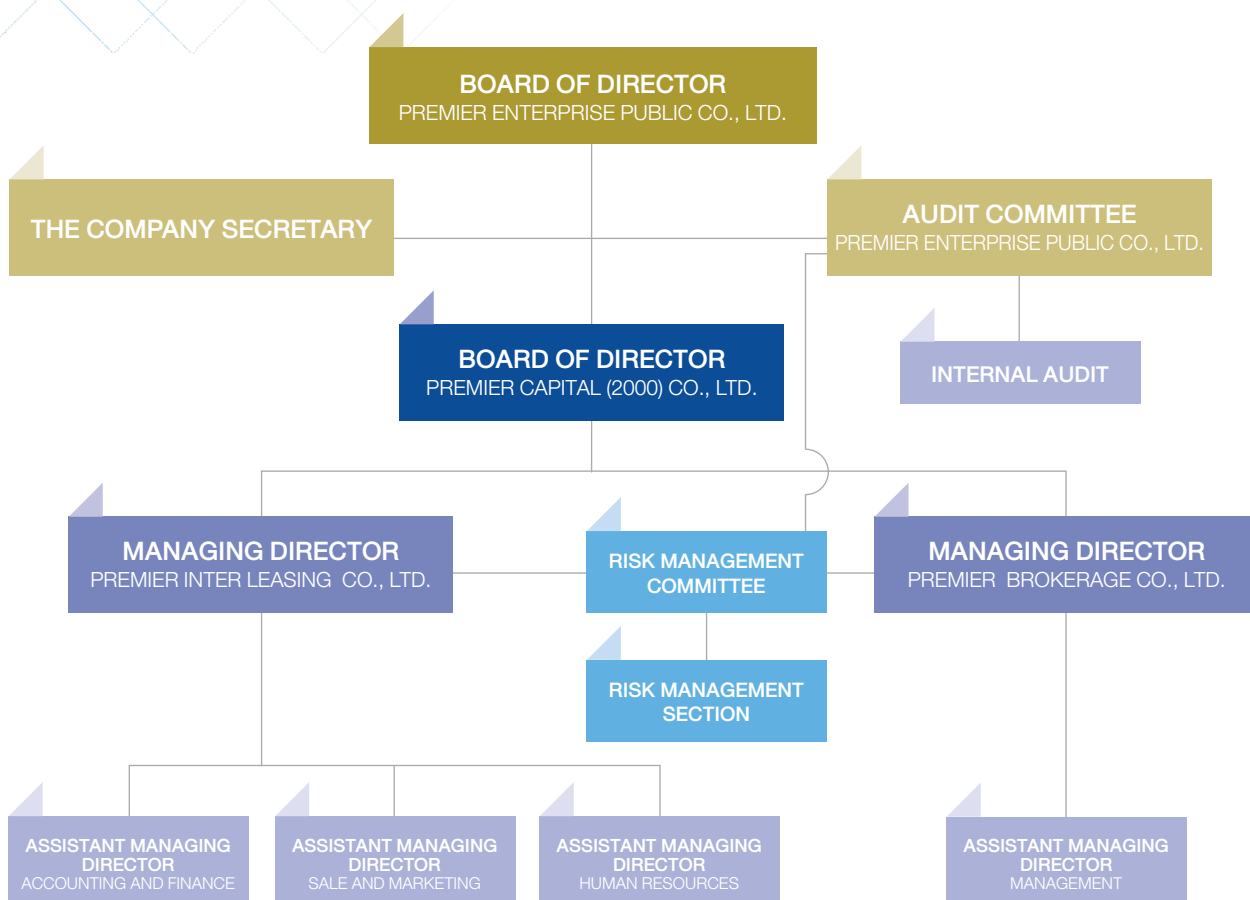
- 3) Agreement between major Shareholders
- None -

ISSUANCE OF OTHER SECURITIES

- None -

DIVIDEND PAYMENT POLICY

The Company has dividend payment policy based on its performance and cash flow. The Company's Board of Directors will propose dividend payment to shareholders' meeting for consideration on a yearly



BOARD OF DIRECTORS



As at 30 December 2015, the Board of Directors consisted of 9 directors as follows:

DIRECTOR'S NAME	POSITION	ATTENDANCE THE MEETING/TOTAL NUMBER OF MEETINGS (TIMES)			
		BOARD OF DIRECTOR	AUDIT COMMITTEE	ANNUAL GENERAL MEETING	MEETING WORKING RISK
1. Mr. Vichien Phongsathorn	Chairman	6/6	-	1/1	-
2. Mrs. Duangthip Eamrungraj	Director	5/6	-	-	-
3. Mr.Kittisak Bencharit	Director	4/6	-	1/1	-
4. Mrs. Nangnoi Bunyasaranand	Director	6/6	-	1/1	-
5. Mr. Somchai Lertsuthirasmevong	Director	5/6	-	1/1	-
6. Mrs.Walairat Pongjitt	Director	6/6	-	1/1	-
7. Mrs. Chnida Suwanjutha *	Independent Director and Chairman of Audit Committee	2/2	1/1	1/1	-
8. Mr. Wichai Hirunwong *	Independent Director and Member of Audit Committee	2/2	1/1	1/1	-

DIRECTOR'S NAME	POSITION	ATTENDANCE THE MEETING/TOTAL NUMBER OF MEETINGS (TIMES)			
		BOARD OF DIRECTOR	AUDIT COMMITTEE	ANNUAL GENERAL MEETING	MEETING WORKING RISK
9. Mr. Suchai Vatanatrakul *	Independent Director and Member of Audit Committee	2/2	1/1	1/1	-
10. Mrs.Jitwatana Jaruwattachai **	Independent Director and Chairman of Audit Committee	3/4	3/3	-	1/1
11. Mrs. Suphasri Sutanadhan **	Independent Director and Member of Audit Committee	4/4	3/3	-	1/1
12. Mr. Surapol Srangsomwong **	Independent Director and Member of Audit Committee	4/4	3/3	-	1/1

Remarks : * Directors who retired by rotation at the Annual General Meeting of Shareholder for 2015 held on 11 May 2015 and intended not to return for re-election as a Company's directors.

** Directors who were appointed the directors of the Company by resolution of the Annual General Meeting of Shareholder for 2015 held on 11 May 2015 and had attended all Board of Director's Meetings after their appointment.

*** Directors who were not attend the Board of Directors' Meeting since they had missions which were scheduled in advance.

Mrs. Duangthip Eamrunroj did not attend the Annual General Meeting of Shareholder for 2015 since she had oversea business trip which was scheduled in advance.

Mr. Teerapol Juthapornpong, The Corporate Secretary, acts as Secretary of the Board of Directors and Secretary of the Audit Committee.

AUTHORIZED DIRECTORS

Mr.Vichien Phongsathorn, Mrs.Duangthip Eamrunroj, Mr.Kittisak Bencharit, Mrs.Nangnoi Bunyasaranand, Mr.Somchai Lertsuthirasmevong and Mrs. Walairat Pongjitt, with any two of six directors signing jointly with the Company's seal affixed.

TERM OF THE BOARD OF DIRECTORS

At every Annual General Meeting of Shareholders, one-third of the directors must resign. If one-third is not a round number, the number closest thereto shall be the applicable number. 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 shareholders.

SCOPE OF RESPONSIBILITIES OF THE BOARD OF DIRECTORS

1. Administer the corporate affairs in compliance with all relevant laws and regulations, the Company's objectives and Articles of Association, including the resolutions of the shareholders' meetings, except for issues where the approval of the shareholders' meeting is required prior to implementation, such as issues that by law requires the resolution of the shareholders' meeting, related transactions, acquisition or sale of substantial assets according to the criteria of the Stock Exchange of Thailand or as determined by other government agencies, etc.

2. Consider and approve major issues such as policies, strategies, plans and budgets, organization structure, authority of the management, corporate governance policies, vision, mission and other issues as prescribed by the Stock Exchange of Thailand or by law.

3. Supervise the management to act in accordance with the approved policies, strategies, plans and budgets.

4. Appoint a qualified person who does not possess the prohibited characteristics as specified in the Public Company Limited Act B.E. 2535 (1992), including any amendments thereof, and the securities and exchange laws, as well as related notifications, rules and/or regulations, to replace a director who has vacated office by any reason other than retirement by rotation.

5. Approve the appointment of an Audit Committee, other sub-committees and Managing Director.

6. Install reliable accounting, financial reporting and financial audit systems, as well as oversee the establishment of efficient and effective internal control and internal audit systems.

7. Ensure that the Company has a comprehensive risk management system and process, with effective reporting and monitoring.

8. Report on the execution of the Board of Directors' responsibilities in the preparation of the financial statements, which is to be presented together with the report from the independent auditor in the annual report.

9. Responsible to the shareholders, both major and minor, about the Company's operations and ensure to manage based on policies and goals that will bring the most benefit to the shareholders within the framework of legal and ethical behavior, ensure operational transparency and the disclosure of sufficient and accurate information.

10. The following transactions can be undertaken only after approval from the shareholders' meeting has been granted. However, it is prescribed that in a transaction where a director or any other person may have a conflict of interest with the Company or its subsidiary (if any) the director is not eligible to vote on the transaction.

(a) Transactions that by law require the resolution of the Shareholders' Meeting.

(b) Transactions in which directors have an interest and are required by law or SET's requirements to be approved by the Shareholders' Meeting.

11. The Board of Directors may delegate one or more director(s) or any other person to carry out particular activities on behalf of the Board. However, this delegation excludes the authorization or sub-authorization of the director(s) or appointee(s) in the approval of transactions with potential conflict of interest with the Company or its subsidiary. Approval from the Shareholders' Meeting is required for related transactions and the acquisition or sales of substantial assets of the Company as stipulated by the requirement of the Capital Market Supervisory Board.

AUTHORITIES AND RESPONSIBILITIES OF CHAIRMAN

Chairman has the authority and duty to manage the affairs of the Company as assigned by the Board of Directors, which includes the following matters and businesses:

(1) Consider the policies, strategies, plans and budgets, structure of administration and scope of authorities of the Company for proposal to the Board of Directors for endorsement.

(2) Supervise and monitor the Company's operations to be in accordance with the approved policies, strategies, plans and budgets.

(3) Have the power to execute and approve all expenditures within the scope prescribed by the Company's authority manual.

(4) Perform any other duties assigned by the Board of Directors and/or the Audit Committee.

MANAGEMENT



The Company has no employees since the Company operates an investment in a subsidiary and hired Premier Fission Capital Company Limited to work in accounting & finance and other supports. The Company has delegated authority and responsibility to the Managing Director for the implementation of policies, strategies and goals of the Company.

AUTHORITIES AND RESPONSIBILITIES OF THE MANAGING DIRECTOR

The Managing Director has the authority and duty to carry out normal business practices of the Company as assigned by the Board of Directors, which includes the following transactions or activities:

1. Administer and/or manage the Company's daily activities.

2. Develop and propose policies, strategies, plans and budget, organization structure and management authority for approval by the Board of Directors.

3. Operate and manage the Company's businesses according to the approved policies, strategies, plans and budgets.

4. Approve budgeted investments of an amount not exceeding 10 Million Baht per project and approve non-budgeted investments or expenses over budget of not more than 2 Million Baht per year.

5. Develop the quality and effectiveness of the organization and personnel continuously.

6. Act as the Company's authorized person in effectively administering its businesses and affairs to achieve the intentions of its objectives, rules, policies, regulations, requirements, orders, resolution of the Shareholders' Meeting and/or resolution of the Board of Directors' meeting.

7. Monitor and maintain the corporate image.

8. Perform any other duty as assigned by the Board of Directors and/or Audit Committee.

However, the Managing Director's administrative power, including the delegation of such authority to other persons as deemed appropriate, excludes the administrative power or authorization that empowers the Managing Director or the appointee to approve any transaction in which he/she or related persons may have conflicts of interests with the Company or its subsidiary, or any other transaction not carrying out under normal business practice. The approval of such transactions must be proposed for consideration and approval from the Board of Directors' meeting and/or the shareholders' meeting as stipulated in the Articles of Association or by any relevant law.

The list of the executives of the subsidiaries that operates the core businesses: Premier Inter Leasing Co., Ltd and Premier Brokerage Co., Ltd. as at 31 December 2015 comprises 5 executives is as follows:

NAME	POSITION	COMPANY
Mr.Dej Tulayadhan	Managing Director	PIL
Mrs.Vilai Thaeethongkam	Assistant Managing Director Management	PB
Mr.Pairoch Chantasilp	Assistant Managing Director Accounting and Finance	PIL
Mr.Chayawat Putrasreni	Assistant Managing Director Sale and Marketing	PIL
Mr.Theerayuth Bhanmeechao	Assistant Managing Director Human Resources	PIL

COMPANY SECRETARY



The Board of Directors appointed Mr. Teerapol Juthapornpong as the Company Secretary as from February 19, 2013 to be responsible for the shareholders' meetings, the Board of Directors' meetings and other Committees, as well as support the implementation of corporate governance to be in accordance with the good corporate governance standard. The Corporate Secretary must have the following qualifications and responsibilities:

QUALIFICATIONS

- 1) Must possess basic knowledge of the principles of laws and regulations of regulatory agencies related to the public limited companies laws and the securities and exchange laws.
- 2) Must have knowledge and understanding of the principles of good corporate governance and the good practices in corporate governance.
- 3) Must have knowledge in the various businesses of the Company and good communication skills, which are supplementary qualifications that assist the Company Secretary in efficiently carrying out his duties.

ROLES AND RESPONSIBILITIES

The main roles and responsibilities of the Company Secretary are to support the Board of Directors regarding regulatory requirements. The specific roles and responsibilities of the Company Secretary include the following duties:

- 1) Manage the meetings of the Board of Directors and related committees appointed by the Board and the shareholders' meeting in accordance with the laws, the Company's Articles of Association, the charter of each committee, and good practices.
- 2) Inform the related executives of the resolutions and policies of the Board of Directors and shareholders and monitor the implementation through the Managing Director of such resolutions and policies.
- 3) Provide advice and preliminary recommendations to the Board of Directors and the committees appointed by the Board on statutory matters, regulatory practices and desirable practices related to corporate governance.
- 4) Ensure that the Company Secretary's unit is the center for corporate data, such as the juristic person registration certificate, Memorandum of Association, Articles of Association, shareholder's register and licenses for various types of businesses.
- 5) Supervise the disclosure of information and reports under his responsibility to the regulatory agencies in accordance with the law, regulation and policy on the disclosure of information and news of the Company.
- 6) Contact and communicate with the general shareholders to inform them of their various rights.

- 7) Provide news and information to the directors on issues related to the business operations of the Company to support them in the execution of their duties.
- 8) Arrange for advice to be provided to the newly appointed directors.

REMUNERATION OF DIRECTORS AND EXECUTIVES



The Company has a policy to remunerate the directors and executives at a level that is appropriate with consideration of the Company's performance and by comparison with companies within the same industry, as well as the appropriateness to the duties and responsibilities of each director and executive. The remuneration for the directors is in the form of annual bonus and meeting allowance while the remuneration of the executives is in the form of salary, bonus and provident fund contribution.

(1) MONETARY REMUNERATION

(A) REMUNERATION OF DIRECTOR

1) The Annual General Meeting of Shareholders for 2015 held on 11 May 2015 approved the remuneration of directors as follows:

REMUNERATION		2015
MEETING ALLOWANCE OF BOARD OF DIRECTORS		
> Chairman	(Baht/time)	19,500
> Director	(Baht/person/time)	15,000
MEETING ALLOWANCE OF AUDIT COMMITTEE		
> Chairman of Audit Committee	(Baht/time)	19,500
> Audit Committee	(Baht/person/time)	15,000
ANNUAL REMUNERATION		
> Chairman	(Baht/year)	250,000
> Chairman of Audit Committee	(Baht/year)	250,000
> Audit Committee	(Baht/person/year)	220,000
> Other Director	(Baht/person/year)	220,000
OTHER		-None-

In 2015, the Company paid the remuneration to the Board in form of meeting allowance and annual remuneration due to the amount of attendance the meeting and paid the remuneration to the Audit Committee in form of meeting allowance due to the amount of attendance the meeting as follows.

NAME	MEETING ALLOWANCE (BAHT)		DIRECTORS' PENSION (BAHT)	TOTAL REMUNERATION (BAHT)
	DIRECTOR	AUDIT COMMITTEE		
1. Mr.Vichien Phongsathorn * Chairman	-	-	-	-
2. Mrs.Duanthip Eamrunroj * Director	-	-	-	-
3. Mr.Kittisak Bancharit Director	60,000.00	-	220,000.00	280,000.00
4. Mrs.Nangnoi Bunyasaranand Director	90,000.00	-	220,000.00	310,000.00

NAME	MEETING ALLOWANCE (BAHT)		DIRECTORS' PENSION (BAHT)	TOTAL REMUNERATION (BAHT)
	DIRECTOR	AUDIT COMMITTEE		
5. Mr. Somchai Lertsuthirasmevong * Director	-	-	-	-
6. Mrs. Walairst Pongjitt * Director	-	-	-	-
7. Miss Chnida Suwanjutha ** Independent Director & Chairman of the Audit Committee	30,000.00	19,500.00	89,729.03	139,226.03
8. Mr. Suchai Vatanatrakul ** Independent Director & Member of the Audit Committee	30,000.00	15,000.00	78,958.90	123,958.90
9. Mr. Wichai Hirunwong ** Independent Director & Member of the Audit Committee	30,000.00	15,000.00	78,958.90	123,958.90
10. Mrs. Jitwatana Jaruwattachai *** Independent Director & Chairman of the Audit Committee	45,000.00	78,000.00	160,958.90	283,958.90
11. Mrs. Suphasri Sutanadhan *** Independent Director & Member of the Audit Committee	60,000.00	60,000.00	141,643.84	261,643.84
12. Mr. Surapol Srangsomwong *** Independent Director & Member of the Audit Committee	60,000.00	60,000.00	141,643.84	261,643.84
Total	405,000.00	247,500.00	1,131,890.40	1,784,390.41

Remark : * Director do not receive any Directors' remuneration.

** Directors who retired by rotation at the Annual General Meeting of Shareholder for 2015 held on 11 May 2015 and intended not to return for re-election as a Company's directors.

*** Directors who were appointed the directors of the Company by resolution of the Annual General Meeting of Shareholder for 2015 held on 11 May 2015 and had attended all Board of Director's Meetings after their appointment.

2) Subsidiaries: Premier Capital (2000) Company Limited, Premier Inter Leasing Company Limited, Premier Brokerage Company Limited and Premier LMS Company Limited

- None -

(b) Executives

1) Premier Enterprise Public Company Limited

- None -

2) Subsidiaries: Premier Capital (2000) Company Limited, Premier Inter Leasing Company Limited, Premier Brokerage Company Limited and Premier LMS Company Limited

In 2015, the Company paid remuneration in the form of salary and rewards (excluding cash incentives and return on sales which were the cost of sales) to 5 executives, totaling 10.81 Million Baht

(2) OTHER REMUNERATION (IF ANY)

1) PREMIER ENTERPRISE PUBLIC COMPANY LIMITED

- None -

2) **SUBSIDIARIES** : Premier Capital (2000) Company Limited, Premier Inter Leasing Company Limited, Premier Brokerage Company Limited and Premier LMS Company Limited

The Subsidiaries have established a provident fund for its executives and employees with the contribution of the Subsidiaries being at the percentage of the salary based on the Subsidiaries. In 2015, the Subsidiaries made contributions to the provident fund for a total of 5 executives, totaling 0.64 million Baht.

(3) EMPLOYMENT OF MANAGEMENT AND BUSINESS CONSULTANT

The Company and its subsidiaries have engaged Premier Fission Capital Company Limited (PFC), a major shareholder of the Company, to provide management and administrative support services to the Company and its subsidiaries under a management and consultancy agreement. The scope of services provided by PFC includes management and policy planning, accounting and finance support, business development and investment, system and data, human resources development and public relations.

The purpose of outsourcing the management and administrative support functions is to centralize these functions within the Premier Group of companies. The expenses are shared by group companies according to the amount of services required by each company, which helps to reduce operating costs, as the companies do not have to recruit additional personnel for the provision of fully comprehensive support services.

The Company and its subsidiaries paid management fees to PFC on a monthly basis. PE paid 125,000 Baht per month, PIL paid 400,000 Baht per month, PC2000 paid 90,000 Baht per month and PB paid 50,000 Baht per month. PFC calculated the fees based on the distribution of costs and expenses of the group companies by taking many factors into consideration, namely, the revenue, asset and number of employees of each company.

Under the terms of the agreement, the Company shall be entitled to terminate the agreement before expiration if PFC fails to perform according to the objectives of the agreement. In such case, PFC shall have no right to demand service fee payable under the remaining term of the agreement or claim for any damage. On expiration of the initial term, the agreement shall be automatically renewed for additional periods of 1 year until it is terminated. The agreement may be terminated by a written notice from either party not less than 90 days prior to the expiration of the current term of the agreement.

However, the agreement with PFC is considered a related transaction that may have conflict of interest. The Company must strictly adhere to its policy, measure and procedure for related transactions. In addition, if PFC proposes to amend the terms of the agreement or the basis for calculating the fees payable by the Company and its subsidiaries, the Company shall always present the proposed amendments to the Audit Committee for consideration and approval prior to entering into a new agreement.

HUMAN RESOURCE



The Company determined employee remuneration policies that are consistent with its operating results. The subsidiaries have a total of 311 employees. In 2015, the Company paid total remuneration of 64.11 million Baht to its employees, which included salary, overtime pay, cost of living allowance, rewards, financial support, social security contribution, provident fund contribution, and welfare etc.

NUMBER OF EMPLOYEES AND REMUNERATION IN 2015	PE	PC(2000) (SUBSIDIARY)	PIL (SUBSIDIARY)	PB (SUBSIDIARY)	PLMS (SUBSIDIARY)	TOTAL
Executives > Male (persons)	- None -	- None -	4	-	- None -	4
> Female (persons)	- None -	- None -	5	-	- None -	5
Operation and support staff						
> Male (persons)	- None -	- None -	227	3		230
> Female (persons)	- None -	- None -	65	7		72
Total (persons)	- None -	- None -	301	10	- None -	311
Employee Remuneration (Million Baht)	- None -	- None -	57.97	6.14	- None -	64.11

HUMAN RESOURCE DEVELOPMENT POLICY

The Company has a policy for the continuous support and development of its employees at all levels and has prepared a guideline for human resource development in accordance with the plans and direction of growth of the business. Each job position and each duty of each individual person will be analyzed for competency that is necessary for the successful completion of tasks in order to assist in the setting of a development plan that is in line with the obligations of the duty, as well as to develop/prepare the readiness of the employees through preparation of a career path plan/succession plan. This is so that it corresponds with the Company's vision and values that emphasize the holistic approach by focusing on creating a balance between its business, its employees and society in line with the philosophy "The Premier Business, The Premier People, The Premier Society" and the 5 core values of the Premier Group that the Company uses as a guideline in conducting its business, namely:

1. Produce products and services of quality.
2. Present innovative ideas and improve quality of life, society and the environment.
3. Conduct business in a style that fosters mutual benefit for the employees, the organization and society.
4. Integrate knowledge and abilities for collaboration in planning and building.
5. Adhere to the principles of integrity and ethics in the good Thai traditional way.

In order to prepare the readiness of human resources in response to the main policies of the Company, it is focused on the development of personnel at all levels in three main ways as follows:

1) CORE COMPETENCY

The employees have been developed and moulded in their behaviours, beliefs and attitudes in a direction that is responsive/supportive in jointly achieving the corporate values of the Company that emphasize the holistic approach by focusing on creating a balance between its business, its employees and society in line with the philosophy "The Premier Business, The Premier People, The Premier Society" and the core values of the organization.

2) MANAGERIAL COMPETENCY

Skills and talent in management are a necessity and are important tools for employees at the supervisory and command levels, as well as the management level. The Company gives importance to this and has set guidelines for development that is in accordance with the present situation and that which will occur in the future. This is in order to provide the management with good enough tools in leading the organization and working team to achieve the Company's philosophy, vision and core values.

3) FUNCTIONAL COMPETENCY

Each employee in each function will receive knowledge, skills and ability development that is consistent with the work responsibility. This is to allow them to perform their duties with maximum efficiency and to their fullest capacity in order to achieve effectiveness in working and with the same standards.

This year, the Company has started to prepare paths for career progression (career paths) in order to retain talented and good employees so that they remain with the organization and, additionally, allows the employees to progress along their own career paths. This is also to develop the knowledge and capabilities of employees at all levels to work to achieve the established goals in order to be competitive in the business.

Personnel development focused on the core values of the business in ways of Benefit-sharing among employee, business and society. Personnel management is as follows:

> **PERSONNEL COMPETENCY DEVELOPMENT** Schedule development and promotion of quality in knowledge, ability, service and safety for the employees regularly so that personnel with good qualifications and abilities in each aspect may have an opportunity to advance in their profession. In addition, emphasize on the systematic development of the 3 aspects (skill, attitude and technique) according to the human resource development plan (training roadmap), which covers and is consistent with the core competency of the organization. This is to provide the employees with specific knowledge and expertise in performing their work (technical skills) in order to be accepted and to build the confidence of the customers.

> **ADHERENCE TO THE PRINCIPLES OF INTEGRITY AND ETHICS** Promote and participate in supporting activities in the good traditional Thai way and activities that are beneficial to society and the environment, as well as abide by the anti-corruption policy.

In 2015, the Company and its Subsidiaries allocated a budget for human resource development (Soft Skills) of 1,596,820 Baht, approximately 2.32 percent of the total salary paid. The detail of training courses weres.





CORPORATE GOVERNANCE

CORPORATE GOVERNANCE POLICY



The Company's Board of Directors emphasizes good corporate governance. It believes that good corporate governance and management under the framework of good ethics, transparency, accountability and fairness to all relevant parties will help to promote the Company's stable and sustained growth and help to increase the confidence of the shareholders, investors and all related parties. Therefore, the Board of Directors has established in writing the principles of good corporate governance as guidance for the management and employees as follows:

1. Conduct business with integrity, fairness, transparency and accountability, and disclose adequate information to all relevant parties.
2. Provide appropriate and effective internal control, risk management and internal audit systems.
3. Emphasize on the rights of shareholders and treat shareholders equally with fairness to all parties.
4. Comply with the requirements of all relevant laws and regulations and business ethics in order to protect the rights of all groups of stakeholders.
5. Organize the structure, duties and responsibilities of each group of directors clearly.

The Company's good corporate governance policy adheres to the Principles of Good Corporate Governance for Listed Companies B.E. 2555 (2012) promulgated by the Stock Exchange of Thailand, which covers 5 categories of principles as follows:

CHAPTER 1: THE RIGHTS OF SHAREHOLDERS

The Company recognizes and places importance on the various basic rights of the shareholders, both as investors in securities and as owners of the Company, by defining the guidelines to encourage the exercise of shareholders' rights as follows:

1. SHAREHOLDERS' MEETING

1.1 The Board of Directors has a policy to support or encourage all groups of shareholders, including institutional investors, to attend the shareholders' meetings and exercise their rights, which covers the basic legal rights, i.e. obtain a share in the profit of the Company; buy, sell or transfer shares; obtain adequate news and information on the Company; and participate and vote in the shareholders' meetings to elect or remove directors, approve the remuneration of directors, appoint the external auditor and determine the audit fee, and make decisions on any matter that affects the Company, such as dividend payment, determination or amendment of the Articles of Association and Memorandum of Association, capital decreases or increases, and the approval of extraordinary transactions.


1.2 The Company has provided information on the date, time, venue and agenda, with rationale and explanation for each agenda item or resolution requested, in the notice of the Annual General Meeting or Extraordinary General Meeting of Shareholders or attachments to the agenda. The Company has refrained from any action that limits the opportunity of the shareholders to study the information on the Company. The details of which are as follows:

1.2.1 The Company does not undermine the rights of the shareholders to study the Company's information that must be disclosed according to various requirements and to attend the shareholders' meeting. For instance, the Company does not abruptly distribute documents containing additional important information in the meetings, add new agenda items or alter sensitive information without prior notice to the shareholders, not provide shareholders with the right to pose questions to the Board of Directors in the meeting, restrict the right to attend of shareholders who come late for the meeting etc.

1.2.2 The Company has provided information as to the date, time, venue and agenda of the meetings. Each agenda item of the shareholders' meeting is set as individual subjects and the objective and rationale of each agenda item is clearly defined. Adequate information is provided for decision-making as follows:

a. Agenda for appointment of directors

- 1) Preliminary information of the nominated person, such as title, name, age, type of director, educational background, experience, etc.
- 2) Positions held in other companies with clear details of any Company that may potentially have a conflict of interest with the Company.
- 3) Nomination criteria and procedures (in the case of appointment of a new director).
- 4) Number of years in position and performance during the period as director (in the case of reappointment of directors).

- 
- 5) Approved by the Board of Directors serving as the Nominating Committee.
 - 6) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote.
 - b. Agenda to consider the remuneration of directors
 - 1) Amount and form of remuneration by position or responsibilities of the directors.
 - 2) Directors' remuneration policy.
 - 3) Criteria and procedures for determining remuneration.
 - 4) Other benefits received as director (presently the directors do not receive any other benefit apart from meeting allowance and annual bonus).
 - 5) Approved by the Board of Directors serving as the Remuneration Committee.
 - 6) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote.
 - c. Agenda to appoint the auditor and determine the audit fee.
 - 1) Name of the auditor and the audit firm.
 - 2) Experience and competence of the auditor.
 - 3) Independence of the auditor.
 - 4) Years of service to the Company (in case of appointment of the current auditor) or reason for the change of auditor (in case of appointment of a new auditor).
 - 5) How the suitability of the audit fee together with other fees of the auditor is determined.
 - 6) Approved by the Audit Committee.
 - 7) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote.
 - d. Agenda on dividend payment
 - 1) Dividend policy.
 - 2) Actual amount to be allocated compared with the policy.
 - 3) Reason why dividend payment does not conform to the policy.
 - 4) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote.
 - e. Agenda to consider material matters of the Company, such as capital increase / decrease, amendment of regulations, business sale / dissolution / transfer / merger etc.
 - 1) Details of the matter proposed.
 - 2) Objective, reason or necessity.
 - 3) Impact on the Company and its shareholders.
 - 4) The opinion of the Board of Directors is sufficient and clear for the shareholders to cast their vote.

1.3 The Board of Directors facilitates shareholder participation and voting in meetings and refrains from any action that could limit the opportunities of the shareholders to attend the meeting. The procedures for attending and voting should not be complicated or too costly for shareholders, and the meeting location should have sufficient size and easily accessible.

1.4 The Company provides the shareholders with an opportunity to send their questions prior to the meeting date, by clearly determining the criteria for submission of questions in advance and duly informing the shareholders along with the delivery of the notice to the shareholders' meeting. In addition, the Company also disseminates the criteria for submission of questions in advance on its website. The Board of Directors has prescribed the procedure for screening the questions submitted in advance and requires that the Company to provide answers to the shareholders in advance, as well as inform the shareholders' meeting. The details of the procedure are as follows:

1.4.1 The Company provides shareholders with the opportunity to submit questions related to the meeting agenda to the Board of Directors in advance throughout the submission period. As for the general meeting of shareholders, the Board will gather the questions until 7 days before the meeting date. The Company adheres to the following guidelines:

- 1) Clearly determine the criteria for submission of questions in advance.
- 2) Inform the shareholders along with the delivery of the notice to the shareholders' meeting.
- 3) Prescribe procedures for advance submission of the questions, such as allowing the shareholders to send the questions through the Company's website, by email or by post to the Board of Directors.
- 4) Set the submission period for advance submission of the questions prior to the date of the shareholders' meeting.
- 5) Prescribe the procedure for screening the questions submitted in advance by the shareholders for consideration of the Board of Directors in answering those questions.
- 6) The Company answers the questions for the shareholders in advance of the meeting date.
- 7) The Company answers the questions for the shareholders on the day of the meeting.
- 8) The Company informs the shareholders' meeting of the questions submitted in advance by the shareholders and the answers to such questions.

1.5 The Board of Directors encourages shareholders to use proxy forms on which they can specify their votes and proposes as an option at least 1 independent director for shareholders to appoint as their proxy.

Shareholders can download proxy through the Company's website and it also requires the Company to provide a stamp duty to shareholders. Moreover, the shareholders have rights to attend the meeting after the Chairman opened the meeting and vote on the remaining agenda which is still under consideration and no vote and to be counted the attendance since that agenda except the shareholders would have seen otherwise.

2. PROCEDURES ON THE SHAREHOLDERS' MEETING DATE

2.1 The Board of Directors encourages the use of technology with the Shareholders' Meetings, including registration of the attending shareholders and vote counting and reporting, so that the meeting can be conducted quickly, accurately and precisely.

2.2 Directors' Attendance at Shareholders' Meetings

2.2.1 All directors should attend the shareholders' meetings.

2.2.2 In the case where not all the directors can attend, at least the following persons must attend the shareholders' meetings:

- 1) Chairman
- 2) Managing Director
- 3) Chairman of the Audit Committee

2.2.3 The shareholders are presented with the opportunity to pose questions to the chairpersons of the various committees on matters in which they are involved.

2.3 In the Shareholders' Meeting, voting is made separately for each item in the case of several items in an agenda, such as the election of directors.

2.4 The Company has in place a process for vote counting, storage of voting papers for every agenda item and full video recording of the meetings, which is disclosed on the Company's website. The meeting and vote counting for every agenda item are conducted with transparency and accountability.

2.5 The Chairman has allocated adequate time for discussion and encourages the shareholders to express opinions and pose questions related to the Company to the meeting.

3. PREPARATION AND DISCLOSURE OF THE MINUTES OF THE SHAREHOLDERS' MEETINGS

3.1 The minutes of Shareholders' Meetings records the explanation of the voting and vote counting procedures used to the meeting prior to commencement of the meeting, as well as the opportunity provided for the shareholders to raise issues and questions. It also records the questions and answers, the voting results for each agenda item of the number of shareholders approving, dissenting and abstaining, and the list of directors who attended or missed the meetings.

3.2 The Company discloses to the public the voting results and the minutes of the meeting on its website. The details of the practice are as follows:

- 3.2.1 Disclose the resolutions of the meeting separated into approving, dissenting or abstaining votes on the next working day.
- 3.2.2 Disseminate the minutes of the meeting within 14 days from the shareholders' meetings to serve as a channel for shareholders to express an opinion without having to wait for the next meeting.
- 3.2.3 Post the videos of the shareholders' meeting on the Company's website.

4. THE COMPANY PROVIDES MORE CARE TO THE SHAREHOLDERS THAN THEIR LEGAL RIGHTS BY PROVIDING CURRENT IMPORTANT INFORMATION ON ITS WEBSITE.

For the annual general meeting of shareholders for the year 2015, the Company hosted the meeting twice. On 22 April 2015 at 10.00 hours, the first meeting was hosted at Meeting Room No. 501, 5th Floor Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok. However, only 61 shareholders or 32.6301 percent attended in person or by proxy, which is less than one-third of the total number of subscribed shares. The number of shareholders did not constitute a quorum and the meeting could not be executed. The Board of Directors resolved to call another meeting on 11 May 2015, at Meeting Room No. 501, 5th Floor Premier Corporate Park, No.1, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok, totaling 74 shareholders holding in aggregate 32.4347 per cent of the total number of subscribed shares. All 8 of the Company's directors joined the meeting, comprising the Chairman, Chairman of the Audit Committee, Managing Director and 5 other directors. In addition, the Company's senior executives, Corporate Secretary and external auditor also joined the meeting.

The Company assigned the Thailand Securities Depository Company Limited which is the share registrar of the Company, to send the notice of the meeting together with the rules and procedures for attending the meeting and all relevant supporting information of the various agendas, which included adequate and clear opinions from the directors for each agenda item, to inform the shareholders prior to the meeting date. Such information in both Thai and English were also posted not less than 30 days prior to the meeting date on the Company's website; www.pe.premier.co.th, so as to allow the shareholders time to review the information in advance of the

date of the meeting. The minutes of the meeting was prepared and filed with the Stock Exchange of Thailand and disseminated on the Company's website within 14 days from the date of the meeting for the shareholders to review.

In 2015, the Company was assessed for the management quality of its Annual General Shareholders' Meeting under the Annual General Shareholders Meeting (AGM) Assessment project organized by the Thai Investors Association together with the Office of the Securities and Exchange Commission and the Thai Listed Companies Association. The criteria used in the assessment covers the various steps in arranging the shareholders' meeting before the meeting day, on the meeting day and after the meeting day. The Company received an "Excellent" rating.

The criteria that the Company was not able to put into practices according to the 2015 CGR in Chapter 1: The Rights of Shareholders are as follows:

1. The Company had not present about the vote-counting auditor in the shareholders meeting report since in providing independent individual to be the canvasser or to verify the vote results is not the method to prevent corruption in casting a vote. The Company has completely provided the method in counting, storing vote documents and recording of the meeting as well as disclosed on the Company's website. Thus the proceeding of the meeting and vote counting is transparent and accountability.

2. The Board of Director hold total shares of more that 25% of the issued shares of the Company as the Company has no rights or involved in trading or holding shares of shareholders.

CHAPTER 2: THE EQUITABLE TREATMENT OF SHAREHOLDERS

The Board of Directors supervises and protects the fundamental rights of all shareholders whether major shareholders, minority shareholders, institutional investors or foreign investors equally, including the process that facilitate the shareholders to attend the meeting without too much hassle, shareholders are protected from acts of exploiting and controlling shareholder. The measures of protection directors, management and employees from using the inside information for the benefit of the whole, including directors and management have to disclose information regarding their interests and their related parties.

The Company has established guidelines for the equitable treatment of shareholders as follows:

1. RELEASE OF INFORMATION PRIOR TO THE SHAREHOLDERS' MEETING

1.1 The Company informs the Stock Exchange of Thailand of the meeting schedule together with the agenda and opinions of the Board of Directors and disseminated this information on the Company's website. The details of the procedures are as follows:

- 1.1.1 The Company provides an opportunity for the shareholders to review the supporting information of the meeting on its website at least 30 days prior to the date of the shareholders' meeting.
- 1.1.2 The supporting information of the meeting posted on the Company's website contains the same information that the Company will send to the shareholders in the form of hard copy documents.
- 1.1.3 The Company sends the notice of the meeting and the supporting documents to the shareholders for more days in advance than that stipulated by law (at least 30 days prior to the meeting date).

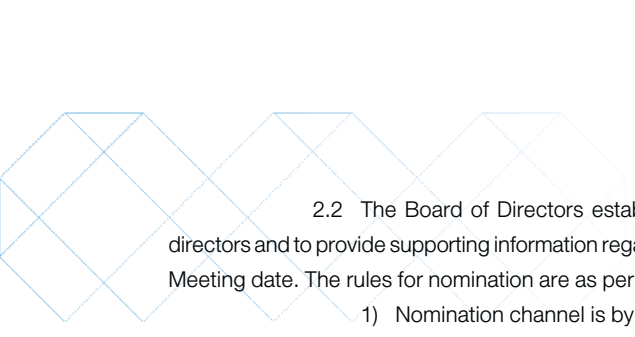
1.2 The Company informs the shareholders of the various meeting rules and procedures for voting, including the voting rights attached to each class of shares, both in the notice of the meeting and at the shareholders' meeting.

1.3 The above notice of the shareholders' meeting is fully translated into English and disseminated at the same time as the Thai version.

2. PROTECTION OF THE RIGHTS OF MINORITY SHAREHOLDERS

2.1 The Board of Directors has clearly pre-determined the criteria for minority shareholders to propose additional agenda items in advance of the Shareholders' Meeting date. In order to demonstrate fairness and transparency in considering whether the agenda items proposed by the minority shareholders should be included, the Company has the following criteria:

- 1) All shareholders have the right to propose agenda items.
- 2) Details of the supporting information for consideration.
- 3) Criteria to determine inclusion/non-inclusion of the matter proposed as an agenda item.
- 4) Channels through which to propose agenda items, such send a letter to the Board of Directors that may be sent in advance through the Company's website, by email etc.
- 5) Nomination period is from 1 January to 31 December of every year
- 6) The Board of Director informs the shareholders via the Company's website of the criteria for proposing agenda items.
- 7) There is a screening process of the matters proposed by the shareholders for consideration by the Board of Directors in the Board meeting.
- 8) Inform the shareholders of the Board of Directors' decision together with the reasoning by informing the shareholder who proposed the agenda item and informing the shareholders' meeting.



2.2 The Board of Directors established procedures for minority shareholders to nominate candidates to serve as directors and to provide supporting information regarding the candidates' qualifications and their consent in advance of the Shareholders' Meeting date. The rules for nomination are as per the following topics:

- 1) Nomination channel is by submitting a letter to the Board of Directors.
- 2) Nomination period is from 1 January to 31 December of every year.
- 3) Supporting information for consideration, such as detailed information on the qualifications of the proposed candidates, the candidates' letters of consent, etc.
- 4) The Board of Directors informs the shareholders of the rules for nomination candidates through the dissemination channels of the Stock Exchange of Thailand and through the Company's website.
- 5) The Board of Directors considers the qualifications of the candidates proposed by the minority shareholders according to the criteria set by the Company.
- 6) The Corporate Secretary informs the shareholders who proposed candidates of the Board of Directors' decision and its reasoning and the Chairman informs the shareholders' meeting.

2.3 Shareholders in a management position may not add an agenda item without prior notice unless necessary, especially important agenda items that the shareholders require time to review before making a decision.

2.4 The Board of Directors provides the opportunity for the shareholders to exercise their rights to elect directors individually.

3. PROTECTION AGAINST ABUSE OF INSIDE INFORMATION

3.1 The Board of Directors has established in writing the policy for safe-guarding and prevention of use of inside information and has communicated them to everyone in the Company for compliance, together with the rules for trading the Company's shares for the directors, executives and employees with knowledge of inside information to use as a guideline.

3.2 All directors and executives who have a duty by law to report on their securities holding of the Company are required to regularly send such report to the Board of Directors and this information must be disclosed in the Company's annual report.

4. CONFLICTS OF INTEREST OF DIRECTORS

4.1 The Board of Directors has a policy for the directors and executives to report any conflict of interest regarding each agenda item prior to consideration and that such conflict must be recorded in the minutes of the Board of Directors' meeting as follows:

- 1) The Board of Directors has set the guideline for the directors and executives to disclose their interests and those of their related persons to the Board so that it can make a decision for the benefit of the Company as a whole.
- 2) This guideline is consistent with the nature of the business and the regulations of the relevant authorities, such as the Bank of Thailand, the Securities and Exchange Commission, the Stock Exchange of Thailand, etc.
- 3) The Corporate Secretary has been assigned as the recipient for information on any interest of the directors, executives and their related persons.
- 4) The Corporate Secretary has the duty to report any interest of the directors and executives, together with related persons to the Board of Directors, especially when the Board has to consider any transaction between the Company and the director or executive who have an interest or is connected.

4.2 The Board of Directors supervises that directors with material interest in a manner that may impede the said directors from providing an independent opinion shall not participate in the meeting to consider the agenda item in which he has an interest.

At the 2015 Annual General Meeting of Shareholders, there were no changes in the order of the agenda items and no agenda item was added. The meeting was not requested to consider matters other than those specified in the notice of the meeting.

Moreover, directors and executives have reported their shareholdings in the Company of their spouses and minor children to the Board of Directors or the person who was assigned by the Board of Directors including the disclosure of the Board of Directors and the Annual Report.

The criteria that the Company was not able to put into practices according to the 2015 CGR in Chapter 2: The Equitable Treatment of Shareholders are as follows:

1. The Company did not specify the election of directors by Cumulative Voting because the Company has completed the process of recruiting qualified management and recognizes the rights of the minority anyway.
2. The Company does not set policy for directors and executive management to inform the committee about the stock trading at least one day prior to trading. The Company has regulations regarding the use of inside information that the board and management must not trade or transfer of the securities of the Company during

the one month period prior to the disclosure of financial statements, and within three days after the disclosure of financial statements.

CHAPTER 3: THE ROLE OF STAKEHOLDERS

The Company believes that the private sector is a significant factor of the economic and social of the country and the Company is deemed responsible for taking care of the survival and the sustainability of the social. Therefore, the Company and its subsidiary adhere to their intention to operate business by recognizing the significant of all stakeholders under the Premier Group's business philosophy of "The Premier Business, The Premier People, The Premier Society" The Company believes that maintaining a balance between business, employees and society will encourage the growth of the Company, society and environment at the same time strongly and sustainably.

The Company has established guidelines on the role of stakeholders as follows:

1. SETTING POLICIES AFFECTING STAKEHOLDERS

1.1 The Board of Directors has set the policy and practice on the treatment of each stakeholder group together with implementation measures that are in effect. The policy has been announced and there are measures related to fair treatment that ensures that the Company and its value chain are responsible for the stakeholders as follows:

1) SHAREHOLDERS

Perform duties with integrity, transparency and for the benefit of the Company and its shareholders; manage the Company's operations cautiously and carefully in order to prevent any damages to the shareholders; refrain from seeking personal gains for oneself or related persons by exploiting any non-public information of the Company; and refrain from any action that might cause conflicts of interest with the Company, including the divulgence of any confidential information of the Company to outsiders, especially its competitors.

2) EMPLOYEES

The Company recognizes the importance of its employees as valuable assets and has treated all employees equally and fairly based on human rights principles without discrimination of skin color, race, sex or religion and without the use of child or illegal labor. The Company has compensation and remuneration policies that are based on the principles of fairness, which are appropriate for the job description, responsibilities and competency of each employee and are comparable with other companies within the same industry. The Company also has a policy for the continuous development and promotion of knowledge and competency for the employees to develop their skills and abilities for career advancement.

As for welfare policy, the Company provides additional benefits from the law for employees such as provident fund as a tool of motivating employee performance and retain personnel with the Company in the long run to look for savings regularly to secure for life after retirement, Savings cooperatives as a tool of saving and capital resources in emergency case, group life insurance, group accident insurance, annual health check-up, in-house medical clinic, library, sport club, shuttle bus service and financial support for employees on various occasions.

The Company has set a safety policy and set up a committee to oversee that safety, bio-sanitation, and the work environment are in accordance with the laws and international standards and to closely monitor performance. Knowledge and training on safety, bio-sanitation, and the work environment are provided to the employees and related persons along with promotion of all employees' awareness towards the importance of safety and to seriously comply. There is regular testing of the office building's safety system and annual fire drills, as well as illumination and noise intensity measurements.

3) CUSTOMERS

The Company has set a policy to meet customer satisfaction by offering quality products of standard that are safe to fulfill the needs of the customers. Complete and accurate information about the products and services are disclosed without distortion of facts, as well as provision of information that is accurate, adequate, and beneficial to the customers. It also has a product recall process in case any quality defect is found.

4) TRADE PARTNERS AND CREDITORS

The Company selects its trade partners impartially and conducts mutual business fairly without exploitation, respects and abides by the terms of the agreement, and does not solicit, accept or give any undue benefit in dealing with trade partners or creditors. In the case that there should be any information regarding the bestowment of any undue benefits, the Company will consult with the trade partners or creditors to mutually resolve the matter quickly and with fairness to all parties.

5) COMPETITORS

The Company conducts its business ethically and transparently with fair competition with its competitors, competes under the rules of fair business competition, refrains from seeking confidential information of the business competitors through dishonest or improper means, and refrains from discrediting competitors through slandering or take any action without the truth and unjustifiably.



6) COMMUNITIES/SOCIETY

The Company has set the rules for the treatment of communities and society in its Code of Conduct for use as a guideline for practice by all employees as follows:

- 1) Support activities that are beneficial to the communities and society as a whole and build a good relationship with the communities in which the Company's place of business is located.
- 2) Comply or ensure compliance with relevant laws and regulations.
- 3) Refrain from supporting or participating in transactions with any persons that are detrimental to the communities and society.
- 4) Pay attention to and be responsible for rectifying any danger that society is apprehensive of that may have been caused by the Company's products/services or business operation.
- 5) Participate in the improvement of quality of life, build a harmonious society, develop virtue and morality, preserve good traditions, and instill a strong sense of social responsibility and volunteerism among the employees.

7) ENVIRONMENT

- 1) Refrain from any action that may damage the natural resources and the environment.
- 2) Comply or ensure compliance with laws and regulations related to the environment.
- 3) Refrain from supporting or participating in transactions with outside persons that threaten the environment as a whole.
- 4) Encourage the efficient use of resources and set policies on conservation of energy and other resources through the adoption of energy-efficient technologies for use in the Company.
- 5) Encourage educating employees on environmental issues including activities related to the environment with the staff by defines as policies and practices to be aware of.

1.2 The Board of Directors has assigned the Corporate Secretary as the recipient of complaints and to handle the complaints filed by the stakeholders. The reporting procedures and channels have been disclosed on the website and in the annual report of the Company.

1.3 Have in place mechanisms for whistle-blower protection and compensation measures in the case that stakeholders receive any damage from the Company's violation of their legal rights.

2. DISCLOSURE OF COMPLIANCE TO THE POLICIES AND PREPARATION OF THE SUSTAINABILITY REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR REPORT)

2.1 The Company discloses various activities that demonstrate the implementation of the policies mentioned above and also discloses the mechanisms to encourage the participation of employees in compliance with the aforementioned policies.

2.2 The Board of Directors ensures that the Company prepares a sustainability report on corporate social responsibility as a separate report from the annual report and disseminates through the Company's website www.pe.premier.co.th

3. THE COMPANY HAS POLICIES AND PRACTICES IN ANTI-CORRUPTION, as well as supports activities that promotes and instills all employees to comply with the relevant laws and regulations.

4. THE COMPANY HAS SET POLICIES ON INTELLECTUAL PROPERTY for which employees are prohibited from infringement of the intellectual property rights of others, disregarding whether domestic or foreign, and are prohibited from bringing pirated software for use in the Company. The Company has anti-corruption policies and prohibits bribery for business gain by the Company. The Company has informed all employees of these policies to which they have complied with all along. In addition, the Company has signed the declaration of intent to join the Private Sector Collective Action Coalition against Corruption.

In 2015 the Company has no significant disputes with stakeholders. In addition, the Company has complied with all laws and regulations related to the rights of stakeholders has been well taken care of such as

1. In the Shareholders' Meeting, the Company gives rights to all shareholders to suggest any comments about the Company's business as the Company's owner through the independent directors in advance. All comments will be gathered to the Board of Directors for consideration. In 2015, the shareholders did not have any comments in advance.
2. In 2015, the Company allows employees to determine their contribution rate on the provident fund in accordance with the working period and income in order to provide opportunities for employees for saving, especially at the operational level. In addition, the Company has revised the contribution rate on provident fund for employees who have high working period to provide a source of savings and guarantee the livelihood of employees after retirement.
3. The Company had no cases of violation of labor and employment laws, consumer competition, environment and No cases of misconduct in violation of the other intellectual property, fraud or offending business ethics. The Company had a record of accident or absence or illness is zero.

4. The Company prepares a Sustainability Report on corporate social responsibility as a separate report from the annual report by using concept of the Stock Exchange of Thailand's corporate social responsibility under the vision, mission and philosophy of Premier Group of Companies, which is "The Premier Business, The Premier People, The Premier Society" and disclosed through the Company's website, www.pe.premier.co.th
5. The Company is preparing to renew the member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) which the company was certified since 4 April 2014. Due to the major business by holding shares in other companies (Holding Company), the company has put forward the anti-corruption policy to the subsidiary: Datapro Computer Systems Company Limited. The subsidiary is currently in the process of preparing its own anti-corruption policy, including add the conditions about anti-corruption in business documents, training to educate employees about policies and practices against corruption to promote honesty and responsibility

On 7 October 2015, The Company has evaluated the Sustainable Development on Anti-Corruption Progress Indicator at Level 5 "Extended", which is the highest level, to shows that the policy covers business partner, consultant or intermediary agencies. The action pushed the partners in the business chain, policies and practices are not involved in corruption, from Thaipat Institution and the Securities and Exchange Commission (SEC), which depend on international standards for a listed company and registered company.

The Company and its Subsidiaries assigned to the Director, Executives and employees to participant the training course in order to increase knowledge about corruption according to the Company's policy and strategy as follows:

PROGRAM	PARTICIPANTS / POSITION	HOURS
Anti-Corruption: The Practical Guide	1. Mr. Therrayuth Bhanmeechao 2. Miss Janjira Jaikla	16 Hours

CHAPTER 4: DISCLOSURE AND TRANSPARENCY

The Board of Directors recognizes the importance of disclosure of information, both financial and non-financial, that is accurate, complete and transparent as stipulated by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as other material information that may affect the price of the Company's securities that influences the decision-making process of its investors and stakeholders. Information on the Company is disseminated to the shareholders, investors and general public through the channels of the SET and the Company's website in Thai and English, which is constantly updated.

The Company has set guidelines on the disclosure and transparency of information as follows:

1. DISCLOSURE OF INFORMATION

1.1 The Board of Directors has mechanisms to ensure that the information disclosed to the investors is accurate, not misleading and adequate for their decision-making as follows:

- 1.1.1 The disclosure the Company's material information, both financial and non-financial, is accurate, complete, timely, transparency and in accordance with the criteria stipulated by the SEC and the SET.
- 1.1.2 The effectiveness of the disclosure process is evaluated regularly.

1.2 The Board of Directors provides a summary of the corporate governance policy, code of conduct, risk management policy and corporate social responsibility policy as approved by the Board and the steps in implementing such policies, including cases of non-compliance along with the reasons, through various channels, such as the Company's annual report and website.

1.3 The Board of Directors has arranged for the Report of the Board of Directors' Responsibilities for Financial Statements to be presented together with the report of the independent auditor in the annual report. The report covers the following subjects:

- 1) Compliance with generally accepted accounting principles that is suitable for the business and use of appropriate accounting policies that are consistently adopted.
- 2) The financial reports contain information that is accurate, complete and factual in accordance with accounting standards.
- 3) The Report of the Board of Directors' Responsibilities for Financial Statements is signed by the Chairman and the Managing Director.

1.4 The Board of Directors encourages the Company to prepare a Management Discussion and Analysis (MD&A) to supplement the disclosure of each quarterly financial statement. This is done in order for investors to be informed of the information and to understand the changes that occurred to the financial position and results of operations, the significant changes in the Company, including factors and events that affect the financial position or results of operations, and not just be presented with only the figures in the financial statements.

1.5 The Board of Directors stipulates that the audit and other fees of the auditor be disclosed in the Company's annual report.

1.6 The Board of Directors stipulates that the following information be disclosed in the annual report:

- 1) Roles, duties and opinions from their work performance in the previous year of the Board of Directors.
- 2) Roles, duties and opinions from their work performance in the previous year of the committees.
- 3) Number of meetings held and attendance record of each director in the previous year.
- 4) Record of training and ongoing professional education of the directors.

1.7 The Board of Directors discloses the policy for remuneration of directors, self-assessment of the board as a whole and individual and self-assessment of the Chief Executive. The remuneration policy for directors and senior management that corresponds with the duties and responsibilities of each person, including the forms and manner of remuneration, the remuneration amount and the amount of payment received by each director as a director of the Company's subsidiary.

2. MINIMUM INFORMATION DISCLOSED ON THE COMPANY'S WEBSITE

2.1 In addition to disclosing information as specified by the regulations through the SET, annual statements (Form 56-1), and annual report, the Board of Directors deems it appropriate to regularly disclose information that is up-to-date both in Thai and English through other channels, such as the Company's website. The minimum information on the Company's website should at least comprise the following and must be regularly updated:

- (1) Vision and mission of the Company;
- (2) Nature of business of the Company;
- (3) Organization chart and list of members of the Board of Directors and management team;
- (4) Qualification and experience of the Corporate Secretary;
- (5) Financial statements and reports on the financial position and results of operations for both the current and prior year.
- (6) Downloadable annual statements (Form 56-1), and annual report;
- (7) Information or other materials provided in briefings to analysts, fund managers and the media;
- (8) Direct and indirect shareholding structure;
- (9) Group corporate structure, detailing the subsidiary, affiliates, joint ventures and special purpose enterprises/ vehicles (SPEs/SPVs);
- (10) Direct and indirect shareholding of beneficial owners holding 5% or more of the total paid-up shares with voting rights;
- (11) Direct and indirect shareholdings of major and/or substantial shareholders, directors, and senior management;
- (12) Notice of the annual general meeting and extraordinary general meetings;
- (13) Articles of Association, Memorandum of Association and shareholders' agreement (if any);
- (14) Policy and practices according to the principles of good corporate governance of the Company;
- (15) Risk management policy and its implementation;
- (16) or responsibilities, qualifications and term of office of the Board of Directors, including the types of decisions requiring Board approval;
- (17) Charter or responsibilities, qualifications and term of office of the committees;
- (18) Code of conduct of the Company's employees and directors;
- (19) Code of conduct of the investor relations officer;
- (20) News of the Company and its subsidiary;
- (21) Contact details of the unit or officer responsible for investor relations (e.g. name of contact person who can provide information and telephone number);
- (22) Annual investor relations plan.

In 2015, the Company presented its operational results, both financial and non-financial information, to the shareholders, retail investors, institutional investors, analysts and other stakeholders through various channels. In addition, the Company regularly replied to email: ircontact@premier-pe.co.th, telephone 02-301-1550 and Fax 02-398-1188 queries and evenly.

The criteria that the Company was not able to put into practices according to the 2015 CGR in Chapter 4: Disclosure and Transparency are as follows:

1. Meeting with analysts: This year the company is not ready to organize a meeting with analysts / investors or Opportunity Day.
2. The Company does not represent the indicator of non-financial performance such as market share, the level of customer satisfaction etc. Since the information should not be disclosed because it is inside information. For measuring the level of customer satisfaction, the company will follow later.
3. There are no press conference/preparation newsletter presents the financial position of the Company because the Company has to disclose important information and financial information in its Annual Statement (Form 56-1), Annual Report, Sustainability Development Report, the report of Annual General Meeting of the Shareholders and on the Company's website correctly. And the Company is ready to provide the information to the press

CHAPTER 5: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors is responsible for overseeing the work of the management to ensure compliance with policies, strategies, plans and budgets, as well as its responsibilities toward the Company and its shareholders.

The Company has set the guidelines regarding the responsibilities of the Board of Directors as follows:

1. STRUCTURE OF THE BOARD OF DIRECTORS

1.1 The Board of Directors has prescribed that the structure of Board should consist of directors with various qualifications in terms of skills, experience, expertise that is beneficial to the Company and gender. There should be at least one non-executive director having prior working experience in the business or major industry in which the Company is operating.

1.2 The Board of Directors ensures that the Board's diversity policy and the number of years each director has served as a director of the Company are disclosed in the annual report and on the Company's website.

1.2.1 Disclose the procedures for selection of directors that is formal and transparent and the number of years each director has served as a director of the Company are disclosed in the annual report and on the Company's website.

1.2.2 Disclose the name, history, qualifications, experience and shareholding in the Company of the directors in order to show that the Board has the knowledge, skills, characteristics and experience that are useful to the Company in the annual report and on the Company's website.

1.2.3 Disclose clearly in the annual report the directors representing the shareholders / non-executive directors / independent directors / executive directors.

1.3 The Board of Directors is appropriately sized and is composed of persons with sufficient knowledge, experience and skills to perform their duties efficiently. The Board is composed of at least 5 but not more than 12 directors.

1.4 The Board of Directors consists of independent directors who can independently comment on the performance of the management in the number prescribed in the notification of the Securities and Exchange Commission (SEC).

1.5 The proportion of directors is in accordance with the director nomination process, which is mainly based on the criteria of knowledge, competency and suitability of the person to be appointed as a director rather than on the criteria on proportion of investments.

1.6 The Company takes into account the benefits to corporate management according to the director nomination process set by the Company rather than the number or proportion of independent directors.

1.7 The Board of Directors has determined the tenure of each term of office but has not set the limit on the number of consecutive terms in office.

1.8 The Board of Directors considers the qualifications of the person to be appointed as an "independent director" to ensure that the independent directors of the Company are truly independent and are appropriate for the specific nature of the Company. Their independence must at least be in accordance with the criteria set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

1.9 The continuous tenure of the independent director will be beneficial to the corporate management and business operations of the Company. In addition, the search for a competent person to serve as independent directors cannot be implemented immediately.

1.10 The Chairman of the Board and the Managing Director have different roles and responsibilities. The Board has clearly defined the roles and responsibilities of the Chairman and the Managing Director and has recruited different persons to hold the positions of Chairman and Managing Director so that neither person has unlimited power.

1.11 The Board of Directors respects the judgment of the Managing Director and senior executives of the Company not to serve as a director of other companies with the same business as or in competition with the business of the Company or are contrary to the interests of the Company.

1.12 The Company has appointed a Corporate Secretary to be responsible for advising on laws and regulations of relevance to the Board of Directors and for overseeing the activities of the Board, including coordinating the compliance with the Board's resolutions.

The Board of Directors has determined the qualifications and experience of the appropriate Corporate Secretary who will perform the duty as the secretary of the Company. The qualifications and experience of the Corporate Secretary are disclosed in the annual report and on the website of the Company.

1.13 The Corporate Secretary has received training and continuous development in legal, accountancy, or company secretarial practices. The Company determines the qualifications and appoints a person as the Corporate Secretary by taking into consideration of mainly his knowledge, capability and work experience, disregarding whether such person is a permanent employee of the Company or not.

2. COMMITTEES

2.1 The Board of Directors have appointed an Audit Committee in accordance with the requirement of the Stock Exchange of Thailand with a term of office of 3 year to perform specific duties and to propose matters for consideration or acknowledgement by the Board. The Audit Committee has rights and duties as set out in the Scope of Responsibilities of the Audit Committee and has qualifications according to the criteria prescribed by the SEC.

2.2 The Board of Directors appointed a Remuneration Committee and a Nomination Committee. The entire Board, except for directors with conflicts of interest, will consider the criteria for and form of remuneration to the directors and present its opinion to the Board, which the Board must propose to the Shareholders' Meeting for approval. The Board will also consider the criteria and process for nomination of persons with appropriate qualifications to serve as directors, as well as select persons according to the determined nomination process and present its recommendation to the Board, which will propose to the shareholders' meeting to appoint as directors.

3. ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

3.1 The Board of Directors' duties and responsibilities should include the following matters:

- 1) The Board of Directors have authorized to approve about the Company according to the duties imposed by law, articles of association, charter of the board and the resolution of the shareholders' meeting, including the consideration and approval of the key matters on the Company's operations such as the vision, mission, strategy, financial targets, risks, budget plan, corporate governance policy, anti-corruption policy including review and approval in the line with the Company's situation.
- 2) Monitor and ensure efficient and effective implementation by the management of approved policies, strategies and plans.
- 3) Internal control and risk management, including the process for receiving and handling complaints.
- 4) Ensure long-term business continuity, including employee development plan and succession plan.

3.2 The Board of Directors has determined in writing a corporate governance policy for the Company as follows:

- 1) The Board of Directors has determined and approved a written corporate governance policy.
- 2) Communicate to everyone in the organization for their understanding.
- 3) Have method to encourage everyone in the organization to comply with the corporate governance policy.
- 4) Assess compliance to the corporate governance policy and review the policy at least annually.

3.3 The Board of Director promotes the preparation of a written code of conduct so all directors, executives and employees will understand the ethical standards the Company uses in its business operations and seriously monitors compliance with the code.

3.4 The Board of Directors considers any conflict of interests thoroughly. There should be clear guidelines on the approval of transactions with possible conflicts of interest, which is chiefly for the best interests of the Company and all its shareholders. Persons with vested interests should not participate in the decision-making process. The Board should also monitor compliance with regulations regarding the procedures for and disclosure of information on transactions that may have conflicts of interest to ensure accuracy and completeness.

3.5 The Board of Directors ensures that internal control systems for financial reporting and compliance with regulations and policies are in place. The Board has assigned a person or a department that is independent to audit such systems and to review the main systems at least annually, as well as disclose the review results in the annual report.

3.6 The Board of Directors has established a risk management policy covering the whole Company and has assigned the management to implement the policy and regularly report to the Board. The risk management system is review or the effectiveness of risk management is assessed at least once a year with the results disclosed in the annual report, and whenever, there is a change in risk level, which includes focusing on early warning signs and unusual transactions.

3.7 The Board of Directors or Audit Committee should provide its opinion on the adequacy of the Company's internal controls and risk management systems in the annual report.

3.8 The Board of Directors has set clear procedures for whistle-blowers or stakeholders through its website or directly to the Company or report directly to the Company. The Board of Directors has assigned the Corporate Secretary as the recipient and handler of complaints from the stakeholders. The procedures and channels for filing complaints are disclosed on the Company's website and annual report. The Company has mechanisms for whistle-blower protection and compensation measures in the case stakeholders receive damages from the Company's violation of their legal rights.

3.9 The Board of Directors has mechanisms for governing its subsidiary in order to protect the benefits from its investment. The Board of Directors is responsible for determining the suitability of persons to be appointed as directors of the subsidiary companies in order to ensure that its management complies with the policies of the Company and that various transactions are executed correctly according to securities and exchange laws and notifications of the SET.

4. BOARD OF DIRECTORS' MEETINGS

4.1 The Company sets the schedules and agendas of the Board of Directors' meeting in advance and notifies each director of the schedule so that all directors can manage time to attend the meetings.

4.2 The number of Board of Directors' meetings should correspond with the duties and responsibilities of the Board and the nature of business of the Company. In the case the meetings are not held monthly, the Company will report operating results to the Board for the months in which there was no meeting so that they can control and direct the management operations continuously and timely.

4.3 The Chairman of the Board and the Managing Director jointly selects matters for inclusion in the agenda of the Board of Directors' meeting and ensures that all important matters are included. Opportunity is provided for each director to independently propose any matter that is beneficial to the Company as an agenda item.

4.4 The meeting documents are sent to the directors at least 5 working days in advance of the meeting date.

4.5 All directors attended at least 75 percent of all Board of Directors' meetings held during the year.

4.6 Minimum quorum of the directors at the meeting is required to appoint at least 2 out of 3 of total directors. In case of emergency / urgent case / circumstances which may cause damage to the Company's business or operations and may not be carried out 2 out of the 3 of total directors attend the meeting, the directors not less than one-half in accordance with articles of association have authority to consider and resolve that agenda.

4.7 The Chairman allocated adequate time for the management to propose matters and enough time for all directors to discuss important problems carefully. The Chairman promotes the prudent use of discretion. All directors paid attention to all matters raised at the meeting, including those concerning corporate governance.

4.8 The Board of Directors encourages the Managing Director to invite the senior executives to attend the Board of Directors' meetings to provide additional information on the problems to which they are directly related and to provide an opportunity for the Board to learn more about the senior executives for use in supporting the consideration of the succession plan.

4.9 The Board of Directors has access to additional necessary information from the Managing Director, Corporate Secretary or other executives assigned under the scope of the policy set. If necessary, the Board may obtain independent opinions from external consultants or practitioners at the Company's expense.

4.10 The Board of Directors considers that it is a policy to provide opportunities for non-executive directors to meet among themselves as necessary to discuss various management issues of interest without participation of the management and to inform the Managing Director of the outcome of such meetings

4.11 The minutes of the meeting should consist of at least the following information and there should be a good storage system with easy data search but cannot be amended without approval of a Board of Directors' meeting.

- > Date, start time and end time;
- > Names of the directors present and absent;
- > Summary of important information on the matters proposed to the Board of Directors;
- > Summary of the matters discussed and observations of the directors;
- > Resolutions of the Board of Directors and opinions of the dissenting directors (if any);
- > Recorder of the minutes - Secretary of the Board of Directors;
- > Certifier of the minutes - Chairman.

5. BOARD SELF-ASSESSMENT

5.1 The Board of Director and the committees conduct self-assessment of its performance at least once a year so that the directors can collectively consider its performance and problems for further improvement by setting a benchmark for systematic comparison with its performance.

5.2 The Board self-assessment is an assessment of the Board of Directors and the Committee as a whole and individual including disclosed the criteria and process in the Company's annual report.

5.3 The Board of Directors annually evaluates President or Chief Executive Officer to be used in determining their remuneration. At which the Company evaluates in accordance with the principle that the Stock Exchange of Thailand has set.

In 2015, the Company has evaluate the performance of the entire committee and evaluate the performance of individual by using the method of 5 level scoring for each topic, which are: 0= Strongly disagree or there has been no implementation of the matter, 1= Disagree or there has been little implementation of the matter, 2 = Agree to a limited extent or there has been initial implementation of the matter, 3 = Mostly agree or there has been progressive implementation of the matter, 4= Strongly agree or there has been complete implementation of the matter. The evaluation topics consisted of 6 main topics, which are:

1. Structure and qualification of the Board
2. Roles, duties and responsibility of the Board
3. Board Meeting
4. Duties of Directors
5. Relationship with the management division
6. Directors' Self Development and Executive Development.

Moreover, the Company has evaluated the President's success by considering from the Company's business operation performance and operating performance that was in accordance with the policy assigned by the Board of Directors for the improvement. Scoring method used is the same as operation performance of the entire board evaluation and the performance of individual. The evaluation topic consisted of 3 main sections, which are:

Section 1 : Progress of work plan

Section 2 : Performance Measurement

- 2.1 Leadership
- 2.2 Strategy Formulation
- 2.3 Strategy Implementation
- 2.4 Financial planning and financial performance
- 2.5 Relationship with the Board
- 2.6 External Relations
- 2.7 Administration and Personnel relations
- 2.8 Succession
- 2.9 Knowledge of products and services
- 2.10 Personal Characteristics

Section 3 : Development of the President

6. REMUNERATION

The remuneration of directors is comparable with the industry level and reflects the experience, duties, accountability and responsibilities, as well as expected contributions of each director. Directors who are assigned to more tasks and has more duties and responsibilities, such as being a member of a committee, should receive additional remuneration as appropriate.

7. BOARD AND MANAGEMENT TRAINING

7.1 The Board of Directors encourages and facilitates training and educating for those involved in corporate governance of the Company, such as directors, members of the audit committee, executives, Corporate Secretary, etc., to assist them to continuously improve their performance. Training and educating can be done internally or through the use of the services of external institutions.

7.2 The Board of Directors determines the orientation for all new directors to build the understanding in the Company's business and the implementation of various aspects in order to prepare for the performance of the Directors. The Corporate Secretary is the coordinator of the various business structures, board structure, responsibilities, business introduction, operation guidelines etc.

7.3 The Board of Directors has established a personnel development policy for directors and executives and disclose in the Company's annual report.

7.4 The Board of Directors requires the Managing Director to present them with the Company's succession plan at least once a year. The Managing Director and senior executives have prepared continuous succession plans in case they cannot perform their duties.

In 2015, the Directors have attended seminars and training courses of the Thai Institute of Director (IOD) as follows:

NO.	NAME	POSITION	2015 TRAINING COURSES	DURATION (DAY)
1.	Mr.Wichai Hirunwong	Independent Director and Audit Committee	> Ethical Leadership Program (ELP) ๑๓ ๑/๒๐๑๕	1
2.	Mr.Kittisak Bencharit	Director	> Advanced Audit Committee Program (AACP) ๑๓ ๑๙/๒๐๑๕	2
3.	Mrs.Jitwatana Jaruwattachai	Independent Director and Chairman of The Audit Committee	> The UK Experience on Implementing the Enhanced Auditor Reporting	1
4.	Mrs. Suphasri Sutanadhan	Independent Director and Audit Committee	> The UK Experience on Implementing the Enhanced Auditor Reporting	1

The criteria that the Company was not complete and was not able to put into practices according to the 2015 CGR in Chapter 5: Responsibilities of the Board of Directors are as follow:

CRITERIA THAT HAS NOT COMPLETE / CLEARLY

1. In previous year, the Board of Directors had arranged less than 6 board of directors meeting, due to the number of the Board of director meeting that had been scheduled 4 times a year was appropriate and in line with the Company operation performance consideration agenda and the approval of financial budget agenda. Moreover, the Company is prepared to call an additional meeting in the case where it is necessary or any agenda that need to be consider in urgent.

CRITERIA THAT HAS NOT PRACTICED

1. The Board of Directors has not set any policy on the limitation of each director in a listed company in the Company's corporate governance policy as the Board of Directors has practices its duties effectively and there is a limitation on the number of personnel with knowledge and competence to hold the Board of Directors' position. Thus in stipulating such conditions, the Company will face with difficulty in recruiting personnel to hold the director position.

2. The Board of Directors does not have any policy for Managing Director on the holding of director position at other companies; as the Company has stipulated the Managing Director's prohibition/ limitations on conducting transaction or holding position in a Company or organization that have conflict of interest or affect the performance of the Managing Director position that such person hold with the Company. Moreover, from the aforementioned prohibitions/ limitations, the Company is firmly believed and respected the judgment of the managing director in holding the director position or other position at a Company or organization other than the Company itself.

3. The Board of Directors has no policy on the tenure of independent directors to not exceed 9 years; as for the director to continue holding the position should be advantageous to business management and business operation of the Company. In addition, to recruit personnel with knowledge and competence to hold the director position is not easily performed.

4. In the Board of Directors, there are some executive directors who hold the director position in other listed company as the executive directors have performed their duties effectively, therefore, no limiting the number of company in holding the position had no impact on the performance; and that number of persons with sufficient knowledge and experience to hold the company's director position is limited. Thus, in stipulating such condition, the Company will face with difficulty to recruit such persons to hold the director position.

5. The Company did not provide a Compliance Unit since the Company has determined that the law department of Premier Fission Capital Company Limited which has personnel with the knowledge and experience to act as Compliance Unit. Therefore, the Company is no need to establish a Compliance Unit directly.

6. The Board of Directors did not disclosed the President's remuneration policy both in short and long term, including the monitoring of the President's performance as it is internal information that should not be disclosed, though the overall number of executives was disclosed.

7. Shareholders/ Board of Directors did not approved the executive director/ Chief Executives as the executive board has informed to waive the rights to receive compensation and according to the power of authorities handbook, the authority in setting remuneration of chief executive is in the authority of Managing Director which is already appropriate and the Board of Directors has verified through the annual budget.

8. Chairman of the Board of Directors is not independent director, as the appointment of Chairman of the Board of Directors has been considered from directors with qualification, knowledge and competence, have understanding and adhere to the good governance principle, without having to regard whether the director is independent or not.

9. Chairman and Chief Executives of the Company is the same person due to the appointment of Chairman was considered by the Company from director with appropriate qualification, knowledge, competence, have understanding and adhere to good governance policy, regardless of whether it is the same person or not.

10. The Company has not appointed any remuneration and nomination committee, as the Company has already assigned the entire Board, except for directors with conflicts of interest to act as the remuneration and nomination committee.

11. The Board of Directors has not established CG Committee as the entire committee has already acted as the CG Committee.

12. The Board has not established Risk Management Committee, as the Company has already appointed the Audit Committee to act as Risk Management Committee. Moreover, the Company had also appointed risk management sub-committee that evaluate the Company and its subsidiary risk and reported to the Audit Committee as well.

13. The Board of Directors consisted of less than 50% independent directors due to the elements of independent directors is not the significant essence in the Board of Directors' role of duties.

14. The Company did not provide project grants to managements to purchase the Company' shares for a period of more than 3 years and pricing higher than the price at the time of allocation, including the concentration not more than 5%, since The Company provides oversight and incentive to managements and other employees to work happily and organizations already bound without the need for project grants to management or other employees in purchasing the Company' shares. However, if the Company has such a project, the Company also will give both managements and other employees on the principles of equality.

In 2015, the CGR Steering Committee of the Institute of Directors of Thailand (IOD) has decided to develop the survey policy used to evaluate for the year 2015 and 2016 according to the guidelines of ASEAN CG Scorecard to reduce duplication of policy and easy to follow.

COMMITTEES



The Board of Director has appointed the Sub-Committee as follows:

AUDIT COMMITTEE

As at 31 December 2015, the Audit Committee comprised 3 members

NAME	POSITION	MEETINGS/ ATTENDANCE (TIMES)
1. Miss Chnida Suwanjutha ★ *	Chairman of the Audit Committee	1/1
2. Mr. Suchai Vatanatrakul ★ *	Member of the Audit Committee	1/1
3. Mr. Wichai Hirunwong *	Member of the Audit Committee	1/1
4. Mrs. Jitwatana Jaruwattaachai ★ **	Chairman of the Audit Committee	3/3
5. Mrs. Suphasri Sutanadhan ★ **	Member of the Audit Committee	3/3
6. Mr. Surapol Srangsomwong ★ **	Member of the Audit Committee	3/3

Remarks : ★ a person with sufficient knowledge and experience to verify the creditability of the financial statements.

* Director who retired by rotation at the Annual General Meeting of Shareholder for 2015 held on 11 May 2015 and intended not to return for re-election as a Company's director.

** Directors who were appointed the directors of the Company by resolution of the Annual General Meeting of Shareholder for 2015 held on 11 May 2015 and had attended all Board of Director's Meetings after their appointment.

On 28 April 2015, the Company determines the orientation for new directors who are Mrs.Jitwatana Jaruwattaachai, Mrs. Suphasri Sutanadhan and Mr. Surapol Srangsomwong to build the understanding in the Company's business and the implementation of various aspects in order to prepare for the performance of the Directors. The Corporate Secretary is the coordinator of the various business structures, board structure, responsibilities, business introduction, operation guidelines etc.

By the year 2015, the Audit Committee held a total of 6 times, including the quarterly Audit Committee meeting 4 times, meeting with the subsidiary' risk management committee 1 time, meeting with the accounting department without executive attend 1 time and meeting with the external auditor without executive attend 1 time.

Mr. Teerapol Juthapornpong, The Corporate Secretary, served as the Secretary of the Audit Committee since February 20, 2013 and Mr. Akapan Nuanmuang, Director of Internal Audit Office, is in charge of the internal control system, internal audit system and risk management system and report directly to the Audit Committee. A profile of Mr. Akapan Nuanmuang.

TERM OF THE AUDIT COMMITTEE

The term of office of the Audit Committee's member is 3 years. A retiring committee's member is eligible for re-appointment. In the event of the resignation of any Audit Committee's member prior to the expiration of their term, the appointed replacement shall hold office only for the remainder of the term of the replaced member.

SCOPE OF DUTIES AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

The Audit Committee has duties and responsibilities as delegated by the Board of Directors as follows:

- 1) Review the Company's financial reporting process to ensure accuracy and adequacy;
- 2) Review that the Company has appropriate and efficient internal control and internal audit systems, determine the independence of the Internal Audit Office, as well as recommend the appointment, transfer and dismissal of the chief of the Internal Audit Office or any other unit responsible for internal audit.
- 3) Review the Company's compliance with the securities and exchange law, regulations of the Stock Exchange and other laws relevant to the Company's businesses.
- 4) Consider, select, nominate and dismiss an independent person to act as the Company's auditor and propose the remuneration of such person, as well as attend a non-management meeting with the auditor at least once a year.
- 5) Review and approve the connected transactions or those with possible conflicts of interest to ensure that they comply with all relevant laws and regulations of the Stock Exchange. This is to ensure that these transactions are reasonable and of maximum benefit to the Company.
- 6) Prepare and disclose a report on the Audit Committee's monitoring activities in the Company's annual report, which must be signed by the Chairman of the Audit Committee and consist of at least the following information:
 - > An opinion on the accuracy, completeness and creditability of the Company's financial reporting;
 - > An opinion on the adequacy of the Company's internal control system;
 - > An opinion on the compliance with the securities and exchange laws, regulations of the Stock Exchange or laws relevant to the Company's business;
 - > An opinion on the suitability of the auditor;
 - > An opinion on transactions that may have conflicts of interest;
 - > The number of Audit Committee's Meetings and attendance of such meetings by each committee member;
 - > Opinions or observations received by the Audit Committee through the performance of its duties as defined in its charter;
 - > Disclosure of other reports that the Audit Committee considers the shareholders and general investors should be aware of, within the scope of its duties and responsibilities as assigned by the Company's Board of Directors.
- 7) To perform any other task assigned by the Company's Board of Directors with the approval of the Audit Committee.
- 8) Verify the appropriateness and adequacy of the Company's risk management system.
- 9) Review the Company's corporate governance policy and evaluate the implementation of such policy at least once a year.

REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

At present the Company has not appointed Remuneration Committee and Nomination Committee. However, the Board of Directors, except the director who is the stakeholders, is acting to consider the guidelines for remuneration paid to the Board of Directors before presenting the remuneration to the Annual General Meeting for approval. 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 selected persons according to the determined nomination process before presenting the nomination to the Annual General Meeting for approval.

In such process for nomination of persons, the Company selected personnel from IOD Chartered Director of Thailand Institute of Directors (IOD) and personnel in various fields on the basis of seniority, qualifications and work experience

In 2015, the Subsidiary's Risk Management Committee which consisted of the subsidiary's Chief Executive to operate under the supervisory of the Audit Committee. The responsibilities of Risk Management Committee are to define / review/ approve framework and guideline in managing risk, anti-corruption as well as corporate social responsibilities; in order to prepare sustainable development report by coordinating with Internal Audit Office and report to the audit committee as well the board of directors to acknowledge every quarter. Risk management committee is also responsible for setting up meeting to review operation performance in accordance with the risk management system, report on significant risk together with the audit committee at least once a year. Furthermore, the duties of working group on internal procedure and risk management are to identify, evaluate, compile and to operate in accordance with the risk management plan and internal control.

SELECTION AND APPOINTMENT OF DIRECTORS AND EXECUTIVES



The Company has not yet appointed a Nomination Committee but has already set the criteria for the selection and appointment of directors and executives as detailed below.

(1) INDEPENDENT DIRECTORS

The Board of Directors or the Shareholders' Meeting (depending on the case) shall appoint independent directors to join the Company's Board of Directors. The Company has a policy that not less than one-third of the Board must be independent directors and that it must have at least 3 independent directors. Currently, the Company has 3 independent directors including Mrs. Jitwatana Jaruwattaachai, Mrs. Suphasri Sutanadhan and Mr. Surapol Srangsomwong.

The Company has defined an independent director as specified in the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand according to notification Tor. 4/2552 of the Capital Market Supervisory Board dated February 20, 2009 regarding the qualifications of the independent director. Independent director means a director who has the following qualifications:

1. Must not hold more than 1 percent of all shares with voting rights of the Company, its parent Company, a Company's subsidiary, an affiliated Company, major shareholder or a controlling person of the Company. This shall also include shareholding by related persons of the independent director.
2. Must not be or have been either a director with management authority, an employee, staff, consultant on retainer or a controlling person of the Company, unless relieved of such characteristics for not less than 2 years prior to appointment. Such prohibited characteristic shall not include independent directors who are former government officials or consultants to a government agency that is a major shareholder or a controlling person of the Company.
3. Not being a person related by blood or by legal registration as a father, mother, spouse, sibling and child, including spouse of children of the executive, major shareholder, controlling person of the Company or any persons that has been nominated as an executive or controlling person of the Company or its subsidiary.
4. Neither having nor used to having a business relationship with the Company, its parent Company, Company's subsidiary, affiliated Company, major shareholder or controlling person of the Company in a manner which may impede his independent judgment. Neither being nor used to being a principal shareholder or a controlling person of any person having a business relationship with the Company, its parent Company, Company's subsidiary, affiliated Company, major shareholder or controlling person of the Company unless relieved of such characteristics for not less than two years prior to the date of appointment as an independent director.

The business relationship under the first paragraph includes normal business transactions for rental or lease of immovable property, transactions related to assets or service or the granting or receipt of financial assistance through the receipt or extension of loans, guarantees, provision of asset as collateral, and other similar actions that result in the Company or its counterparty being subject to indebtedness payable to the other party of 3 per cent or more of the Company's net tangible assets, or of 20 million Baht or more, whichever is the lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions specified in the notification of the Capital Market Supervisory Board concerning rules on connected transactions mutatis mutandis. However, in the consideration of such indebtedness, any indebtedness that occurred during the course of one year prior to the commencement date of the business relationship with the same person shall also be included.
5. Neither being nor used to being an auditor of the Company, its parent Company, Company's subsidiary, affiliated Company, major shareholder or controlling person of the Company, and not being a principal shareholder, controlling person or partner of an audit firm that employs the auditors of the Company, its parent Company, Company's subsidiary, affiliated Company, major shareholder or controlling person of the Company unless relieved of such characteristics for not less than 2 years prior to the date of appointment as an independent director.
6. Neither being nor used to being a provider of any professional service, including legal counselor or financial advisor, who receives a service fee exceeding 2 million Baht per year from the Company, its parent Company, Company's subsidiary, affiliated Company, major shareholder or controlling person of the Company, and not being a principal shareholder, controlling person or partner of the provider of professional service unless relieved of such characteristics for not less than 2 years prior to the date of appointment as an independent director.

7. Not being a director appointed as a representative of the Company's director, major shareholder or shareholder who is related to the major shareholder.

8. Not operate any business of the same nature as and is in significant competition with the business of the Company or its subsidiary or not being a principal partner in a partnership or being an executive director, employee, staff, consultant on retainer or holding more than 1 percent of all shares with voting rights of any other Company operating a business of the same nature as and is in significant competition with the business of the Company or its subsidiary.

9. Not having any other characteristic that impedes the ability to render independent opinions with regard to the Company's operations.

(2) DIRECTORS AND EXECUTIVES

A. BOARD OF DIRECTORS

In the selection of directors, the Company's Board of Directors, excluding any director with conflicts of interest, will identify and select qualified candidates for nomination to the Board of Directors for its approval. The Board of Directors would then nominate the selected candidates to the Shareholders' Meeting for election and appointment. The appointment of the Company's directors will be in line with the criteria prescribed in the Company's Articles of Association as follows:

1. The Board of Directors of the Company will comprise not less than 5 members whose appointment has been approved by the shareholders' meeting and not less than half of the directors must reside in Thailand.

2. The Shareholders' Meeting elects the directors according to the following criteria and procedures:

(1) Each shareholder shall be entitled to one share to one vote.

(2) Each shareholder must exercise all his votes under (1) above to elect one or more nominees to be directors but may not divide the votes among several nominees.

(3) Nominees who receive the largest number of votes in descending order shall be elected as directors equal to the number of directors to be elected at that time. In the event of that the nominees elected in subsequent order receives equal votes and the number of directors to be elected at that time is exceeded, the chairman of the meeting shall cast the deciding vote.

3. At every Annual General Meeting of Shareholders, one-third of the directors shall retire. If one-third is not a round number, the number closest thereto shall be the applicable number.

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 retire. The directors who retire by rotation are eligible for re-election by the shareholders.

4. Any director who wishes to resign from office shall submit a letter of resignation to the Company. The resignation shall be effective on the date that the Company receives the letter. The director may notify the Registrar of his resignation.

5. In the event that a position of director becomes vacant for any reason other than the end of the office term, the Board of Directors shall appoint any individual with the characteristics prescribed by law to be a new director at the next Board meeting, except if the remaining office term is less than 2 months. The replacement director shall hold office only for the remainder of the office term of the director whom he replaces.

The resolution of the Board of Directors pursuant to the first paragraph must consist of votes of not less than three-fourths of the number of remaining directors.

6. The Shareholders' Meeting may remove any director from office before the end of term with a resolution of not less than three-fourths of the total votes of shareholders present and eligible to vote and altogether holding not less than one-half of the total number of all shares held by the shareholders present and eligible to vote at that meeting.

B. AUDIT COMMITTEE

The Board of Directors appoints at least 3 members to serve as the Audit Committee of the Company. Each member of the Audit Committee must be an independent director and must possess the qualifications stipulated by the securities and exchange laws, as well as relevant notifications, regulation and/or rules of the Stock Exchange of Thailand that prescribes the qualifications and scope of duties and responsibilities of the Audit Committee.

C. EXECUTIVES

The Company has a policy to recruit executives through the selection of persons who possess knowledge, capability, skills and experience beneficial for the Company's operations, fully understands the Company's business and is capable of managing the business to achieve the objectives and goals set by the Board of Directors. Selections are made in accordance with the human resource regulations and must be approved by the Board of Directors and/or any person assigned by the Board of Directors.

In 2015, the Company recruited 3 independent directors to replace the independent directors who retired by rotation, making the total of Company's directors is 9 persons who are an executive 6 persons and independent directors 3 persons. In the recruitment and selection of such directors, the Company is recruiting qualified directors and in accordance with the strategy of the business as scheduled process. In addition, the Company has a policy of providing Shareholders to nominate persons qualified to be elected as a director under the rules published on the company's website. But none nominate director.

After the Annual General Meeting of Shareholders has approved the appointment of independent directors, the Board of Director held an orientation for new directors about the company and its subsidiary, the duties and responsibilities according to the Securities Act, intercompany transactions and reporting to stakeholders etc.

GOVERNANCE OF THE SUBSIDIARY'S OPERATIONS



The Company has a policy for its subsidiary to adhere to and comply with the corporate governance principles of the Company according to the guidelines set by the Company. It is set in the authorization manual of the subsidiary that important operations or material transactions must first be approved by the Company's Board of Directors. In addition, a large number of directors of the subsidiary are also directors of the Company and, therefore, the various operations of the subsidiary will largely take into consideration and adhere to the guidelines for operation of the Company.

SUPERVISION OF INSIDE INFORMATION USAGE

The Company supervises and protects against the use of inside information according to the good corporate governance principles, as well as requires the directors and executives to disclose information on their interests and those their related parties. The Company has the following guidelines:

- 1) Set policies regarding the safe-guarding of the information system in order to maintain the standard of the work system, computer system, and information and communication system, which are important in the creation of a control system of quality.
- 2) Set policies regarding trade secrets and intellectual properties. The Company has entered into confidentially agreements with its employees, contractors, suppliers / service providers and visitors of the Company to prevent disclosure of information or news of the Company and its subsidiary that are confidential. In addition, the employees are prohibited from infringement of the intellectual property rights of others.
- 3) The Board of Directors has set in writing the procedures for use of inside information to promote transparency, equality and fairness equally to all shareholders and to prevent the use of such non-public information for personal gains, as well as avoid criticism regarding the appropriateness of the trading of the Company's securities. The directors, executives and employees of the Company must protect the secret and/or inside information of the Company and may not disclose or use such information, directly or indirectly, for personal gains for oneself or others. They must not trade, transfer or receive securities of the Company by using the Company's secret and/or inside information except where the information has been made public and must not enter into any transaction by using the Company's secret and/or inside information, which may directly or indirectly cause losses to the Company. They are also prohibited from trading, transferring or receiving the Company's securities for a period of 1 month prior to the disclosure of the Company's financial statements and within 2 working days after disclosed such information. This requirement includes spouses and minor children of the directors, executives and employees of the Company. Violators of the requirements will be punishable according to the Company's disciplinary rules and/or the law depending on the case.
- 4) The Company has advised the directors and executives of their duty to report on their shareholding in the Company. In the case where the director or executive trades in the Company's securities, they must also report their securities holding and the holdings of their spouses and minor children of the securities of the Company as prescribed by Section 59 of the Securities and Exchange Act B.E. 2535 within 3 working days to the Securities and Exchange Commission for further dissemination to the public. The Company also requires the directors and executives to report their securities holding to the Board or person who has been designated by the Board on a quarterly basis, including the disclosure by the Board of Directors meeting and the Annual Report.
- 5) The Board of Directors has set guidelines and procedures for reporting the interest of directors and executives as prescribed by Section 89/14 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and notification Tor Jor. 2/2552 of the Capital Market Supervisory Board.

REMUNERATION OF THE AUDITOR



(1) AUDIT FEE

The Company and its subsidiary paid remuneration for the audit to EY Office Ltd., the audit firm.

EY Office Limited is 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.

Related persons/parties of the auditors during the past financial year as follows:

ITEM NO.	PAYER	AUDITOR	AUDIT FEE
1	Premier Enterprise Public Co., Ltd.	Mrs.Chonlaros Suntiasvaraporn	1,200,000
2	Premier Inter Leasing Co., Ltd.	Mrs.Chonlaros Suntiasvaraporn	800,000
3	Premier Brokerage Co., Ltd.	Mrs.Chonlaros Suntiasvaraporn	390,000
4	Premier LMS Co., Ltd.	Mrs.Chonlaros Suntiasvaraporn	215,000
5	Premier Capital (2000) Co., Ltd.	Mrs.Chonlaros Suntiasvaraporn	300,000
Total Audit Fee			2,905,000

(2) NON-AUDIT FEE

- None -

COMPLIANCE WITH GOOD CORPORATE GOVERNANCE PRINCIPLES IN OTHER MATTERS MEASURES FOR WHISTLE-BLOWING AND VIOLATIONS OF HUMAN RIGHTS



The Company requires that executives at all levels assume responsibility for ensuring that employees under their supervision acknowledge, understand and comply rigorously with the code of conduct and policy/regulations/requirements of the Company, the principles of good corporate governance and various laws. The Company has determined the procedures for consideration and investigation of grievances or complaints that are systematic, transparent and accountable so that the complainants will have trust and confidence in a fair investigation process.

In order to treat all stakeholders equally and with fairness, the Company has set up channels for whistle-blowing, complaints, suggestions or recommendations that indicate that the stakeholders are affected or are at risk of being affected by any action that may cause damages for all groups of stakeholders arising from its business operations or violation of laws, rules, regulations and the code of conduct by its employees, as well as behaviors that may indicate fraud, unfair treatment, or careless or reckless actions. Whistle-blowing or filing of complaints together with details and evidences can be made through the following channels:

- > Audit Committee
- > Corporate Secretary

Premier Enterprise Public Co., Ltd.

No.1 Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nong-bon, Prawet, Bangkok 10250

Telephone : 02 - 3011569 Facsimile : 02 - 7482063

e-mail : teerapol.act@pe.premier.co.th

The whistle-blowers or filers of complaints that are employees, customers, individuals hired for work by the Company or other groups of stakeholders who are whistle-blowers will have their rights protected and defended according to the law or the guidelines set by the Company.

In 2015, the Company did not have any material dispute with the stakeholders.

The Company realized and engrossed to practice in accordance with good corporate governance principles that the Stock Exchange of Thailand has set. Apart from corporate governance policy, policies and measures in whistle-blowing and whistle-blower protection that the Company disclosed on the website and in the annual report, the Company also has policy on business, employees, society and environment which were disclosed in the Sustainable Development Report.

DETAIL OF DIRECTORS



Mr. Vichien Phongsathorn

Chairman / Authorized Director

Age : 59 Years

Date of Appointment : 8 October 1993

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 Directors (IOD) : None

Percentage of Shareholding (%) : 1.68

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Listed Companies

- > 1992 - Present Chairman, Premier Technology Public Company Limited
- > 2007 - Present Chairman, Premier Marketing Public Company Limited

Other Non-Listed Companies

- > 1988 - Present Chairman, Premier Brokerage Company Limited
- > 1990 - Present Chairman, Premier Inter Leasing Company Limited
- > 1993 - Present Vice Chairman, Enlive Foundation
- > 1998 - Present Chairman, Premier LMS Company Limited
- > 2000 - Present Chairman, Premier Capital (2000) Company Limited
- > 2004 - Present Director, Premier Fission Capital Company Limited
- > 2011 - Present Chairman, Khonthai Foundation
- > 2011 - Present Chairman, Yuvabadhana Foundation
- > 2015 - Present Director, Anti-Corruption Organization of Thailand
- > Present Director, Companies in Premier Group of Companies
- > Present President, Premier Group of Companies



Mrs. Duangthip Eamrungrroj

Authorized Director

Age : 60 Years

Date of Appointment : 30 April 2001

Education :

- > Executive Master Degree in Consulting and Coaching for Change (CCC) INSEAD, France
- > Master's Degree of Business Administration, Thammasat University
- > Bachelor's Degree of Nuclear Engineering, Chulalongkorn University
- > Diploma in Clinical Organizational Psychology, INSEAD, France

Training from Thai Institute of Directors (IOD) :

- > Director Accreditation Program (DAP) Course, Batch 22/2004

Percentage of Shareholding (%) : 0.0069

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Listed Companies

- > 1992 - Present Director, Premier Technology Public Company Limited
- > 2007 - Present Director, Premier Marketing Public Company Limited
- > 2012 - Present Director, Premier Products Public Company Limited

Other Non-Listed Companies

- > 1993 - Present Director, Treasurer Yuvabadhana Foundation
- > 1998 - Present Director, Premier LMS Company Limited
- > 1999 - Present Director, Premier Inter Leasing Company Limited
- > 1999 - Present Director, Premier Brokerage Company Limited
- > 2000 - Present Director, Premier Capital (2000) Company Limited
- > 2004 - Present Director, Premier Fission Capital Company Limited
- > 2010 - Present Director, Kor. Khon Co., Ltd.
- > 2011 - Present Director, Treasurer Enlive Foundation
- > 2011 - Present Vice Chairman, Treasurer Khonthai Foundation
- > Present Director, Companies in Premier Group of Companies
- > Present Group Corporate Director, Corporate Affairs, Premier Group of Companies



Mr. Kittisak Bencharit

Authorized Director



Mrs. Nangnoi Bunyasaranand

Authorized Director

Age : 66 Years

Date of Appointment : 26 April 2012

Education :

- > Bachelor's Degree of Economics and Business Administration, University of Wisconsin, U.S.A.

Training from Thai Institute of Directors (IOD) :

- > Director Accreditation Program (DAP) Course, Batch 70/2006
- > Audit Committee Program (ACP) Course, Batch 32/2010
- > Corporate Governance for Capital Market Intermediaries Exclusive Class (CGI) 2014
- > Advanced Audit Committee Program (AACP) 19/2015

Percentage of Shareholding (%) : None

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Listed Companies

- > 2009 - 2013 Independent Director and Audit Committee, ACL Securities Public Co., Ltd.
- > 2009 - Present Independent Director and Audit Committee, Finansia Syrus Public Co., Ltd.
- > 2013 - Present Independent Director and Audit Committee, Thonburi Medial Centre Public Co., Ltd.
- > 2013 - Present Independent Director and Chairman Audit Committee, Exotic Food Public Co., Ltd.

Other Non-Listed Companies

- > 1999 - Present Director, Premier Inter Leasing Company Limited
- > 1999 - Present Director, Premier LMS Company Limited
- > 2000 - Present Director, Premier Capital (2000) Company Limited
- > 2000 - Present Managing Director, Premier Brokerage Company Limited
- > 2009 - Present Advisor to President & Group CEO, Director, Premier Fission Capital Company Limited
- > 2009 - Present Advisor to President & Group CEO, Premier Group of Companies

Age : 70 Years

Date of Appointment : 26 April 2012

Education :

- > Bachelor's Degree of Accounting, Chulalongkorn University
- > Certificate - Dynamic Management, Syracuse University, New York, U.S.A.
- > Senior Executive Program (SEP), SASIN

Training from Thai Institute of Directors (IOD) :

- > Director Accreditation Program (DAP) Course, Batch 67/2007
- > Anti-Corruption for Executive Program (ACEP) Course, Batch 9/2014

Percentage of Shareholding (%) : None

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Listed Companies

- > 2008 - Present Director, Premier Marketing Public Company Limited

Other Non-Listed Companies

- > 2008 - 2010 Director and Advisor of Financial Services Business, Premier Group of Companies
- > 2011 - 2012 Advisor to President & Group CEO, Premier Group of Companies



Mr. Somchai Lertsuthirasmevong

Managing Director and Authorized Director



Mrs. Walairat Pongjitt

Authorized Director

Age : 59 Years

Date of Appointment : 26 April 2012

Education :

- > Master's Degree of Business Administration, Tarleton State University, USA
- > Bachelor's Degree of Economics, Chulalongkorn University

Training from Thai Institute of Directors (IOD) :

- > Directors Certification Program (DCP) Course, Batch 102/2012
- > Anti-Corruption for Executive Program (ACEP) Course, Batch 9/2014

Percentage of Shareholding (%) : None

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Listed Companies : None

Other Non-Listed Companies

- > 1998 - 2010 Assistant Managing Director, Premier LMS Co., Ltd
- > 2010 - April 2015 Managing Director, Premier Inter Leasing Co., Ltd.
- > May 2015 - Present Advisor to Managing Director, Premier Inter Leasing Co., Ltd.

Age : 53 Years

Date of Appointment : 23 April 2014

Education :

- > Master of Public Administration, National Institute of Development Administration (NIDA)
- > Bachelor of Laws, Chulalongkorn University
- > Bachelor of Business Administration (Banking and Finance), Ramkhamhaeng University

Training from Thai Institute of Directors (IOD) :

- > Training on Director Accreditation Program (DAP) Course, Class 106/2013
- > Successful Formulation & Execution of Strategy (SFE) Course, Class 21/2014
- > Director Certification Program (DCP) Course, Class 198/2014
- > Anti-Corruption : The Practical Guide (ACPG) Course, Class 15/2014
- > Anti-Corruption for Executive Program (ACEP) Course, Class 13/2014

Percentage of Shareholding : None

Relationship with Company's Executive (s) : None

Experiences over the Past 5 Years :

Other Listed Companies

- > 2012 - Present Director, Premier Products Public Company Limited

Other Non-Listed Companies

- > 2009 - Present Director, Premier Capital (2000) Company Limited
- > 2009 - Present Director, Premier Inter Leasing Company Limited
- > 2009 - Present Director, Premier Brokerage Company Limited
- > 2009 - Present Director, Premier LMS Company Limited
- > 2009 - Present Director, Premier Fission Capital Company Limited
- > Present Director, Companies in the Premier Group of Companies
- > Present Senior Corporate Director, Corporate Affairs 3, Premier Group of Companies



Mrs. Jitwatana Jaruwattaachai

Independent Director and Chairman of the Audit Committee



Mrs. Suphasri Sutanadhan

Independent Director and Audit Committee

Age : 64 Years

Date of Appointment : 11 May 2015

Education :

- > Master degree of Arts economic Law Faculty
Chulalongkorn University
- > Bachelor degree of Economics Chulalongkorn University

Training from Thai Institute of Director (IOD) :

- > Director Accreditation Program (DAP), Class 99/ 2012

Percentage of Shareholding (%) : None

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Non-Listed Companies

- > Present Independent Director and Chairman
of the Audit Committee,
Loxley Wireless Public Company Limited
- > 2012 - Present Independent Director and Audit Committee
Peerapat Technology public Company
Limited
- > 2011 - Present Chair of Executive Board,
Suvijhit Company Limited
- > Present Director of Finance Chief Financial
Officer (CFO)
Consigo Enterprise Public Company Limited

Age : 59 Years

Date of Appointment : 11 May 2015

Education :

- > Mini M.B.A. Thammasat University
- > Bachelor's degree of Administration Assumption University
- > Certified Internal Audit of Institute of Internal Auditors
(CIA No. 30833)

Training from Thai Institute of Directors (IOD) :

- > Director Company Secretary Program (CSP), Class 6/2004
- > Director Effective Minute Taking (EMT), Class 1/2006

Percentage of Shareholding (%) : None

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Non-Listed Companies

- > 2004 - Present Director of Finance and Accounting,
Crown Seal Public Company Limited



Mr. Surapol Srangsomwong

Independent Director and Chairman of the Audit Committee



Mr. Teerapol Juthapornpong

Company Secretary

Age : 58 Years

Date of Appointment : 11 May 2015

Education :

- > Bachelor of Laws degree. Chulalongkorn University,
Thai Barrister at law

Training from Thai Institute of Director (IOD) : None

Percentage of Shareholding (%) : None

Relationship with Company's Executive(s) : None

Experiences over the Past 5 Years :

Other Non-Listed Companies

- > 2013 Managing Director,
Herbert Smith Freehill (Thailand) Limited
- > 2006-2013 Director,
Herbert Smith Freehill (Thailand) Limited
- > Present Consultant,
Herbert Smith Freehill (Thailand) Limited
- > Present Director,
Gold Master Public Company Limited
- > Present Arbitration Committee of the
Thai Commercial Arbitration,
Board of Trade of Thailand
- > Present Committee of Lawyer Training Institute,
Lawyers Council of Thailand

Age : 50 Years

Date of Appointment : 19 February 2013

Education :

- > Bachelor Degree of Laws, Ramkhamhaeng University
- > Barrister at Law, Institute of Legal Education of
Thai Bar Association
- > Graduate Diploma in Business Law, Thammasat University
- > Master of Business Administration, Thammasat University

Training from Thai Institute of Directors (IOD) :

- > Training on Company Secretary Program (CSP) Course,
Batch 6/2014

Percentage of Shareholding (%) : None

Relationship with Company's Executive (s) : None

Experiences over the Past 5 Years :

- > 1985 - 1992 Legal Advisor,
DKSH (Thailand) Limited
- > 1992 - 2001 Lawyer,
PBS Law Limited
- > 2001 - 2002 Partner,
Natee International Law Office Limited
- > 2002 - Present Corporate Director,
Legal and Company Secretary,
Premier Group of Companies



Mr. Akapun Nuanmuang

Corporate Director, Internal Audit Office

Age : 52 Years

Date of Appointment : 30 August 2009

Education Qualification :

- > Master Degree in General Management, Burapa University
- > Mini MBA Degree in General Management, Chulalongkorn University
- > Higher Diploma in Auditing (Accounting Examination) Chulalongkorn University
- > Bachelor Degree in Business Administration, Programme (Accounting) Ramkhamhaeng University

Education and Training :

- > Business Continuity Managing Disruption Related Risk in Compliance with ISO 31000
- > Application of Risk Management International Standard ISO 31000:2009 and Risk Assessment Techniques IEC 31010:2009
- > Integrated Risk Management ISO31000-2009 / COSO-ERM
- > Anti-Corruption : The Practical Guide Course (ACPG), Batch 2/2013

Experiences over the Past 5 Years :

- > 1995 - 2012 Department Manager, Internal Audit Office,
Premier Capital (2000) Company Limited
Premier Enterprise Public Company Limited
Premier LMS Company Limited
Premier Global Capital Company Limited
- > 2012 - Present Corporate Director, Internal Audit Office,
Premier Group of Companies

LIST OF COMPANIES IN THE PREMIER GROUP OF COMPANIES



PFC	Premier Fission Capital Co., Ltd.	SP	Seri Premier Co., Ltd.
PE	Premier Enterprise Public Co., Ltd.	PAC	Premier Assets Co., Ltd.
PC2000	Premier Capital (2000) Co., Ltd.	PMB	Premier Metrobus Co., Ltd.
PIL	Premier Inter Leasing Co., Ltd.	PMN	Premier Manufacturing Co., Ltd.
PB	Premier Brokerage Co., Ltd.	P-PET	Premier Pet Products Co., Ltd.
PLMS	Premier LMS Co., Ltd.	SHR	Sea Harrier Co., Ltd.
PT	Premier Technology Public Co., Ltd.	PCE	Premier CE Co., Ltd.
DCS	Datapro Computer Systems Co., Ltd.	IME	Imperial Eagle Co., Ltd.
DCS Myanmar	Datapro Computer Systems (Myanmar) Co., Ltd.	SPH	Seri Properties Holding Co., Ltd.
PM	Premier Marketing Public Co., Ltd.	PPlanner	Premier Planner Co., Ltd.
PMF	P.M. Food Co., Ltd.	PAM	Premier Alternative Motors Co., Ltd.
PCI	Premier Canning Industry Co., Ltd.	SRS	Sarasuk Co., Ltd.
PFP	Premier Frozen Products Co., Ltd.	PSC	Premier Sukhumvit Center Co., Ltd.
PMSE	PM SE Co., Ltd.	SA	Seri Assets Co., Ltd.
GNSE	Green Net SE Co., Ltd.	PTDO	Premier TDO Co., Ltd.
PPP	Premier Products Public Co., Ltd.	LPCE	LPCE Co., Ltd.
PHA	Premier Home Appliance Co., Ltd.	PGCAP	Premier Global Capital Co., Ltd.
IGC	Infinite Green Co., Ltd.	SNE	Senanee Co., Ltd.
PPG	PP Green Energy Co., Ltd.	LQ5	Liquidation 5 Co., Ltd.
PMC	Premier Motors Co., Ltd.	BVTS	BVTS (Thailand) Co., Ltd.
PRH	Premier Resorts and Hotels Co., Ltd.	Seto	Seto Restaurant Co., Ltd.
RYH	Raya Heritage Co., Ltd.	RKT	Khon Thai Shop Ltd.
MS	Moo Ban Seri Co., Ltd.		

LIST OF COMPANIES



PE	Premier Enterprise Public Co., Ltd.	PAC	Premier Assets Co., Ltd.
PC2000	Premier Capital (2000) Co., Ltd.	PMB	Premier Metrobus Co., Ltd.
PIL	Premier Inter Leasing Co., Ltd.	PMN	Premier Manufacturing Co., Ltd.
PB	Premier Brokerage Co., Ltd.	P-PET	Premier Pet Products Co., Ltd.
PLMS	Premier LMS Co., Ltd.	SHR	Sea Harrier Co., Ltd.
PFC	Premier Fission Capital Co., Ltd.	PCE	Premier CE Co., Ltd.
PM	Premier Marketing Public Co., Ltd.	IME	Imperial Eagle Co., Ltd.
PMF	P.M. Food Co., Ltd.	SPH	Seri Properties Holding Co., Ltd.
PCI	Premier Canning Industry Co., Ltd.	PPlanner	Premier Planner Co., Ltd.
PFP	Premier Frozen Products Co., Ltd.	PAM	Premier Alternative Motors Co., Ltd.
PMSE	PM SE Co., Ltd.	SRS	Sarasuk Co., Ltd.
GNSE	Green Net SE Co., Ltd.	PSC	Premier Sukhumvit Center Co., Ltd.
PPP	Premier Products Public Co., Ltd.	SA	Seri Assets Co., Ltd.
PHA	Premier Home Appliance Co., Ltd.	PTDO	Premier TDO Co., Ltd.
IGC	Infinite Green Co., Ltd.	LPCE	LPCE Co., Ltd.
PPG	PP Green Energy Co., Ltd.	PID	Premier Infrastructure Development Co., Ltd.
PMC	Premier Motors Co., Ltd.	PGCAP	Premier Global Capital Co., Ltd.
PT	Premier Technology Public Co., Ltd.	SNE	Senanee Co., Ltd.
DCS	Datapro Computer Systems Co., Ltd.	LQ5	Liquidation 5 Co., Ltd.
DCS Myanmar	Datapro Computer Systems (Myanmar) Co., Ltd.	BVTS	BVTS (Thailand) Co., Ltd.
PRH	Premier Resorts and Hotels Co., Ltd.	Seto	Seto Restaurant Co., Ltd.
RYH	Raya Heritage Co., Ltd.	RKT	Khon Thai Shop Ltd.
MS	Moo Ban Seri Co., Ltd.	TDMR	Thai DMR Retail Co., Ltd.
SP	Seri Premier Co., Ltd.	Nature	Nature Touch Co., Ltd.

THE HOLDING OF THE BOARD OF DIRECTOR AND MANAGEMENT

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED

AS AT 31 DECEMBER 2015

NAME	30-SEP-2015	%	31-DEC-2015	%	INCREASE	DECREASE
	NUMBER OF SHARE OWNED		NUMBER OF SHARE OWNED			
Mr. Vichien Phongsathorn	-	0.00%	-	0.00%	-	-
Mrs. Vamolthip Phongsathorn (Spouse)	13,416,235	1.68%	13,416,235	1.68%	-	-
Mrs. Vamolthip Phongsathorn (Spouse) partnership with Khunying Malathip Osathanugrah	3,732,427	0.47%	3,732,427	0.47%	-	-
Premier Marketing Public Co., Ltd.	160,661,707	20.08%	160,661,707	20.08%	-	-
Premier Planner Co., Ltd.	41,587,945	5.20%	41,410,616	5.18%	-	177,329
Premier Fission Capital Co., Ltd.	33,581,774	4.20%	43,318,174	5.41%	9,736,400	-
Senanee Co., Ltd.	1,491,772	0.19%	1,491,772	0.19%	-	-
Total	254,471,860	31.81%	264,030,931	33.00%	9,559,071	-
Mrs. Duangthip Eamrungraj	55,440	0.01%	55,440	0.01%	-	0
Mr. Prasert Eamrungraj (Spouse)	-	0.00%	-	0.00%	-	0
Mr. Kittisak Bencharit	-	0.00%	-	0.00%	-	0
Mrs. Pensri Bencharit (Spouse)	-	0.00%	-	0.00%	-	0
Mrs. Jitwatana Jaruwattachai	-	0.00%	-	0.00%	-	0
Mr. Prapandh Jaruwattachai (Spouse)	200	0.00%	200	0.00%	-	0
Mr. Surapol Srangsomwong	-	0.00%	-	0.00%	-	0
Mrs. Aurairat Srangsomwong (Spouse)	-	0.00%	-	0.00%	-	0
Mrs. Suphasri Sutanadhan	300	0.00%	300	0.00%	-	0
Mr. Kiertiyos Komin (Spouse)	-	0.00%	-	0.00%	-	0
Mrs. Nangnoi Bunyasaranand	-	0.00%	-	0.00%	-	0
Mr. Boonserm Bunyasaranand (Spouse)	-	0.00%	-	0.00%	-	0
Mr. Somchai Lertsuthirasmevong	-	0.00%	-	0.00%	-	0
Mrs. Sanitsuang Lertsuthirasmevong (Spouse)	-	0.00%	-	0.00%	-	0
Mrs. Walairat Pongjitt	60	0.00%	60	0.00%	-	0
Mr. Suwat Ponjit (Spouse)	-	0.00%	-	0.00%	-	0
Miss Monpatsorn Pongjit (Minor Child)	-	0.00%	-	0.00%	-	0
Mr. Waritthorn Pongjit (Minor Child)	-	0.00%	-	0.00%	-	0



RELATED TRANSACTIONS

Related Transactions between the Company and its subsidiaries and related persons incurred in 2015

(Million Baht)

RELATED JURISTIC PERSON	TRANSACTION TYPE	DESCRIPTION	RELATIONSHIP	TRANSACTION VALUE	NECESSITY AND RATIONAL
Premier Marketing PLC	Normal	The Company and its Subsidiaries:	Common Directors		
P.M. Food Co., Ltd.	Business	Revenue from the rental, service and interest income.		1.00	> Price are under normal business condition
Premier Canning Industry Co., Ltd.		> The Company has income from the right to lease on Premier Corporate Park building.		10.03	> Rental fee are determined by the comparison of rental cost plus profit with other tenants.
Premier Frozen Products Co., Ltd.		> PC2000 provides computer rental services on condition operating leases of 3-5 years		43.17	> Rental fee are determined by the comparison of rental cost plus profit with other tenants.
Datapro Computer Systems Co., Ltd.		> PIL provides car rental service on condition operating leases of 3-5 years with driver services			
Premier Product PLC					
Premier Motors Co., Ltd.					
Premier Home Appliance Co., Ltd.					
Premier Resorts and Hotels Co., Ltd.					
Raya Heritage Co., Ltd.					
Seri Premier Co., Ltd.					
Infinite Green Co., Ltd.					
Premier Metrobus Co., Ltd.					
Premier Fission Capital Co., Ltd.					
Seri Property Holdings Co., Ltd.					
Green Net SE Co.,					
		Account receivable		0.10	
		Premier Fission Capital Co., Ltd.		0.02	
		Premier Product PLC		0.01	
		Seri Premier Co., Ltd.			

Related Transactions between the Company and its subsidiaries and related persons incurred in 2015

(Million Baht)

RELATED JURISTIC PERSON	TRANSACTION TYPE	DESCRIPTION	RELATIONSHIP	TRANSACTION VALUE	NECESSITY AND RATIONAL
Premier Product PLC	Normal Business	<p>Subsidiary:- Income from interest > The subsidiary provide loan servicing for financial loans, discounting receivables or loan for products.</p> <p>Account receivable</p>	Common Directors	0.09 0.13	> Compensation interest is determined by the financial costs and expenses plus a profit, compare to other lender
Datapro Computer Systems Co., Ltd.	Normal Business	<p>Subsidiary:- Cost of service > The subsidiary provide maintenance services on computer equipment during the lease term</p>	Common Directors	0.03	> Estimate from service hours compare to the service hours of other DCS's customers
Premier Motors Co., Ltd.	Normal Business	> The subsidiary refuel rental car by using NGV Gas from PMC	Common Directors	1.62	> NGV Price based on retail price from PTT
Premier Metrobus Co., Ltd.	Normal Business	<p>> The subsidiary use maintenance service for rental car (Micro Bus)</p> <p>Account Payable Premier Motors Co., Ltd. Premier Metrobus Co., Ltd. Datapro Computer Systems Co., Ltd.</p>	Common Directors	2.17 0.10 0.03 0.01	> Maintenance price compared to other business's price
Premier Metrobus Co., Ltd.	Normal Business	<p>Subsidiary:- > The subsidiary rent a place for daily management of shuttle bus for employees / customers / school bus and car repair. Total area is 1,932 sq.m. Rental and service charge are 360 Baht/sqm/month > The subsidiary rents buses and drivers for shuttle buses totally 9 buses.</p>	Common Directors	3.89 2.06	<p>> Rental and service charge are under normal business conditions</p> <p>> Electricity and telephone bill are actual cost. Property tax is under normal condition.</p> <p>> There is no car meet the customer's need so that PIL has to rent car from PMB</p>

Related Transactions between the Company and its subsidiaries and related persons incurred in 2015

RELATED JURISTIC PERSON	TRANSACTION TYPE	DESCRIPTION	RELATIONSHIP	TRANSACTION VALUE	NECESSITY AND RATIONAL
Premier Metrobus Co., Ltd. Premier Motors Co., Ltd.		Subsidiary:- Cost of service (Shuttle Bus) > The subsidiary buy 9 buses and 1 van for shuttle services > The subsidiary buy 1 bus for shuttle service	Common Directors	7.40	> Price are under normal business condition
		Account Payable		2.35	
		Premier Metrobus Co., Ltd.		1.24	
		Account receivable		7.73	
Premier Fission Capital Co., Ltd.	Support normal business	The Company and its Subsidiaries: Management Expense Service Charge per month: PE 125,000 Baht PIL 400,000 Baht PB 50,000 Baht PC2000 90,000 Baht Total	Common Directors	1.50 4.80 0.60 1.08 7.98	> PFC calculate management fee from income, property and manpower
Datapro Computer Systems Co., Ltd.	Support normal business	The Company and its Subsidiaries: Management Expense Services for IT system concerned with software, internet, e-mail and others Account Payable	Common Directors	8.23 -	> Price are under normal business condition

(Million Baht)

Related Transactions between the Company and its subsidiaries and related persons incurred in 2015

(Million Baht)

RELATED JURISTIC PERSON	TRANSACTION TYPE	DESCRIPTION	RELATIONSHIP	TRANSACTION VALUE	NECESSITY AND RATIONAL
Seri Property Holdings Co., Ltd.	Support normal business	<p>Management Expense</p> <p>> Rental and service contract at PCP, for PIL and PB, for the period of 3 years as following details:</p> <p>> Rental area for PIL is 647.54 sqm and PB is 137.15 sqm.</p> <p>> Rental chart is 250 Baht/sqm/month</p> <p>> Service charge is 190 Baht/sqm/month</p> <p>Account Payable</p> <p>Rental Deposit</p>	Common Directors	<p>4.13</p> <p>0.02</p> <p>0.85</p>	<p>> Rental and service charge are under normal business conditions</p> <p>> Electricity and telephone bill are actual cost.</p> <p>> Property tax is under normal condition and maintenance cost is material cost plus wage.</p>



POLICY OR TREND OF FUTURE INTER-TRANSACTION

The Company and/or its subsidiaries have expected that in the future, inter-transactions will still occur in line with the nature of normal business engagement or normal business support such as revenue from sales and services, rent of office space, lease of office space, employment for management based on Agreement of Hire of Management and Business Consulting, rent of car used for business engagement, rental fee an other service charges, etc. All inter-transactions will occur based on necessity and for business operation efficiency within the Group. The inter-pricing policy has been clearly determined according to proper and fair market price and condition under main consideration on the Company's benefit. However, the Audit Committee of the Company will quarterly review inter-transaction. For newly occurred significant inter-transaction, the Company will propose the Audit Committee for consideration and suggestion to the Board of Directors for consideration and approval.

However, according to inter-transaction possibly causing contingent conflict of interests in the future, the Board of Directors shall comply with Securities and Exchange Law, and regulation, announcement, directive or requirement of Office of the Securities and Exchange Commission as well as compliance with the requirement of information disclosure of connected transaction doing and asset acquisition or disposal of the Company and its subsidiaries, including compliance with accounting standard stipulated by Federation of Accounting Professions.



ANALYSIS AND EXPLANATION OF THE MANAGEMENT

(1) OVERVIEW OF BUSINESS OPERATION



In the past 2015, car lease market has increasingly expanded as the result of high expansion of domestic tourism industry and low level of steady car leasing interest rate. The overview for the whole year has been anticipated to be 10-15% as the result of increasing number of leasing cars of the Company from previous year for 432 cars. However, in meantime, the car price in used car market has still continuously decreased, reflecting the impact from consequence of the first car policy condition that must possess for not below 5 years (rights will be completed one by one in the end of 2016). The manufacturer's sales promotion for stimulation of sales volume for new car in accompany with Thai economic situation without clear recovery direction resulted in the Company's attempt to reduce these impacts with different measures such as negotiation with customer for lease contract term extension, release of leasing car which has been expired but has still been in good condition for short-term rent for 1-2 years, direct sales of car of which lease contract is expired to the car user via website, etc. From the result of decline in used car price in this accounting year, the Company has considered on provision of allowance from impairment of all cars of which their lease contracts have not been expired for 128.39 million Baht, resulting in loss of overall operation in this year for 154.85 million Baht.

In part of debt restructuring and business rehabilitation, the Company has executed according to rehabilitation plan until being successful by paying the last installment of debt in December 2015. In part of lawsuits submitted by two creditors for challenge of central bankruptcy court's order that consented on the proposal of plan revision request, the Supreme Court's decision on 5 August 2015 was the reversal of judgment of the Central Bankruptcy Court not to consent with the proposal of plan revision request. Therefore, the Company sent letter to the registrar of the public limited company to request for ordering to cancel the former order which was accepted for registration of capital decrease and capital increase according to petition of business rehabilitation plan revision. Later, the registrar issued the letter on 1 December 2015 to inform consideration result that the former order could not be cancelled by referring to matters of law in the way that the court order for the Company to quit from business rehabilitation plan will not affect the completeness of the execution in the Company's capital decrease and capital increase that has already been executed.

The Company deemed that the judgment and reference of matters of law of the registrar of the public limited company has been likely improper. The Company therefore filed to the Central Bankruptcy Court to request the Central Bankruptcy Court to order the registrar of the public limited company for cancellation of the former order which was accepted for registration in the Company's capital decrease and capital decrease. However, the Central Bankruptcy Court has made the appointment for investigation of the Company's petition on 15 February 2016. After investigation on the petition, the Central Bankruptcy Court has made the appointment for hearing order and petition on 23 February 2016. However, when the accounting has been adjusted to be in line with judgment of the Supreme Court, it will not affect total of the shareholders' equity of the Company.

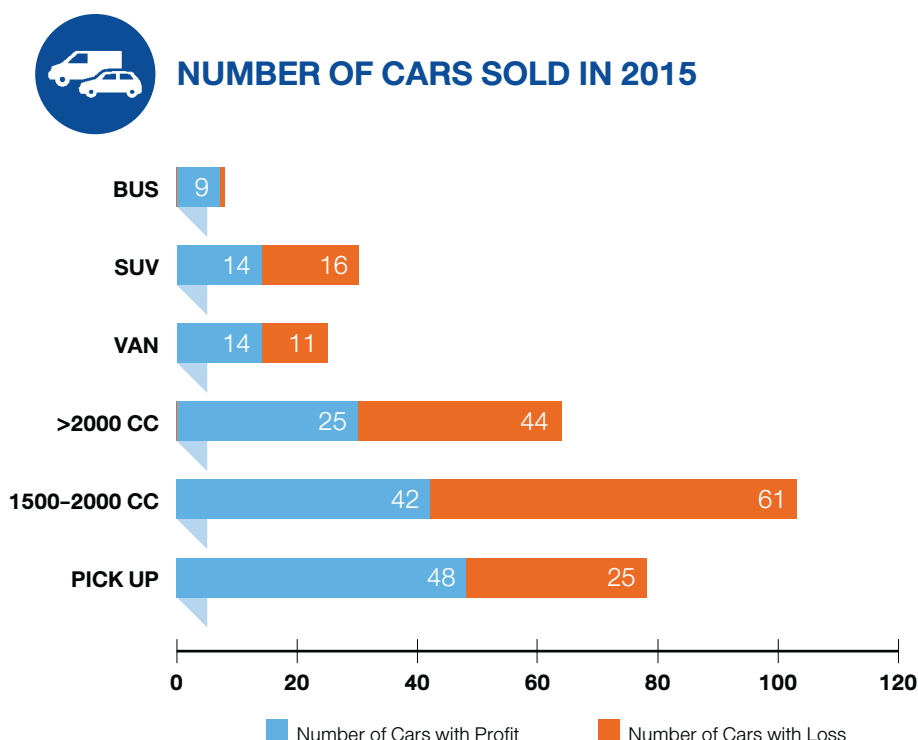
(2) OVERALL OPERATION

According to the overall operation for 2015, total revenue of the Company and its subsidiaries was 599.76 million Baht, increasing for 8.3%. This has been the result from expansion of leasing car market that caused number of leasing cars to be 2,305 cars. In general leasing cars such as sedan, pickup truck, van, truck and other multipurpose cars, net number of cars was 421 cars from previous year and average monthly rent fee was at 20,586 Baht, increasing for 2.2%. In addition, the Company has been able to retain the original customer base in high proportion with expansion rate or lease contract renewal at 72.6% from number of expired lease contract in the year, or 308 cars. In part of school bus and employee shuttle bus business for 78 buses, less increase was just 11 cars from previous year due to once a year for quotation offer of school bus in the period prior-semester beginning in company with price competition.

In the aspect of lease and service cost, the Company has tried to control the cost to be in proper and competitive level and that can shift gross profit margin in general leasing car business to be in higher level from last year for 0.2%. However, the lowered profit margin in shuttle bus and school bus business was 6.5%, resulting in decrease in overall gross profit margin for 0.8%. In addition, the depressed used car market state, loss from sales of used cars, loss from car impairment were 128.39 million Baht, including increasing operating expense from previous year under below detail of changes.

1. Revenue from lease fee and service charge and gross profit consist of below.
 - 1.1 Revenue from car leasing business was 558.00 million Baht, increasing for 9.7% from expansion of leased car market and retention of the primary customer base. It was revenue from general car lease for 491.33 million Baht, increasing from 2014 for 21.89 million Baht, and revenue from school bus and employee shuttle bus business for 66.67 million Baht, increasing for 27.37 million Baht. In the same time, the Company has attempted to control service cost to be in competitive level such as negotiation for purchase of cars at best price and supply of proper car insurance, control of repair expense, and efficiency improvement on alternative car administration, etc., resulting in a little bit higher gross profit margin of general leasing car from last year to be in level of 26.9%. Gross margin of school bus and shuttle bus business was 16.1%, lower than last year for 6.5% due to significant cause derived from expense of 3.32 million Baht used for improvement of all shuttle service buses to have better condition, and to be consistent with the condition of Department of Land Transport. The number of customers using school bus services in school holiday period has still been in few quantity and it can be done for just 15% of the period of all existing holidays
 - 1.2 For revenue from other services such as total of revenue from insurance business and lease of computer hardware was 33.25 million Baht, increasing for 2.44 million Baht which was derived from increasing number of leased computer hardware and customers of car insurance and other types of insurance.
2. Administrative expense was 134.88 million Baht, increasing for 23.25 million Baht and derived from increase in personnel expense for 10.12 million Baht from more manpower rate of sales and after sales service work unit as well as adjustment of annual wage and adjustment of provident fund welfare. Rent of office and service work section increased for 3.53 million Baht from area expansion of office and service work section for leasing cars at Rama IV road. In this year, unrealized loss from adjustment of capital value was 10.13 million Baht which was derived from declining market price in investment of open-end fund of debt securities (Bkind).
3. During 2015, the Company sold 310 cars with maturity of lease contracts, resulting in loss from sales for 3.31 million Baht. The loss decreased from last year with sales of 446 cars at loss for 6.90 million Baht. However, if reversal of allowance for car impairment transaction recorded by the Company in last year and sold in this year was excluded, the loss from sales of cars in 2015 was 22.87 million Baht. This has emphasized for recognition that used car market state has still declined as aforesaid particularly for cars with engine size more than 2000 C.C. have had very declining prices.

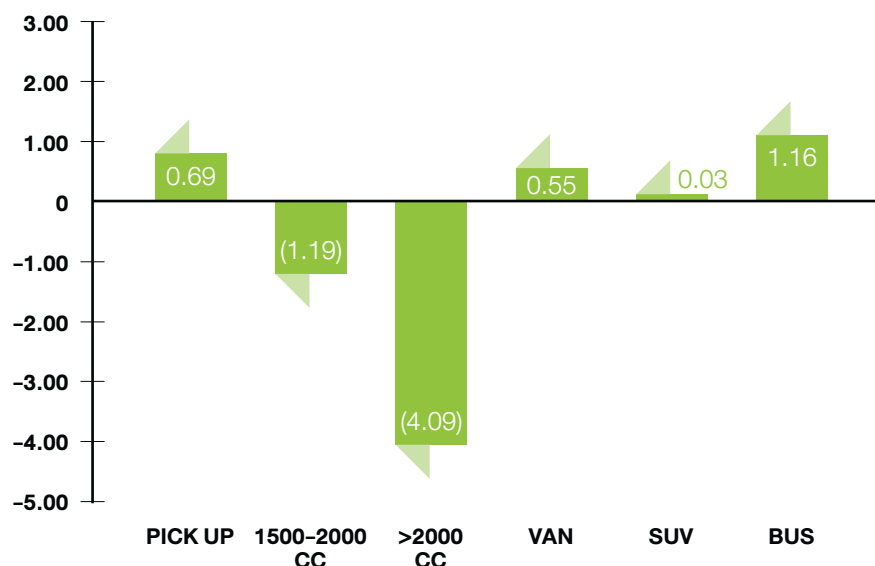
DETAIL OF PROFIT (LOSS) FROM SALES CLASSIFIED INTO THE FOLLOWING TYPE OF CARS





PROFIT (LOSS) FROM SALES OF CARS IN 2015

(Million Baht)



According to the recession of used car market condition, the price of second hand car was continuously reduced. In accompanying with above data for sales of cars, the Company has considered on appraisal of cars with non-maturity of lease contract to be consistent with the conservative principle. When the Company appraised the value for return of those cars in comparison with book value, it was found that the Company's profit from appraisal was 23.95 million Baht and loss from car impairment was 128.39 million Baht. The Company therefore considered on provision of allowance for car impairment in the said amount.

4. Financial expense was 66.23 million Baht, increasing for 2.87 million Baht while the number of cars that the Company have made the lease contract in this year increased for 742 cars (2014 : 446 cars) as the result from lease interest rate that has still been stagnant in low level, resulting in decrease in financial cost of leasing car business from last year to be at 5.36% (2014 : 5.67%).
5. The Company's net loss in 2015 was 154.85 million Baht, higher than last year for 73.42 million Baht, resulting in decrease in net profit margin to be 25.8% whereas its significant cause was derived from consideration on increase in provision of allowance for car impairment from last year for 53.09 million Baht and increase in administrative expenses for 23.25 million Baht.

(3) ASSET MANAGEMENT ABILITY



As of 31 December 2015, total assets of the Company were 1,839.07 million Baht, increasing from last year for 102.63 million Baht or 5.9%. Most of the Company's assets consist of vehicles for lease for 1,514.45 million Baht or 82.3% of total assets, and increasing for 135.70 million Baht. While in 2014, they were 1,378.76 million Baht or 79.4% of total assets. In 2015, total number of cars in the port was 2,305 cars, increasing for 432 cars when compared with 2014 that had number of cars in the port for 1,873 cars, however, due to the Company's capability to increasing expansion of customer base, and more car lease proportion of the primary customers.

NUMBER AND VALUE OF CARS

TRANSACTION	FOR THE YEAR ENDED AS OF 31 DECEMBER		
	2015	2014	2013
Number of cars – beginning period (cars)	1,873	1,899	1,864
Number of purchases (cars)	742	420	429
Number of sales (cars)	310	446	394
Number of cars – ending period (cars)	2,305	1,873	1,899
Beginning cars (cars)			
General cars*	2,162	1,733	1,764
Passenger cars	143	140	135
Total ending cars	2,305	1,873	1,899
Ending net book value (million Baht)			
General cars*	1,429.86	1,288.62	1,278.24
Passenger cars	84.59	90.14	151.78
Total ending net book value	1,514.45	1,378.76	1,430.02

* means car, pickup truck, van, truck and multipurpose car

ACCOUNT RECEIVABLES

Account receivables as of 31 December 2015 were 62.93 million baht, increasing from 2014 for 15.14 million Baht. When considered on receivable quality, they were non-matured receivables for 49.41 million Baht or proportion of 78.5% which was less than last year at the proportion of receivables in this group for 84.8%. However, due to current competition condition, some new customers for car lease and some primary customers have required high credit term up to 60 days. However, the Company has closely collected debts using precaution in consideration of customer selection under concern on financial status and reliability of customers. Almost of the Company's customers have been private companies and public limited companies, public agencies and state enterprises. Moreover, the Company has attempted to distribute the customer group into variety of industries both in business groups in energy, petrochemical, industrial agriculture, consumer goods group, and Premier Group of Company, to reduce business operation risk if problem occurs with any industrial groups. At present, the Company's number of customers has been 337 customers, increasing from last year for 9.4%.

DETAIL OF TRADE ACCOUNT RECEIVABLES CLASSIFIED ACCORDING TO LIABILITY TERM

Unit: Million Baht

TRANSACTION	FOR THE YEAR ENDED AS OF 31 DECEMBER					
	2015		2014		2013	
Liability term from maturity date						
> Not yet matured	49.41	78.5%	40.53	84.8%	33.97	91.6%
> Not more than 3 months	10.75	17.1%	6.62	13.9%	2.75	7.4%
> 3-6 months	1.83	2.9%	0.55	1.2%	0.37	1.0%
> More than 6 months	0.94	1.5%	0.09	0.2%	-	0.0%
Total	62.93	100.0%	47.79	100.0%	37.09	100.0%
Less Allowance for doubtful accounts	(0.38)		-		-	
Total account receivables – net	62.55		47.79		37.09	

TEMPORARY INVESTMENT

The Company has had the policy to invest balance cash in unit trust that has already been considered that the return has been higher than saving deposit with the commercial bank. During the year, the Company expanded the leasing car business. Therefore, cash was withdrawn from unit trust in open-end fund of debt securities, resulting in balance of 32.94 million Baht as of 31 December 2015, decreasing from last year for 32.29 million Baht with investment profit for 1.08 million Baht.

Moreover, the Company invested in open-end fund of debt securities (Bkind) for 12 million shares at share value of 10 Bhat per share. As of 31 December 2015, market value of share decreased to be remained 9.0664 Baht. The Company therefore presented the price based on fair price as of that date, resulting in provision of allowance for investment devaluation in this year for 10.13 million Baht.

(4) LIQUIDITY AND SOURCE OF THE COMPANY'S CAPITAL.



According to business structure, three sources of capital have been from the following.

- 1) Cash received from operating activity
- 2) Cash received from sales of leasing car
- 3) Cash received from increase in capital

Cash received from operating activity is derived from revenue from car lease, insurance brokerage business, and computer hardware lease business. When car lease contract is expired, the Company will have cash received from sales of car with expired contracts. In 2015, liquidity ratio was 0.57 times, being less than last year with the ratio for 0.77. However, it was caused from the decrease in cash transaction and temporary investment transaction as mentioned in (3).

TRANSACTION	2015	2014	2013
Liquidity Ratio	0.57	0.77	0.77
Quick Ratio	0.47	0.68	0.65
Cash Flow Liquidity Ratio	0.53	0.64	0.75

The significant obligation of the Company has consisted of 2 aspects including (1) liability according to business rehabilitation plan with balance brought forward for 8.39 million Baht whereas the Company has completely paid in 2015, (2) liability from supply of leasing car such as liability according to lease contract, liability according to financial lease contract and from long-term loan with payment schedule in installments in total balance of 1,346.63 million Baht with monthly payment schedule and 3-5 years of average contractual term. In part of within 1 year maturity for 449.02 million Baht or 33.3%, it has been in line with the nature of business of which its most of capital structure has been liability and the proportion of the said liability has not affected the Company's liquidity at all due to the Company's continuous revenue generation from car lease. In next year, the money received from car lease fee was 471.7 million Baht. Moreover, there has still been revenue from sales of cars with expiry of lease contract.

The Company has managed inflow-outflow cash to be balanced to prevent liquidity risk under determination of borrowing duration in consistency with lease contract duration, and to abate interest rate risk. The Company has used source of loan with fixed interest rate for consistency with revenue from lease which has been fixed throughout the contract.

Detail of liabilities according to lease contract, financial lease contract, long-term loan and source of capital that will be paid

TRANSACTION	FOR THE YEAR ENDED 31 DECEMBER		
	2015	2014	2013
Liability according to lease contract, financial lease contract, and long-term loan			
Within 1 year maturity	449.0	351.9	309.0
1-5 year maturity	897.6	784.2	779.6
Total	1,346.6	1,136.1	1,088.6
Minimum revenue from lease that will be received in the future			
Within 1 year receipt due	471.7	422.5	403.8
1-5 year receipt due	696.7	529.2	542.5
Total	1,168.4	951.7	946.3

Furthermore, after the Company has already paid for liability according to business rehabilitation in 2015, the single source of loan has been remained subject to the operating condition of its subsidiaries that Debt/Equity Ratio has been specified for not more than 4.5 times. However, its subsidiaries have fully paid liabilities based on this contract in February 2016 in total amount of 2.0 million Baht.

(5) FACTORS OR EVENTS AFFECTING FUTURE OVERALL OPERATION



Due to the Company's loss turnover and high amount of accumulated loss, the Company will organize more firm financial structure under further consideration on decrease in total accumulated loss based on the guideline proposed to the shareholders if after the order of the Central Bankruptcy Court to the registrar of the public limited company to execute the cancellation of the former order which was accepted for registration of capital decrease and capital increase according to the application for business rehabilitation plan revision (that will not affect amount of the Shareholders' Equity).

From overall economic condition which has not yet significantly recovered, market price of used car has still been continuously stagnant. The Company then has considered on the provision of allowance for car impairment in this year, resulting in price factor that will lessen the overall operation effect in the following year. Therefore, the Company must adapt itself for business growth under requirement for addition of new business channel, value addition in service work as well as business expansion of passenger car business in various forms such as Shuttle Service, employee shuttle bus or school bus, that has tended to have more market demand quantity as observed from the current way of business. The competition in the viewpoint of value addition to product or service has been seen together with the provision of standard service and safety to promote the image of business organization in consistency with the Company's way of service that emphasizes on service standard and safety. These factors will contribute to the sustainable business growth capability of the Company.

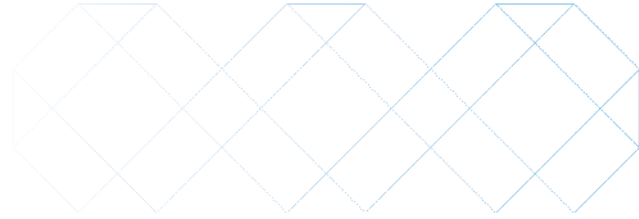


GENERAL INFORMATION

Premier Enterprise Public Company Limited	: Company Registration Number 0107536001150
Type of Business	: Holding company investing in the financial services business
Head Office	: One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Telephone : 0-2301-1550 Facsimile : 0-2398-1188 Homepage : www.pe.premier.co.th
Registered Capital	: 1,612,152,709 Baht
Number of Issued Shares	: 800,000,000 Shares
Company Secretary	: Telephone : 0-2301-1569 Facsimile : 0-2748-2063 E-mail : teerapol@pfc.premier.co.th
Investor Relation	: Telephone : 0-2301-1550 Facsimile : 0-398-1188 E-mail : ircontact@premier-pe.co.th

OVER 10% OF SHARES HELD BY THE COMPANY

1) Premier Capital (2000) Company Limited Head Office Type of Business Registered Capital Number of Issued Shares Shares held by the Company	: Company Registration Number 0105543016793 : One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Telephone : 0-2301-1000 Facsimile : 02-301-2098 : Provision of commercial credit to various businesses : 230,000,000 Baht : 2,300,000 Shares : 2,299,996 Shares
2) Premier Inter Leasing Company Limited Head Office Type of Business Registered Capital Number of Issued Shares Shares held by the Company - Premier Capital (2000) Co., Ltd.	: Company Registration Number 0105529047547 : One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Telephone : 0-2301-1900 Facsimile : 02-301-1927 : Long-term corporate vehicle leasing (Operating Lease) : 200,000,000 Baht : 40,000,000 Shares : 39,999,998 Shares



3) Premier Brokerage Company Limited Head Office Type of Business Registered Capital Number of Issued Shares Shares held by the Company – Premier Capital (2000) Co., Ltd.	: Company Registration Number 0845527000059 : One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Telephone : 0-2301-1274-1281 Facsimile : 02-399-1055 : Broker in insurance business : 7,000,000 Baht : 70,000 Shares : 69,994 Shares
4) Premier LMS Company Limited Head Office Type of Business Registered Capital Number of Issued Shares Shares held by the Company – Premier Capital (2000) Co., Ltd.	: Company Registration Number 0105541011662 : One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Telephone : 0-2301-1000 Facsimile : 02-301-2098 : Asset management service : 1,000,000 Baht : 10,000 Shares : 9,994 Shares

OTHER REFERENCES

1) Securities Registrar	Thailand Securities Depository Company Limited The Stock Exchange of Thailand Building, No. 93 Rachadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok, 10400 Telephone : 0-2009-9378-89 Facsimile: 0-2009-9476 Call Center : 0-2009-9999 Website : http://www.set.or.th/tsd E-mail : TSDCallCenter@set.or.th
2) Debenture Holders' Representations	- None -
3) Auditors	Mrs. Chonlaros Suntiasvaraporn with CPA No. 4523, or Ms. Thipawan Nananuwat with CPA No. 3459, or Ms. Supanee Triyanantakul with CPA No. 4498 EY Office Limited 33 rd Floor, Lake Rajada Office Complex 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110 ey.com Telephone : 0-2264-0777, 0-2661-9190 Facsimile : 0-2264-0789-90, 0-2661-9192
4) Financial Advisors	- None -
5) Legal Advisors	- None -
6) Consultant or Manager under Management Contact	Business Management and Consulting Contract Premier Fission Capital Co., Ltd. No. 1 Premier Corporate Park, Soi Premier 2, Srinakarin Road, Nongbon Sub-district, Prawet District, Bangkok 10250 Telephone : 0-2301-1000 Facsimile : 0-2398-1188



REPORT OF BOARD OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

Board of Directors are responsible for the financial report as prepared by Premier Enterprise Public Co., Ltd. and its subsidiaries in order to ensure the accurate and reasonable presentation of financial position, revenues and expenses and statement of cash flow. The presentation reflects accurate, complete and sufficient data entry of assets; prevents frauds and abnormal business operations. In preparing the financial report, appropriate accounting policies have been practiced consistently and in compliance with the generally accepted accounting standards. Significant information has also been sufficiently disclosed in notes to financial statements and the auditors provided their opinion in Report of the Independent Auditors

Board of Directors appointed Audit Committee consisting of the independent directors monitoring the financial report and assessing the internal control system, which have been approved by Audit Committee as appeared in Report of the Audit Committee, which has been exhibited in the annual report.

(MR. VICHIEEN PHONGSATHORN)

Chairman

On behalf of the Board of Directors

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of Premier Enterprise Public Company Limited have been wholly independent directors consisting of the directors who retired by rotation and the directors who have been newly appointed in 2015 as follows.

The directors who retired by rotation in the Annual General Meeting of Shareholders for 2015 on 11 May 2015 and expressed their intentions not to accept the appointment for resuming as the directors of the Company included the following.

Miss Chanida	Suwanjutha	Chairman of the Audit Committee	Attended the meetings for 2/2 times.
Mr. Suchai	Wattanantrinnakul	Audit Committee Member	Attended the meetings for 2/2 times.
Mr. Vichai	Hiranwong	Audit Committee Member	Attended the meetings for 2/2 times.

The directors who have been newly appointed according to the resolution of the Annual General Meeting of Shareholders for 2015 on 11 May 2015 have consisted of below.

Mrs. Jitrawattana	Jaruwatthanachai	Chairman of the Audit Committee	Attended the meetings for 4/4 times.
Mrs. Supasri	Suthontharn	Audit Committee Member	Attended the meetings for 4/4 times.
Mr. Surapol	Srangsomwong	Audit Committee Member	Attended the meetings for 4/4 times.

The Audit Committee newly appointed all three directors who are fully qualified pursuant to the requirement of the office of the Securities and Exchange Commission (the Office of SEC), and Stock Exchange of Thailand pursuant to laws and regulations. The 1/3 of the directors are the persons with knowledge and experiences in review of financial statements, non- managerial participation or not being the auditor, consultant, business partner or others with the Company and the company in the Group, and this has been in line with what has been determined by laws and regulations. Specifically, the Audit Committee has not been appointed to protect the interests of specific directors or major shareholders.

In 2015, the Audit Committee held 6 meetings consisting of 4 Quarterly Audit Committee Meetings, 1 meeting with Risk Management Committee of its subsidiaries, and 1 specific meeting with the auditor without the meeting attendance of the management. In each meeting, the top executives, internal auditors and the auditors mutually attended the meetings as proper for data provision to the meetings, contributing to the function of the audit committee members on their duties and responsibilities as stipulated in Charter of the Audit Committee and assigned by the Board of Directors. The significant issues considered by the Audit Committee have consisted of the following issues of which their essences have been summarized.

1. ACCURACY, COMPLETENESS, RELIABILITY OF THE COMPANY'S FINANCIAL REPORT



The Audit Committee reviewed both quarterly financial statements and yearly financial statements, and both in part of separate and consolidated financial statements that have been passed the review and audit from the auditor of the Company and the management, and the review and hearing to the clarification from the executive and the auditor in the issue of accuracy, completeness, reliability of financial report, and adequacy of the data disclosure. The Audit Committee commented that the financial statements have been accurate and complete as proper in essence and prepared according to financial reporting standard under adequate information disclosure for benefit of the financial statements' users.

2. INTERNAL CONTROL SYSTEM OF THE COMPANY



The Audit Committee reviewed the adequacy of the Company's internal control system through review on internal audit result report in assessment of the adequacy of internal audit control system according to the guideline stipulated by the Office of SEC. The Audit Committee commented that the Company has arranged effective, proper, and adequate internal control system for successful management with effective operating system as well as risk management system, asset maintenance, and effective personnel management based on nature of business without detection of essential weaknesses or faults.

3. INTERNAL AUDIT WORK GOVERNANCE

The Audit Committee informed the operating suggestion of Internal Audit Office and approved internal audit plan for 2015 emphasizing on significance of internal control and risk management for critical activities that cover both in part of the Company and its subsidiaries.

4. COMPLIANCE WITH LAWS AND REGULATIONS OF THE OFFICE OF SEC, STOCK EXCHANGE OF THAILAND AND LAWS RELEVANT TO THE COMPANY'S BUSINESS

The Audit Committee reviewed the compliance with Securities and Exchange Law, requirement of Stock Exchange of Thailand, and laws related to the Company's business and commented that the Company has well and continuously complied in consistency with relevant laws, rules, and requirements.

5. RISK MANAGEMENT

The Audit Committee reviewed the appropriateness and adequacy of risk management system of the Company including risk monitoring, assessment and analysis in significant activities by mutual meeting with the executives of the Company and its subsidiaries for acknowledgement on the execution of risk management in different areas. The significance has been given to identification of risk factor and risk management plan of the Company, and also provided useful suggestions to the management for risk management system that has been more effective and proper for business condition. The Audit Committee commented that the Company has carefully and fully managed risks as identified.

6. COMPLIANCE WITH ANTI-CORRUPTION MEASURE ACCORDING TO PRIVATE SECTOR COLLECTIVE ACTION COALITION AGAINST CORRUPTION PROJECT

The Audit Committee reviewed the compliance with anti-corruption measure according to Anti-Corruption Collective Action Coalition Project of Thai private sector. The Company has prepared manual of anti-corruption measure and arranged the internal corruption-related risk assessment, and it has been certified as the member of Thai Private Sector Collective Action Coalition Against Corruption from Private Sector Collective Action Coalition Against Corruption Council on 4 April 2014. In 2015, the Company has been assessed for Anti-Corruption Progress Indicator to be in highest level at the 5th Extended. This indicated the policy that covers the business partner, consultant, intermediary or business representative as well as the execution in carrying forward the business partners in the business chain, and implementing policy and practical guideline that are uninvolved with corruption of Thai Pat Institute and the Office of the Securities and Exchange Commission (SEC) as referred from international standard for listed company and general company. The Audit Committee commented that the Company has had complete and adequate practical measure with strictness and diligence.

7. TRANSACTION DOING POSSIBLY WITH CONFLICT OF INTERESTS



The Audit Committee reviewed the connected transactions or transactions possibly with conflict of interests to be accurate and consistent with laws and requirements of the Stock Exchange under consideration on the nature of transaction, reason and necessity. They commented that the said connected transactions have been the reasonable and fair transactions and useful for the Company under complete and adequate information and data disclosure.

8. GOOD CORPORATE GOVERNANCE

The Audit Committee reviewed and monitored the performance according to good corporate governance policy, and they commented that the Company has completely and adequately complied with good corporate governance policy. It indicated the accountable, transparent and effective management system for trust and confidence of the shareholders, stakeholders and a relevant parties.

9. APPROPRIATENESS OF THE AUDITOR

The Audit Committee considered the appropriateness of the auditor through reference from audit work quality, the appropriateness of the auditor team, and from review of the financial report. The meeting was specific for the auditor without meeting attendance of the management for acknowledgement on audit result and free internal control environment. The Audit Committee commented that the auditors of EY Office Company Limited have been the professional expert with independence, and well and effective function. Therefore, the Board of Directors was proposed for consideration on request for approval from Annual General Meeting to appoint Mrs. Chollaros Santiassawaraporn, the certified public account no. 4523, Miss Tippawan Nananuwat, the certified public accountant no. 3459, and Miss Supanee Triyananthakul, the certified public accountant no. 4498 as the auditors for 2015.

10. SELF-ASSESSMENT OF THE AUDIT COMMITTEE

The Audit Committee has assessed the scope of self-performance in comparison with the charter of the Audit Committee and best practice and the performance assessment result has been complete, sufficient and consistent with the charter of the Audit Committee and best practice.

On behalf of the Audit Committee

(MRS. JITTRAWATTHANA JARUWATTANACHAI)

Chairman of the Audit Committee



INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF PREMIER ENTERPRISE PUBLIC COMPANY LIMITED



I have audited the accompanying consolidated financial statements of Premier Enterprise Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, and have also audited the separate financial statements of Premier Enterprise Public Company Limited for the same period.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

OPINION

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Premier Enterprise Public Company Limited and its subsidiaries and of Premier Enterprise Public Company Limited as at 31 December 2015, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.



EMPHASIS OF MATTER

I draw attention to Note 4 to the financial statements. On 4 April 2011, the Central Bankruptcy Court issued an order approving the Company's exit from its rehabilitation plan, since the Company had already implemented conditions in the plan, and ordered the Company to continue paying debts to the creditors in accordance with the rehabilitation plan. Debt repayment is completed in 2015. However, two creditors lodged appeals against the order of the Central Bankruptcy Court with the Supreme Court, with respect to approval of the proposed amendments to the plan on 18 February 2008. The Supreme Court's judgement, issued on 5 August 2015, overturned the order of the Central Bankruptcy Court and rejected the proposed amendments to the Company's rehabilitation plan relating to the decrease and increase in the Company's registered share capital. The Company is currently in the process of complying with the Supreme Court's judgement. If the process is completed, the accounting adjustment of the Company's accounts will not effect to the overall amounts of shareholders' equity of the Company. My opinion is not qualified in respect of the above matters.



CHONLAROS SUNTIAVARAPORN

Certified Public Accountant (Thailand) No. 4523

EY Office Limited

Bangkok: 18 February 2016



STATEMENTS OF FINANCIAL POSITION

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT 31 DECEMBER 2015

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	31 December 2015	31 December 2014	31 December 2015	31 December 2014
Assets					
Current assets					
Cash and cash equivalents	7	17,560,946	31,161,645	253,876	399,579
Current investments	8	142,621,107	191,472,126	10,699,917	36,571,960
Trade and other receivables	9	71,404,864	49,843,615	5,098,588	6,709
Prepaid expenses		33,150,459	27,857,892	136,839	148,940
Short-term loans to related party	10	-	-	106,318,509	74,204,000
Other current assets		11,568,177	6,772,914	275,563	67,065
Total current assets		276,305,553	307,108,192	122,783,292	111,398,253
Non-current assets					
Restricted bank deposits	11	11,313,310	14,597,688	-	-
Investments in accounts receivable	12	-	-	-	-
Investment in subsidiary	13	-	-	229,999,600	229,999,600
Vehicles for rent and equipment	14	1,537,054,730	1,401,982,892	106	109
Non-operating assets	15	1,617,100	1,577,500	64,600	25,000
Others receivables - related parties	16	-	-	-	-
Deferred tax assets	25	594,906	561,778	17	-
Other non-current assets		12,188,232	10,614,726	17,000	39,003
Total non-current assets		1,562,768,278	1,429,334,584	230,081,323	230,063,712
Total assets		1,839,073,831	1,736,442,776	352,864,615	341,461,965

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION (continued)

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT 31 DECEMBER 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		31 December 2015	31 December 2014	31 December 2015	31 December 2014
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	18	34,863,141	34,413,024	970,558	3,250,306
Current portion of liabilities under hire-purchase agreements	19	427,996,889	318,941,235	-	-
Current portion of liabilities under finance lease agreements	20	19,013,863	30,394,114	-	-
Current portion of long-term loan	21	2,013,640	2,658,080	-	-
Current portion of long-term liabilities	22	-	413,486	-	413,486
Current portion of long-term liabilities - related parties	10	-	7,980,272	-	10,312,832
Income tax payable		50,675	243,617	-	-
Other current liabilities		4,803,131	4,524,872	39,340	39,340
Total current liabilities		488,741,339	399,568,700	1,009,898	14,015,964
Non-current liabilities					
Liabilities under hire-purchase agreements, net of current portion	19	851,549,943	700,634,706	-	-
Liabilities under finance lease agreements, net of current portion	20	46,056,196	79,243,430	-	-
Long-term loan, net of current portion	21	-	4,267,600	-	-
Provision for long-term employee benefits	23	30,073,801	19,572,664	-	-
Deferred gain from debt restructuring		-	3,507,500	-	15,819,500
Deferred tax liabilities	25	41,547,042	43,197,693	-	3,975
Other non-current liabilities		45,176,703	41,694,113	6,312,355	7,311,716
Total non-current liabilities		1,014,403,685	892,117,706	6,312,355	23,135,191
Total liabilities		1,503,145,024	1,291,686,406	7,322,253	37,151,155

The accompanying notes are an integral part of the financial statements.



STATEMENTS OF FINANCIAL POSITION (continued)

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

AS AT 31 DECEMBER 2015

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		31 December 2015	31 December 2014	31 December 2015	31 December 2014
Shareholders' equity					
Share capital					
Registered					
1,612,152,709 ordinary shares of Baht 1 each	4	1,612,152,709	1,612,152,709	1,612,152,709	1,612,152,709
Issued and fully paid up					
800,000,000 ordinary shares of Baht 1 each	4	800,000,000	800,000,000	800,000,000	800,000,000
Shares issued for unclaimed guarantees issued by the Company	4	(20,383,918)	(20,383,918)	(20,383,918)	(20,383,918)
Deficit		(755,897,535)	(600,116,567)	(717,239,280)	(722,556,322)
Other components of shareholders' equity	16	312,209,079	265,255,674	283,165,560	247,251,050
Equity attributable to owners of the Company		335,927,626	444,755,189	345,542,362	304,310,810
Non-controlling interests of the subsidiaries		1,181	1,181	-	-
Total shareholders' equity		335,928,807	444,756,370	345,542,362	304,310,810
Total liabilities and shareholders' equity		1,839,073,831	1,736,442,776	352,864,615	341,461,965
		-	-	-	-

The accompanying notes are an integral part of the financial statements.

STATEMENT OF COMPREHENSIVE INCOME

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED 31 DECEMBER 2015

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
Profit or loss:					
Revenues					
Rental and service income		591,253,944	539,551,682	999,361	999,361
Other income		8,484,782	14,041,745	11,566,208	7,241,288
Total revenues		<u>599,738,726</u>	<u>553,593,427</u>	<u>12,565,569</u>	<u>8,240,649</u>
Expenses					
Cost of rental and services		422,288,840	381,107,039	-	-
Administrative expenses		134,880,637	111,628,403	7,247,108	5,985,800
Loss on sales of vehicles for rent and equipment		3,308,382	6,904,825	-	-
Loss on impairment of vehicles for rent	14	128,390,298	75,297,942	-	-
Total expenses		<u>688,868,157</u>	<u>574,938,209</u>	<u>7,247,108</u>	<u>5,985,800</u>
Profit (loss) before finance cost and income tax expenses		<u>(89,129,431)</u>	<u>(21,344,782)</u>	<u>5,318,461</u>	<u>2,254,849</u>
Finance cost		(66,236,409)	(63,362,684)	(5,410)	(3,250)
Profit (loss) before income tax expenses		<u>(155,365,840)</u>	<u>(84,707,466)</u>	<u>5,313,051</u>	<u>2,251,599</u>
Tax income (expenses)	25	520,118	3,280,455	3,991	(3,975)
Profit (loss) for the year		<u>(154,845,722)</u>	<u>(81,427,011)</u>	<u>5,317,042</u>	<u>2,247,624</u>
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial losses	23	(1,169,058)	-	-	-
Less: income tax effect	25	233,812	-	-	-
Other comprehensive income for the year		<u>(935,246)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u>(155,780,968)</u>	<u>(81,427,011)</u>	<u>5,317,042</u>	<u>2,247,624</u>
Basic earnings per share	26				
Profit (loss) for the year		<u>(0.1936)</u>	<u>(0.1018)</u>	<u>0.0066</u>	<u>0.0028</u>

The accompanying notes are an integral part of the financial statements.



STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED 31 DECEMBER 2015

(Unit: Baht)

	Consolidated financial statements						
	Equity attributable to owners of the Company			Other components of shareholders' equity			
	Issued and fully paid up share capital	Shares issued for unclaimed guarantees issued by the Company	Deficit	Gain on difference on reorganisation of business of group companies	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Balance as at 1 January 2014	800,000,000	(20,383,918)	(518,689,556)	227,157,994	488,084,520	1,181	488,085,701
Total comprehensive income for the year	-	-	(81,427,011)	-	(81,427,011)	-	(81,427,011)
Realised gain on difference on reorganisation of business of group companies (Note 16)	-	-	-	-	-	-	-
Balance as at 31 December 2014	800,000,000	(20,383,918)	(600,116,567)	38,097,680	444,755,189	1,181	444,756,370
Balance as at 1 January 2015	800,000,000	(20,383,918)	(600,116,567)	265,255,674	444,755,189	1,181	444,756,370
Loss for the year	-	-	(154,845,722)	-	(154,845,722)	-	(154,845,722)
Other comprehensive income for the year	-	-	(935,246)	-	(935,246)	-	(935,246)
Total comprehensive income for the year	-	-	(155,780,968)	-	(155,780,968)	-	(155,780,968)
Realised gain on difference on reorganisation of business of group companies (Note 16)	-	-	-	46,953,405	46,953,405	-	46,953,405
Balance as at 31 December 2015	800,000,000	(20,383,918)	(755,897,535)	312,209,079	335,927,626	1,181	335,928,807

The accompanying notes are an integral part of the financial statements.

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (continued)

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED 31 DECEMBER 2015

(Unit: Baht)

	Separate financial statements				
	Issued and fully paid up share capital	Shares issued for unclaimed guarantees issued by the Company	Deficit	Other components of shareholders' equity	
				Gain on reorganisation of business of group companies	Total shareholders' equity
Balance as at 1 January 2014	800,000,000	(20,383,918)	(724,803,946)	209,375,875	264,188,011
Total comprehensive income for the year	-	-	2,247,624	-	2,247,624
Realised gain on difference on reorganisation of business of group companies (Note 16)	-	-	-	37,875,175	37,875,175
Balance as at 31 December 2014	800,000,000	(20,383,918)	(722,556,322)	247,251,050	304,310,810
Balance as at 1 January 2015	800,000,000	(20,383,918)	(722,556,322)	247,251,050	304,310,810
Total comprehensive income for the year	-	-	5,317,042	-	5,317,042
Realised gain on difference on reorganisation of business of group companies (Note 16)	-	-	-	35,914,510	35,914,510
Balance as at 31 December 2015	800,000,000	(20,383,918)	(717,239,280)	283,165,560	345,542,362

The accompanying notes are an integral part of the financial statements.

CASH FLOW STATEMENT

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

FOR THE YEAR ENDED 31 DECEMBER 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash flows from operating activities				
Profit (loss) before tax	(155,365,840)	(84,707,466)	5,313,051	2,251,599
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Gain on sales of investments in unit trusts	(1,082,089)	(2,703,775)	(507,089)	(492,640)
Unrealised (gain) loss on changes in value of investments in unit trusts	10,032,008	1,026,514	19,957	(19,874)
Increase (decrease) in allowance for doubtful accounts	172,560	(3,758,456)	(205,900)	(3,758,456)
Depreciation and amortisation	254,141,288	255,013,858	-	-
Allowance for impairment loss on vehicles for rent	147,474,126	75,297,942	-	-
Reversal of allowance for impairment of investments in accounts receivable	(69,131)	(152,000)	-	-
Realised deferred rental income	(999,361)	(999,361)	(999,361)	(999,361)
(Gain) loss on sales of vehicles for rent and equipment	3,308,382	6,904,825	3	(17,835)
Increase in non-operating assets	(39,600)	-	(39,600)	-
Gain from debt restructuring	(660,662)	-	(5,890,500)	-
Provision for long-term employee benefits	2,101,962	2,128,534	-	-
Write-off refundable withholding tax deducted at source	885,751	124,001	22,003	68,089
Interest income	(275,474)	(1,462,258)	(4,373,606)	(2,145,553)
Interest expenses	66,086,426	63,238,274	-	-
Profit (loss) from operating activities before changes in operating assets and liabilities	325,710,346	309,950,632	(6,661,042)	(5,114,031)
Operating assets (increase) decrease				
Trade and other receivables	(14,594,792)	(10,949,531)	(1,835)	11,548
Prepaid expenses	(5,471,851)	(4,433,859)	12,101	(18,715)
Other current assets	1,475,424	6,710,828	42,772	3,983,199
Investments in accounts receivable	69,131	152,000	-	-
Other non-current assets	(2,459,257)	(5,595,909)	-	(22,003)
Operating liabilities increase (decrease)				
Trade and other payables	451,834	7,415,608	(2,279,748)	2,292,152
Other current liabilities	278,259	1,763,613	-	-
Provision for long-term employee benefits	(114,800)	(1,812,800)	-	-
Other non-current liabilities	4,481,952	3,889,267	-	-
Cash flows from (used in) operating activities	309,826,246	307,089,849	(8,887,752)	1,132,150
Cash paid for interest expenses	(68,934,981)	(64,457,095)	(15,019,044)	(1,544,357)
Cash paid for income tax	(7,187,869)	(4,233,177)	(45,371)	(22,003)
Net cash flows from (used in) operating activities	233,703,396	238,399,577	(23,952,167)	(434,210)

The accompanying notes are an integral part of the financial statements.

CASH FLOW STATEMENT (continued)

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED 31 DECEMBER 2015

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash flows from investing activities				
(Increase) decrease in restricted bank deposits	3,284,378	(7,533,841)	-	-
(Increase) decrease in current investments - fixed deposits	(29,700)	1,481,071	-	-
Acquisitions of unit trusts	(199,150,000)	(511,450,000)	(40,700,000)	(66,000,000)
Proceeds from sales of unit trusts	239,080,800	477,125,426	67,059,175	55,940,319
Proceeds from sales of investments	46,953,405	38,097,679	35,914,510	37,875,175
(Increase) decrease in short-term loans to related party	-	12,000,000	(32,114,509)	(20,000,000)
Interest income	275,764	1,472,483	4,373,606	2,145,553
Acquisitions of vehicles for rent and equipment	(69,306,176)	(37,711,544)	-	-
Proceeds from sales of vehicles for rent and equipment	152,571,931	183,544,286	-	17,836
Net cash flows from investing activities	173,680,402	157,025,560	34,532,782	9,978,883
Cash flows from financing activities				
Repayment of liabilities under hire-purchase agreements	(358,862,275)	(308,918,529)	-	-
Repayment of liabilities under finance lease agreements	(48,816,424)	(73,327,875)	-	-
Repayment of long-term loan	(4,912,040)	(3,574,080)	-	-
Repayment of long-term liabilities	(413,486)	(413,486)	(413,486)	(413,486)
Repayment of long-term liabilities from related parties	(7,980,272)	(7,980,272)	(10,312,832)	(10,312,832)
Net cash flows used in financing activities	(420,984,497)	(394,214,242)	(10,726,318)	(10,726,318)
Net increase (decrease) in cash and cash equivalents	(13,600,699)	1,210,895	(145,703)	(1,181,645)
Cash and cash equivalents at beginning of year	31,161,645	29,950,750	399,579	1,581,224
Cash and cash equivalents at end of year	17,560,946	31,161,645	253,876	399,579
	-	-	-	-
Supplement cash flows information				
Non-cash transactions				
Assets acquired under hire-purchase agreements during the year	618,833,166	420,947,987	-	-
Assets acquired under finance lease agreements during the year	4,248,939	12,373,438	-	-

The accompanying notes are an integral part of the financial statements.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
FOR THE YEAR ENDED 31 DECEMBER 2015

1. GENERAL INFORMATION

Premier Enterprise Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in investing in various businesses. The registered office of the Company is at One Premier Corporate Park, Soi Premier 2, Srinakarin Road, Kweang Nongbon, Khet Prawet, Bangkok.

2. BASIS OF PREPARATION

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

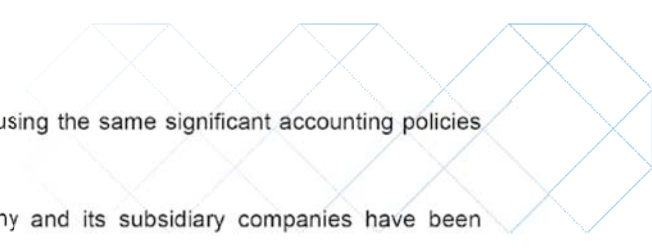
The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Premier Enterprise Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2015 Percent	2014 Percent
<u>Subsidiary directly owned by the Company</u>				
1. Premier Capital (2000) Company Limited	Provision of commercial credit to various businesses and provision of rental service of computer hardware and accessories	Thailand	100	100
<u>Subsidiaries indirectly owned by the Company</u>				
1. Premier Inter Leasing Company Limited	Vehicle rental service	Thailand	100	100
2. Premier LMS Company Limited	Loan management service	Thailand	99.94	99.94
3. Premier Brokerage Company Limited	Insurance brokerage	Thailand	99.99	99.99

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

- 
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
 - f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. NEW FINANCIAL REPORTING STANDARDS

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

(a) Financial reporting standards that became effective in the current year

The Company and its subsidiaries have adopted the revised (revised 2014) and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company's and its subsidiaries' financial statements. However, some of these standards involve changes to key principles, which are summarised below:

TAS 19 (REVISED 2014) EMPLOYEE BENEFITS

This revised standard requires that the entity recognises actuarial gains and losses immediately in other comprehensive income while the former standard allows the entity to recognise such gains and losses immediately in either profit or loss or other comprehensive income, or to recognise them gradually in profit or loss.

This revised standard does not have any impact on the financial statements as the Company and its subsidiaries already recognise actuarial gains and losses immediately in other comprehensive income.

TFRS 10 CONSOLIDATED FINANCIAL STATEMENTS

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the content of TAS 27 *Consolidated and Separate Financial Statements* dealing with consolidated financial statements. This standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over investees and determining which entities have to be included in preparation of the consolidated financial statements.

This standard does not have any impact on the Company's and its subsidiaries' financial statements.



TFRS 13 FAIR VALUE MEASUREMENT

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

This standard does not have any significant impact on the Company's and its subsidiaries' financial statements.

(b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised (revised 2015) and new financial reporting standards and accounting treatment guidance which is effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards. The Company's and its subsidiaries' management believe that the revised and new financial reporting standards and accounting treatment guidance will not have any significant impact on the financial statements when it is initially applied.

4. DEPT RESTRUCTURING/REHABILITATION PLAN

From 2002, the Company operated its business under a business rehabilitation plan approved by the Supreme Court. In 2005 the rehabilitation plan administrator filed petitions with the Central Bankruptcy Court seeking to amend the rehabilitation plan in respect of business and financial restructuring and the Central Bankruptcy Court approved amended plans on 13 October 2005 and 15 December 2005. The salient aspects of these amendments are as follows.

4.1 BUSINESS RESTRUCTURING

The Company was to transfer the following non-core business assets to a newly established company, Premier Fission Capital Company Limited.

- All investments in subsidiaries except the investments in 4 subsidiaries operating in financial business, which consist of Premier Capital (2000) Company Limited, Premier Inter Leasing Company Limited, Premier Brokerage Company Limited and Premier LMS Company Limited.
- All investments in associated companies, long-term investments and short-term investments.
- All movable properties except those described above which are nonessential to the Company's business.

The plan designated a transfer price for the above assets equal to their net book value under the equity method per the financial statements as at 30 June 2005 reviewed by the auditor. Payment for the assets transferred is to be completed within 10 years, commencing from the date on which the Court granted final approval for the plan amendment, with a grace period of one year, Baht 10 million per annum to be paid in the 2nd and 3rd years, and the remainder to be paid in equal annual amounts from the 4th to the 10th years.

In the event that Premier Fission Capital Company Limited defaults on payment, the Company shall be deemed in default under the rehabilitation plan.

The Company transferred these assets to Premier Fission Capital Company Limited on 31 October 2005.

4.2 FINANCIAL RESTRUCTURING

a) Debt repayment

Under the plan, the Company retained indebtedness totaling Baht 636,207,750 following the conversion of debt to equity discussed below. This retained indebtedness comprised amounting to Baht 486,207,750 which was equal to 80 percent of the appraised values of the land and land and structures placed as collateral with creditors, together with the amount that the plan administrator projected that the Company has the ability to pay, amounting to Baht 150 million.

The Company was to sell the above land and buildings to interested parties within 6 months of the date on which the Court approved the amended plan, in order to settle indebtedness to the preferred creditors, or to transfer the land and buildings in settlement of debt.

In 2006 and 2007, the Company transferred assets to financial institution creditors to settle debt.

b) Conversion of debt to equity

The plan stipulated that the Company was to increase its registered share capital of Baht 4,121,527,090 through the issue of 412,152,709 ordinary shares with par value of Baht 10 each, to allocate to creditors in settlement of indebtedness of the Company in excess of that retained.

The Company registered the increase in its registered share capital from Baht 4,000,000,000 to Baht 8,121,527,090 on 20 December 2005.


The Company converted debt of Baht 1,069,936,022 to equity through the issue of 412,152,709 ordinary shares with par value at Baht 10 each. This conversion incurred discount on share capital amounting to Baht 3,051,591,068. The Company registered the increase in its paid-up share capital from Baht 3,878,472,910 to Baht 8,000,000,000 on 28 December 2005.

For debts arising as a result of the Company's provision of guarantees of the debt of other companies, but which are not yet due for payment, the debt was to be converted to equity, with the plan administrator to hold the shares on behalf of the creditors until the debts come due per the conditions. Shares issued for guarantees under which the creditors are yet to made claims, which the plan administrator holds on behalf of these creditors, are presented as a deduction in shareholders' equity.

The Company will record expenses under its guarantee obligations when the official receiver has identified them as creditors entitled to payment and creditors lodge claims with the Company. If any shares are still held by the plan administrator after the expiration of the guarantee commitments, the Company will then arrange for the cancellation of such shares by mean of a reduction in its registered share capital.

4.3 EXTENSION OF DEBT PAYMENT TERM

Under the petition to amend the plan, debt payments were rescheduled such that payment previously to be completed within 2012 is now to be completed within 2015. The adjustments to the payment schedule were made in line with cash flow projections and the Company's ability to make debt payment.



On 2 August 2007 the plan administrator petitioned the Central Bankruptcy Court to terminate the Company's rehabilitation, since the rehabilitation plan had covered its term of 5 years. However, the plan administrator took into account that the transfer of land and buildings in settlement of debt to two creditors was still in progress, and that if matters were processed under the period of the rehabilitation plan, it would be beneficial to the Company. On 14 August 2007 the plan administrator therefore petitioned the Court to extend the term of the rehabilitation plan by 6 months, in order to enable completion of the transfer of assets in settlement of debt (as at 31 December 2007 the Company had already transferred assets to settle debt). On 8 October 2007 the Central Bankruptcy Court granted the order to extend the term of the plan until 2 February 2008.

The rehabilitation plan administrator submitted a proposal to amend the rehabilitation plan in November 2007 and on 21 December 2007 the Creditors' Meeting passed a resolution to accept the proposal to amend the rehabilitation plan. The significant content of the proposed amendment is as follows:

- a) The Company was to decrease its paid-up capital from Baht 8,121,527,090 to Baht 812,152,709 by reducing the par value of the shares from Baht 10 to Baht 1 per share. All of the decrease in paid-up capital was to be used to offset the retained loss of the Company.
- b) Thereafter, the Company is to increase its paid-up capital by Baht 800 million through the issue of 800 million ordinary shares of Baht 1 per share. The additional paid-up capital is to be used in the Company's business. The new ordinary shares are to be allocated as follows:
 - 1) 400 million shares are to be offered via a rights issue to the existing shareholders, pro-rated to their shareholding, with shareholders entitled to purchase 1 new share of Baht 1 per share for every 2 existing shares. Fractions of shares left over are to be offered to investors or individuals as the plan administrator or the board deem appropriate.
 - 2) 400 million shares are to be offered to investors or individuals as the plan administrator or the board deem appropriate, at a price of at least Baht 1 per share.
- c) The implementation period for the rehabilitation plan of the Company was extended to 30 June 2008.

On 18 February 2008, the Central Bankruptcy Court granted the order approving such proposal.

On 9 April 2008, the Company registered a reduction in its registered share capital from Baht 8,121,527,090 to Baht 812,152,709, by reducing the par value of the shares from Baht 10 to Baht 1, with the Ministry of Commerce. On 10 April 2008, the Company registered an increase in its registered share capital of Baht 800,000,000 (800 million shares at par value of Baht 1), to Baht 1,612,152,709, with the Ministry of Commerce. The reduction in paid-up capital was recorded in accordance with the Public Limited Companies Act B.E. 2535 and the Federation of Accounting Professions Notification No. 8/2550 "Recording Offsets of Deficits by Public Limited Companies".

On 20 June 2008, the rehabilitation plan administrator filed a petition with the Central Bankruptcy Court reporting on the completion of the rehabilitation plan and requesting a court order to exit the rehabilitation plan. The Central Bankruptcy Court scheduled a hearing of the Company's petition for 31 July 2008.

On 31 July 2008, the Central Bankruptcy Court ordered postponement of the hearing of the Company's petition requesting a court order to exit the rehabilitation plan until the Supreme Court has handed down its decision on the appeals of two creditors. Such appeals, which were accepted by the Supreme Court on 30 July 2008, were filed to contest the Central Bankruptcy Court's order dated 18 February 2008 approving the Company's petition to amend the rehabilitation plan. Thereafter, the plan administrator resubmitted the petition with the Court to extend the term of the rehabilitation plan and on 6 August 2008 the Court ordered an extension of the term of the plan until 20 June 2009.

On 9 December 2008 the rehabilitation plan administrator submitted a proposal to amend the rehabilitation plan with respect to the offering price of the additional share capital, as follows:

- 1) 400 million shares are to be offered via a rights issue to the existing shareholders, pro-rated to their shareholding, with shareholders entitled to purchase 1 new share for every 2 existing shares, at the average closing price of the Company's shares on the Stock Exchange of Thailand over the 30 days before the date on which the creditors approve the plan. Fractions of shares left over are to be offered to investors or individuals as the plan administrator or the board deem appropriate.
- 2) 400 million shares are to be offered to investors or individuals that the plan administrator or the board deem appropriate, at a price of at least at the average closing price of the Company's shares on the Stock Exchange of Thailand over the 30 days before the date on which the creditors approve the plan.

On 15 January 2009 the Creditors' Meeting passed a resolution to accept the proposal to amend the rehabilitation plan. On 26 May 2009, the Central Bankruptcy Court issued an order granting an extension of the implementation period of the rehabilitation plan by another period of 1 year, to 20 June 2010.

On 6 May 2010, the Central Bankruptcy Court granted a further extension of the implementation period of the rehabilitation plan until 30 June 2011.

On 4 April 2011, the Central Bankruptcy Court dealt with the petition of the rehabilitation plan administrator dated 20 June 2008 requesting the Court order to exit the rehabilitation plan, without waiting for the final decision of the Supreme Court on the appeals filed by two creditors to contest the Central Bankruptcy Court's order dated 18 February 2008, approving the Company's petition to amend the rehabilitation plan. The Central Bankruptcy Court issued an order approving the Company's exit from its rehabilitation plan since the Company had already implemented conditions in the plan, and ordered the Company to continue paying debts to the creditors in accordance with the rehabilitation plan. Debt repayment is completed in 2015.

However, two creditors lodged appeals against the order of the Central Bankruptcy Court with the Supreme Court, with respect to approval of the proposed amendments to the plan on 18 February 2008. The Supreme Court's judgement, issued on 5 August 2015, overturned the order of the Central Bankruptcy Court and rejected the proposed amendments to the Company's rehabilitation plan. Therefore, in order to comply with the Supreme Court's judgement, the Company sent a letter to the Public Companies Registrar of the Department of Business Development at the Ministry of Commerce, requesting an order to reverse the previous order, under which registration of the increase and decrease in the Company's capital had already been made in accordance with the proposed amendments to the business rehabilitation plan.

However, the Public Companies Registrar issued a letter dated 1 December 2015 notifying the Company that it was not possible to reverse the previous order under which the decrease and increase in the Company's capital had been registered, since by law the Court order for the Company to exit the rehabilitation process does not affect the validity of the decrease and increase in capital already undertaken by the Company.

The Company believes that the analysis of and legal provisions raised by the Public Companies Registrar are erroneous. Therefore, the Company has filed a petition with the Central Bankruptcy Court asking the Court to order the Public Companies Registrar to reverse the Registrar's previous order relating to the registration of the decrease and increase in the Company's capital. The hearing of the Company's petition by the Court was scheduled for 15 February 2016. After the hearing, the Court set a date of 23 February 2016 to hear the Court's decision on the petition.

If the Public Companies Registrar orders the reversal of both registrations, the accounting adjustment of the Company's accounts is to accord with the Supreme Court's order, with the impact to shareholders' equity of the Company as follows:

(Unit: Baht)			
Shareholders' equity	Before adjustments	After adjustments	Changes
Registered share capital			
1,612,152,709 ordinary shares of Baht 1 each			
(After adjustment: 812,152,709 ordinary shares of Baht 10 each)	1,612,152,709	8,121,527,090	6,509,374,381
Issued and fully paid up share capital			
800,000,000 ordinary shares of Baht 1 each			
(After adjustment: 800,000,000 ordinary shares of Baht 10 each)	800,000,000	8,000,000,000	7,200,000,000
Shares issued for unclaimed guarantees issued by the Company	(20,383,918)	(203,839,180)	(183,455,262)
Net changes			7,016,544,738

The net changes of Baht 7,016,544,738 will have the effect of increasing retained losses by the same amount, with no effect to the overall amounts of shareholders' equity of the Company.

5. SIGNIFICANT ACCOUNTING POLICIES

5.1 REVENUE RECOGNITION

Rental income

Rentals are recognised as income evenly over the term of the lease, excluding related value added tax, and after deducting discounts.

Service income

Service revenue is recognised when services have been rendered taking into account the stage of completion.

Insurance brokerage fee income, excluding value added tax, is taken up as income when the insurance policy is received from the insurance company and invoice is issued.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

5.2 CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash in hand, cash at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.3 TRADE ACCOUNTS RECEIVABLE

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

5.4 INVESTMENTS

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.5 INVESTMENTS IN ACCOUNTS RECEIVABLE

Purchases of receivables, which are classified as other investment, are valued at acquisition cost net of allowance for impairment (if any). Losses on impairment of investment are recognised as expenses in profit or loss.

5.6 VEHICLES FOR RENT AND EQUIPMENT AND DEPRECIATION

Vehicles for rent and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Leasehold improvements	-	lease period
Furniture and office equipment	-	5 years
Equipment and tools	-	5 years
Public buses for rent	-	7 years

Depreciation of vehicles for rent is calculated using the sum-of-the-year's-digits method over estimated useful lives of 5 years.

Depreciation is included in determining income.

An item of vehicles for rent and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.7 AMORTISATION

Deferred interest expenses under hire-purchase and finance lease agreements are amortised using the effective interest rate method.

The amortisation is included in determining income.

5.8 RELATED PARTY TRANSACTIONS

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, and key management personnel, and directors and officers with authority in the planning and direction of the Company's operations.



5.9 LONG-TERM LEASE AGREEMENTS

Leases of assets which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are recorded as long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases are depreciated over the useful life of the assets.

Leases of assets which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

5.10 FOREIGN CURRENCIES

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

5.11 IMPAIRMENT OF ASSETS

At the end of each reporting period, the Company and its subsidiaries performs impairment reviews in respect of the land, vehicles for rent and equipment whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

5.12 EMPLOYEE BENEFITS

Short-term employee benefits

The subsidiaries recognised salaries, wages, bonuses and contributions to the social security fund as expenses when incurred.

Post-employment benefits

Defined contribution plans

The subsidiaries and their employees have jointly established a provident fund. The fund is monthly contributed by employees and the subsidiaries. The fund's assets are held in a separate trust fund and the subsidiaries' contributions are recognised as expenses when incurred.

Defined benefit plans

The subsidiaries have obligations in respect of the severance payments and they must make to employees upon retirement under labor law. The subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

5.13 PROVISIONS

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.14 INCOME TAX

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

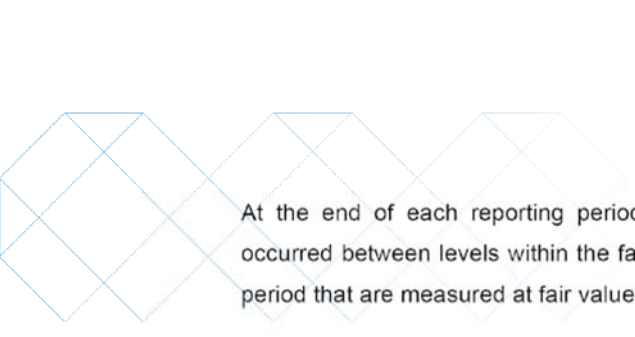
The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.15 FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows



At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures and actual results could differ from these estimates. Significant judgments and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgments regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgments and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Land, vehicles for rent and equipment/Depreciation

In determining depreciation of vehicles for rent and equipment, the management is required to make estimates of the useful lives and residual values of vehicles for rent and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review land, vehicles for rent and equipment for impairment on a periodical basis and record impairment losses in the period when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Litigation

The Company has contingent liabilities as a result of litigation. The Company's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

7. CASH AND CASH EQUIVALENTS

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Cash	378	323	5	5
Bank deposits	17,183	30,839	249	395
Total	17,561	31,162	254	400

As at 31 December 2015, bank deposits in saving accounts carried interests at the rates between 0.1 and 0.375 percent per annum (2014: between 0.3 and 0.5 percent per annum).

8. CURRENT INVESTMENTS

As at 31 December 2015 and 2014, outstanding current investments of the Company and its subsidiaries consist of the following:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Fixed deposits	1,530	1,500	-	-
Investments in unit trust in debt securities open-ended fund (Fair value)	32,294	71,123	10,700	36,572
Investments in unit trust in equity securities open-ended fund (Fair value)	108,797	118,849	-	-
Total	142,621	191,472	10,700	36,572

Investments in unit trust in balanced open-ended fund both debt securities and equity securities are stated at fair value using inputs of Level 2 which is use of other observable inputs for such assets or liabilities, whether directly or indirectly. Such fair value of investments in unit trust has been determined by using the net asset value as published by the Asset Management.

9. TRADE AND OTHER RECEIVABLES

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
<u>Trade receivables - related parties (Note 10)</u>				
Aged on the basis of due dates				
Not yet due	134	56	-	-
Total trade receivables - related parties	134	56	-	-
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	49,279	40,479	-	-
Past due				
Up to 3 months	10,752	6,620	-	-
Over 3 months - 6 months	1,832	552	-	-
Over 6 months - 12 months	760	88	-	-
Over 12 months	174	-	-	-
Total	62,797	47,739	-	-
Less: Allowance for doubtful accounts	(378)	-	-	-
Total trade receivables - unrelated parties, net	62,419	47,739	-	-
Total trade receivables - net	62,553	47,795	-	-
<u>Other receivables</u>				
Other receivables	16,166	16,780	15,043	15,043
Less: Allowance for doubtful accounts	(15,043)	(15,043)	(15,043)	(15,043)
Total	1,123	1,737	-	-
Amounts due from related parties (Note 10)	9,865	2,448	5,099	7
Less: Allowance for doubtful accounts	(2,136)	(2,136)	-	-
Total	7,729	312	5,099	7
Total other receivables - net	8,852	2,049	5,099	7
Total trade and other receivables - net	71,405	49,844	5,099	7

10. RELATED PARTY TRANSACTIONS

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

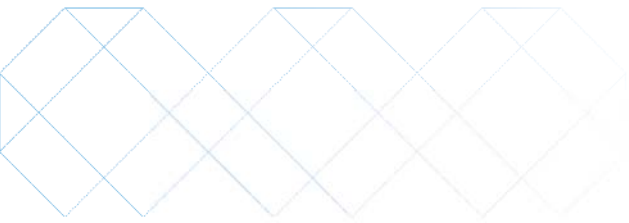
(Unit: Million Baht)

	Consolidated financial		Separate		
	statements		financial statements		Transfer Pricing Policy
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>	
<u>Transactions with subsidiary companies</u>					
(eliminated from consolidated financial statements)					
Interest income	-	-	4.4	2.1	4.85 to 5.05 percent per annum (2014: 3.25 to 4.10 percent per annum)
<u>Transactions with related companies</u>					
Rental and service income	54.2	77.4	1.0	1.0	Cost plus margins of 10 to 15 percent, contract prices
Interest income	0.1	1.2	-	-	6.35 percent per annum (2014: 6.5 percent per annum)
Cost of services	9.8	6.2	-	-	Cost plus margins, contract price
Management fee expense	8.0	8.1	1.5	1.6	Contract price
Service expenses	8.2	6.6	0.2	0.1	Contract price
Rental expenses	4.1	4.1	-	-	Contract price
Acquisitions of assets	9.8	-	-	-	With reference to market price

The balance of the accounts as at 31 December 2015 and 2014 between the Company and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<u>Trade and other receivables - related parties</u>				
<u>Trade receivables - related parties</u>				
Related companies (related by common directors)	134	56	-	-
Total trade receivables - related parties (Note 9)	134	56	-	-
<u>Amounts due from related parties</u>				
Subsidiary	-	-	5,090	-
Related companies (related by common directors)	9,865	2,448	9	7
Less: Allowance for doubtful accounts	(2,136)	(2,136)	-	-
Total amounts due from related parties - net (Note 9)	7,729	312	5,099	7
Total trade and other receivables - related parties, net	7,863	368	5,099	7
<u>Other payables - related parties (Note 18)</u>				
Subsidiary	-	-	3	-



(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Related companies (related by common directors)	1,411	1,481	-	-
Total other payables - related parties	1,411	1,481	3	-
Long-term liabilities - related parties				
<u>Subsidiary company</u>				
Premier LMS Company Limited	-	-	-	2,333
<u>Related company</u>				
Premier Marketing Public Company Limited	-	7,980	-	7,980
Total long-term liabilities - related parties	-	7,980	-	10,313
Less: Portion due within one year	-	(7,980)	-	(10,313)
Long-term liabilities - related parties, net of current portion	-	-	-	-

The Company has long-term liabilities - related parties because in December 2006, Premier Marketing Public Company Limited (a related company) entered into agreements assigning the rights over loans under rehabilitation plan of the Company from a financial institution and in December 2007 and February 2008 Premier LMS Company Limited (a subsidiary) entered into agreements to assigning the rights over loans under rehabilitation plan of the Company from various creditors.

The conditions of repayment for long-term liabilities are in accordance with existing conditions stipulated in the rehabilitation plan, which can be summarised as follows:

Interest rates : Interest is to be charged at 4.5 percent per annum for the first 24 months after the amendment of the rehabilitation plan is approved by the court, with interest charged at 1 percent per annum to be paid for the first 12 months and the remainder to be suspended and payable together with the last installment of principal. After the 24th month, interest is to be charged at MLR as at the beginning date of each accounting period of Thai Military Bank Public Company Limited or that of lenders, whichever is lower.

Interest payment period : Monthly

Principal repayment schedule : Annual basis, commencing from December 2007 to December 2015.

As at 31 December 2015, the Company has already paid debts and accrued interests to Premier Marketing Public Company Limited and Premier LMS Company Limited in full amount.

Loans to related parties

As at 31 December 2015 and 2014, the balance of loans between the Company, its subsidiaries and those related parties and the movement are as follows:

(Unit: Thousand Baht)

Consolidated financial statements					
Loans to related party	Related by	Balance as at 31 December 2014	Increase during the year	Decrease during the year	Balance as at 31 December 2015
Premier Products Public Company					
Limited	Common directors	-	20,000	(20,000)	-

During the current year, a subsidiary entered into a factoring agreement with a related company by receiving the rights over collection from accounts receivable amounting to Baht 20 million. The subsidiary has already received payment from the related party.

(Unit: Thousand Baht)

Separate financial statements					
Loans to related party	Related by	Balance as at 31 December 2014	Increase during the year	Decrease during the year	Balance as at 31 December 2015
Premier Capital (2000) Company					
Limited	Subsidiary	74,204	83,215	(51,100)	106,319

The Company has short-term loans to a subsidiary company in the form of promissory notes. The notes are due at call and unsecured.

Directors and management's benefits

During the years ended 31 December 2015 and 2014, the Company and its subsidiaries had employee benefit expenses of their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Short-term employee benefits	13,239	14,416	1,784	1,643
Post-employment benefits	115	191	-	-
Total	13,354	14,607	1,784	1,643

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 29.1 to the financial statements.

11. RESTRICTED BANK DEPOSITS

Deposits of subsidiaries have been pledged as security against bank guarantees issued by the banks on behalf of subsidiaries and as security required in the normal course of the business of subsidiaries.

12. INVESTMENTS IN ACCOUNTS RECEIVABLE

(Unit: Thousand Baht)

	Consolidated financial statements	
	2015	2014
Investments in accounts receivable	13,848	13,917
Less: Allowance for impairment of investments	(13,848)	(13,917)
Investments in accounts receivable - net	-	-

13. INVESTMENT IN SUBSIDIARY

Detail of investment in subsidiary as presented in the separate financial statements is as follow:

(Unit: Thousand Baht)

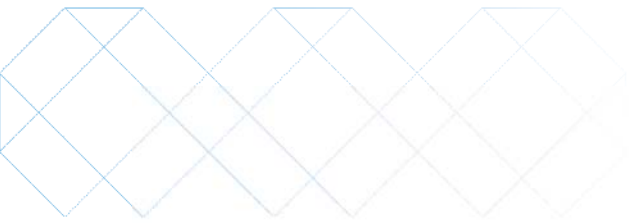
Company	Paid-up capital		Shareholding percentage		Cost		Dividend received during the years	
	2015	2014	2015	2014	2015	2014	2015	2014
			%	%				
Premier Capital (2000)								
Company Limited	230,000	230,000	100	100	230,000	230,000	-	-

14. VEHICLES FOR RENT AND EQUIPMENT

(Unit: Thousand Baht)

Consolidated financial statements

	Vehicles for rent	Equipment and others	Total
Cost:			
1 January 2014	2,174,168	67,960	2,242,128
Additions	461,304	9,729	471,033
Disposals	(369,893)	(7,143)	(377,036)
31 December 2014	2,265,579	70,546	2,336,125
Additions	684,967	7,421	692,388
Disposals	(339,967)	(6,513)	(346,480)
31 December 2015	2,610,579	71,454	2,682,033
Accumulated depreciation:			
1 January 2014	744,147	46,448	790,595
Depreciation for the year	246,907	7,929	254,836
Depreciation on disposals	(171,564)	(7,058)	(178,622)
31 December 2014	819,490	47,319	866,809
Depreciation for the year	245,930	8,032	253,962
Depreciation on disposals	(164,544)	(6,501)	(171,045)
31 December 2015	900,876	48,850	949,726
Allowance for impairment loss:			
1 January 2014	-	-	-
Increase during the year	75,298	-	75,298
Decrease during the year	(7,965)	-	(7,965)
31 December 2014	67,333	-	67,333
Increase during the year	147,474	-	147,474
Decrease during the year	(19,555)	-	(19,555)
31 December 2015	195,252	-	195,252
Net book value:			
31 December 2014	1,378,756	23,227	1,401,983
31 December 2015	1,514,451	22,604	1,537,055
Depreciation for the year			
2014 (Baht 242.9 million included in cost of rental and services, and the balance in administrative expenses)			254,836
2015 (Baht 253.7 million included in cost of rental and services, and the balance in administrative expenses)			253,962



(Unit: Thousand Baht)

	Separate financial statements Equipment and others
Cost:	
1 January 2014	13,272
Disposals	(43)
31 December 2014	13,229
Disposals	(99)
31 December 2015	13,130
Accumulated depreciation:	
1 January 2014	13,272
Depreciation on disposals	(43)
31 December 2014	13,229
Depreciation on disposals	(99)
31 December 2015	13,130
Net book value:	
31 December 2014	-
31 December 2015	-
Depreciation for the year	
2014 (Included in administrative expenses)	-
2015 (Included in administrative expenses)	-

The current slump in the automotive market has resulted in a persistent decline in the market prices of used cars, and Premier Inter Leasing Company Limited, the Company's subsidiary, has therefore reviewed the recoverable amounts of assets from its value in use or from sales of assets. The subsidiary found that the recoverable amounts of certain assets were a total of Baht 24 million higher than the net book values, and the recoverable amounts of other assets were a total of Baht 128 million lower than their net book values. The subsidiary therefore decided to set aside allowance for impairment of vehicles totaling Baht 128 million (2014: Baht 75 million), and this is presented in profit or loss for the year ended 31 December 2015.

In addition, during the year 2015, a related company cancelled lease agreements with Premier Inter Leasing Company Limited (the subsidiary) before the termination date. The subsidiary set aside allowance for impairment of vehicles under these leases totaling Baht 19 million. However, the subsidiary received payment of a penalty for early cancellation of the lease agreements of Baht 19 million and therefore there was no effect to the profit or loss of the subsidiary.

As at 31 December 2015, certain equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 25 million (2014: Baht 30 million) (The Company only: Baht 13 million (2014: Baht 13 million)).

As at 31 December 2015, a subsidiary has vehicles for rent acquired under hire-purchase and finance lease agreements, with net book value amounting to approximately Baht 1,286 million and Baht 73 million, respectively (2014: Baht 1,109 million and Baht 123 million, respectively).

In addition, a subsidiary has pledged vehicles for rent with a total net book value as at 31 December 2015 of Baht 7 million (2014: Baht 12 million) as collateral for long-term loan from financial institution.

A subsidiary is engaged in the vehicle rental business. The terms of the agreements are generally between 3 and 5 years. As at 31 December 2015 and 2014, future minimum lease income receipts under these operating lease contracts were as follows.

	(Unit: Million Baht)	
	2015	2014
In up to 1 year	471.7	422.5
In over 1 and up to 5 years	696.7	529.2

15. NON-OPERATING ASSETS

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Land and land improvement	5,065	5,025	65	25
Less: Allowance for impairment loss	(3,448)	(3,448)	-	-
Non-operating assets - net	1,617	1,577	65	25

A subsidiary company has mortgaged land with a total net book value as at 31 December 2015 of Baht 1.5 million (2014: Baht 1.5 million) to secure its bank overdrafts.

16. OTHER RECEIVABLES - RELATED PARTIES

As at 31 December 2015 and 2014, other receivables - related parties consist of the following:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Premier Capital Company Limited	-	10,816	-	-
Premier Fission Capital Company Limited	-	36,137	-	35,915
Less: Deferred gain from sales of investments	-	(46,953)	-	(35,915)
Total other receivables - related parties, net	-	-	-	-



The Company

Amounts receivable from Premier Fission Capital Company Limited represent receivables from sales of investments and other assets to be received over 10 years commencing from the date on which the Court grants final approval for the plan amendment. After a grace period of 1 year, Baht 10 million per annum is to be received in the 2nd and 3rd years, and the remainder to be received in equal annual amounts from the 4th to the 10th years. However, for reasons of prudence, the Company has deferred the recognition of the Baht 283 million gains on these sales until payment is received. The Company received the first installment in December 2007 and as at 31 December 2015, the Company has already received cash from Premier Fission Capital Company Limited totaling Baht 283 million, which is completely full amount (Baht 36 million and Baht 38 million was received in 2015 and 2014, respectively). Because the sales and purchase of these investments were made for the purpose of organisational restructuring within the group companies, the above gain is considered to be "Gain on difference on reorganisation of business of group companies" and presented in the shareholder's equity in the statements of financial position.

Subsidiary

Receivable from Premier Capital Company Limited amounting to Baht 27 million, represents the amount receivable from Premier Capital (2000) Company Limited's sale of investment in a company, for which it is to receive payment at a rate of Baht 2.7 million per annum over 10 years, commencing from October 2006. The other receivable from Premier Fission Capital Company Limited, amounting to Baht 2.1 million, represent receivables from Premier Capital (2000) Company Limited's sale of investments in 2 other companies, for which payment is to be received at a rate of Baht 0.2 million per annum over 9 years, commencing from October 2007.

In October 2006, the subsidiary entered into a memorandum of amendment with Premier Capital Company Limited that rescheduled the due date for settlement of the first installment from October 2006 to October 2007 to bring the settlement in line with the agreement that the Company made with Premier Fission Capital Company Limited.

As at 31 December 2015, the subsidiary has already received cash from Premier Fission Capital Company Limited and Premier Capital Company Limited totaling Baht 29 million, which is completely full amount (Baht 11 million and Baht 0.2 million was received in 2015 and 2014, respectively). Because the sales and purchase of these investments were made for the purpose of organisational restructuring within the group companies, the result of the above transaction is considered to be "Gain on difference on reorganisation of business of group companies" and presented in shareholders' equity in the statements of financial position.

17. BANK OVERDRAFTS FACILITIES

Bank overdrafts facilities of a subsidiary are secured by the mortgage of its land as mentioned in Note 15 to the financial statements.

18. TRADE AND OTHER PAYABLES

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Trade payables - unrelated parties	22,819	20,880	-	-
Other payables - related parties (Note 10)	1,411	1,481	3	-
Other payables	122	90	101	5
Accrued expenses	10,511	11,962	867	3,245
Total trade and other payables	34,863	34,413	971	3,250

19. LIABILITIES UNDER HIRE-PURCHASE AGREEMENTS

(Unit: Thousand Baht)

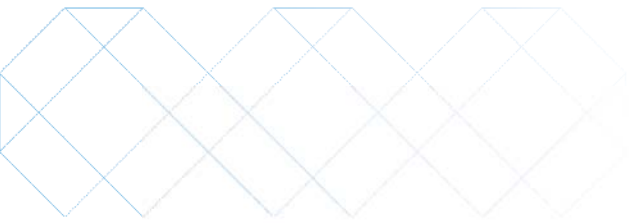
	Consolidated	
	financial statements	
	2015	2014
Liabilities under hire-purchase agreements	1,405,127	1,122,025
Less: Deferred interest expenses	(125,580)	(102,449)
Total	1,279,547	1,019,576
Less: Portion due within one year	(427,997)	(318,941)
Liabilities under hire-purchase agreements, net of current portion	851,550	700,635

A subsidiary has entered into hire-purchase contracts for vehicles with local finance companies with terms of payment on a monthly basis within 12 to 60 months and interest rates (flat rates) of 2.33 to 4.31 percent per annum (2014: 2.20 to 4.25 percent per annum).

Future minimum lease payments required under the hire-purchase agreements were as follows:

(Unit: Million Baht)

	As at 31 December 2015		
	Less than 1 year	1-5 years	Total
Liabilities under hire-purchase agreements	486.5	918.6	1,405.1
Deferred interest expenses	(58.5)	(67.1)	(125.6)
Liabilities under hire-purchase - net	428.0	851.5	1,279.5



(Unit: Million Baht)

As at 31 December 2014			
	Less than 1 year	1-5 years	Total
Liabilities under hire-purchase agreements	368.6	753.4	1,122.0
Deferred interest expenses	(49.7)	(52.7)	(102.4)
Liabilities under hire-purchase - net	318.9	700.7	1,019.6

20. LIABILITIES UNDER FINANCE LEASE AGREEMENTS

(Unit: Thousand Baht)

Consolidated financial statements		
	2015	2014
Liabilities under finance lease agreements	69,778	119,230
Less: Deferred interest expenses	(4,708)	(9,593)
Total	65,070	109,637
Less: Portion due within one year	(19,014)	(30,394)
Liabilities under finance lease agreements, net of current portion	46,056	79,243

A subsidiary has entered into the finance lease agreements with leasing companies for rental of vehicles for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally between 3 and 5 years. Finance lease agreements are non-cancelable.

Future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Million Baht)

As at 31 December 2015			
	Less than 1 year	1-5 years	Total
Future minimum lease payments	21.9	47.9	69.8
Deferred interest expenses	(2.9)	(1.8)	(4.7)
Present value of future minimum lease payments	19.0	46.1	65.1

(Unit: Million Baht)

As at 31 December 2014			
	Less than 1 year	1-5 years	Total
Future minimum lease payments	35.5	83.7	119.2
Deferred interest expenses	(5.1)	(4.5)	(9.6)
Present value of future minimum lease payments	30.4	79.2	109.6

21. LONG-TERM LOAN

(Unit: Thousand Baht)

	Consolidated financial statements	
	2015	2014
Long-term loan	2,014	6,926
Less: Portion due within one year	(2,014)	(2,658)
Long-term loan, net of current portion	-	4,268

Conditions of this long-term loan are as follows:

Interest rate	: MLR plus 0.5 percent per annum.
Principal and interest repayment	: Monthly installments within 4 years, commencing from July 2010.

In 2010, a subsidiary entered into a loan agreement with a financial institution. The long-term loan is secured by the transfer of rights over rental vehicle assets and the pledge of the rights over bank accounts for receiving car rental income for vehicles for which ownership documents have been transferred rights to lender. The subsidiary agreed to allow the lender use the funds in this account to settle principal each month, in accordance with conditions.

In addition, under the long-term loan agreement, the subsidiary has to comply with certain covenants relating to its operations, financial ratios and other matters.

22. LONG-TERM LIABILITIES

As at 31 December 2015 and 2014, outstanding long-term liabilities of the Company under its rehabilitation plan consist of the following:

(Unit: Thousand Baht)

	Consolidated / Separate financial statements	
	<u>2015</u>	<u>2014</u>
Long-term liabilities	-	413
Less: Current portion	-	(413)
Long-term liabilities - net of current portion	-	-

Interest rates	:	Interest is to be charged at 4.5 percent per annum for the first 24 months after the amendment of the rehabilitation plan is approved by the court, whereby the interest of 1 percent per annum is to be charged for the first 12 months while the remainder is to be suspended and payable together with the last installment payment of principal. After the 24 th month, interest is to be charged at MLR as at the beginning date of each accounting period of Thai Military Bank Public Company Limited or that of lenders, whichever is lower.
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Interest payment period	:	Monthly
Principal repayment schedule	:	Annual basis, commencing from December 2007 to December 2015.

As at 31 December 2015, the Company has already paid debts and accrued interests in full amount.

23. PROVISION FOR LONG-TERM EMPLOYEE BENEFITS

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Thousand Baht)		
Consolidated financial statements		
	2015	2014
Provision for long-term employee benefits		
at beginning of year	19,573	19,257
Included in profit or loss:		
Current service cost	1,431	1,487
Interest cost	671	642
Included in other comprehensive income:		
Actuarial (gain) loss arising from		
Demographic assumptions changes	(134)	-
Financial assumptions changes	842	-
Experience adjustments	461	-
Benefits paid during the year	(115)	(1,813)
Increase in provision for long-term employee benefits due to		
transfers of employees from affiliate company	7,345	-
Provision for long-term employee benefits at end of year	30,074	19,573

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows;

(Unit: Thousand Baht)		
Consolidated financial statements		
	2015	2014
Administrative expenses	2,102	2,129

The subsidiaries expect to pay Baht 0.7 million of long-term employee benefits during the next year.

As at 31 December 2015, the weighted average duration of the liabilities for long-term employee benefit is 17 years.

Significant actuarial assumptions are summarised below:

	Consolidated financial statements	
	2015	2014
	(%)	(%)
Discount rate	3.1	4.4
Salary increase rate	5.6	5.5
Employee turnover rate (depending on age of employee)	1 - 20	1 - 20

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2015 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	Increase 1 %	Decrease 1 %
Discount rate	(1,037)	1,164
Salary increase rate	1,221	(1,106)
Turnover rate	(968)	1,197

24. EXPENSES BY NATURE

Significant expenses classified by nature are as follow:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Salaries and wages and other employee benefits	104,310	77,644	-	-
Depreciation	253,962	254,836	-	-
Loss on impairment of vehicles for rent	128,390	67,333	-	-
Repair and maintenance expenses	46,026	44,245	-	-
Insurance expenses for vehicles for rent	42,940	38,178	-	-
Management fee expenses	8,049	8,112	1,554	1,611
Rental expenses from operating lease agreements	9,691	6,161	52	53
Computer and information system service expenses	10,817	7,163	154	142

25. INCOME TAX

Income tax expenses for the years ended 31 December 2015 and 2014 are made up as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Current income tax:				
Current income tax charge	930	830	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(1,450)	(4,110)	(4)	4
Tax expenses (income) reported in the statement of comprehensive income	(520)	(3,280)	(4)	4

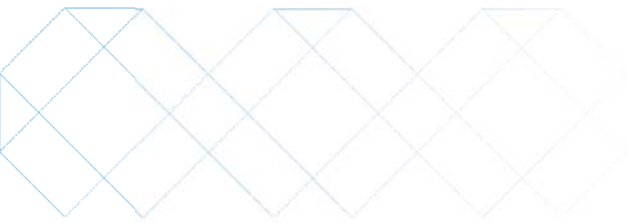
The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2015 and 2014 are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Deferred tax relating actuarial losses	234	-	-	-
Total	234	-	-	-

The reconciliation between accounting profit (loss) and income tax expense is shown below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Accounting profit (loss) before tax	(155,366)	(84,707)	5,313	2,252
Applicable tax rate	15%, 20%	15%, 20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(31,129)	(16,941)	1,063	450
Utilisation of previous unrecognised tax losses as deferred tax assets	-	(433)	-	-
Effects of:				
Expenses which are disallowable expenses for tax computation purposes	380	612	40	43
Additional expense deductions allowed and exempted income	(16,292)	(10,025)	(3,045)	(1,060)
Temporary differences which unrecognised to deferred tax asset	27,994	4,328	-	-
Tax loss for the year which unrecognised to deferred tax asset	18,527	19,179	1,938	571
Total	30,609	14,094	(1,067)	(446)
Tax expenses (income) reported in the statement of comprehensive income	(520)	(3,280)	(4)	4



(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	31 December 2015	31 December 2014	31 December 2015	31 December 2013
Deferred tax assets				
Provision for long-term employee benefits	6,015	3,915	-	-
Allowance for impairment of assets	7,418	9,828	-	-
Provision	1,002	385	-	-
Adjustment of fair value of current investments	2,211	205	17	-
Allowance for doubtful accounts	76	-	-	-
Total deferred tax assets	16,722	14,333	17	-
Deferred tax liabilities				
Difference between tax and accounting bases of assets under hire-purchase and finance lease agreements	(57,674)	(56,969)	-	-
Adjustment of fair value of current investments	-	-	-	(4)
Total deferred tax liabilities	(57,674)	(56,969)	-	(4)
Total deferred tax assets (liabilities) - net	(40,952)	(42,636)	17	(4)
Presented in Statements of financial position:				
Deferred tax assets	595	562	17	-
Deferred tax liabilities	41,547	43,198	-	4

The components of deferred tax assets and deferred tax liabilities are as follows:

As at 31 December 015, the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 397.6 million (2014: Baht 174.3 million) (The Company only: Baht 28.5 million (2014: Baht 28.1 million)), on which deferred tax assets have not been recognised as the management believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 236.0 million (The Company only: Baht 28.5 million) will expire by the year 2020.

26. BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year, before deducting shares issued by the Company for unclaimed guarantees of debt.

	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Profit (loss) for the year (Thousand Baht)	(154,846)	(81,427)	5,317	2,248
Weighted average number of ordinary shares				
(Thousand shares)	800,000	800,000	800,000	800,000
Basic earnings (loss) per share (Baht/share)	(0.1936)	(0.1018)	0.0066	0.0028

27. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Company's Board of Directors.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and services and have 2 reportable segments as follows:

- (1) Vehicle rental segment
- (2) Insurance brokerage segment

No other operating segments have been aggregated to form above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Company's and its subsidiaries' operating segments for the years ended 31 December 2015 and 2

	(Unit: Thousand Baht)									
	Vehicle rental		Insurance brokerage		Others		Total reportable segments		Adjustments and eliminations	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Years ended 31 December										
Revenue from external customers	558	509	21	20	12	11	591	540	-	-
Inter-segment revenue	-	-	-	-	1	1	1	1	(1)	(1)
Loss on sales of vehicles for rent	(3)	(7)	-	-	-	-	(3)	(7)	-	-
Loss on impairment of vehicles for rent	(128)	(75)	-	-	-	-	(128)	(75)	-	-
Interest expenses	(66)	(63)	-	-	(6)	(4)	(72)	(67)	(6)	(4)
Tax income (expenses)	2	4	(1)	(1)	-	-	1	3	-	-
									1	3
Segment profit (loss)	(155)	(87)	3	3	3	4	(149)	(80)	(6)	(1)
									(155)	(81)
Segment total assets	1,767	1,685	30	25	732	732	2,529	2,442	(690)	(705)
									1,839	1,737

014.

Geographic information

The Company and its subsidiaries are operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain exclusively to this geographical reportable segment.

Major customers

For the year 2015, a subsidiary has revenue from 1 major customer in amount of Baht 79 million, arising from the vehicle rental segment (2014: Baht 69 million and Baht 67 million derived from 2 major customers, arising from the vehicle rental segment).

28. PROVIDENT FUND

The subsidiaries and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the subsidiaries contributed to the fund monthly at the rates of 3 to 8 percent of basic salary (2014: 5 percent of basic salary). The fund, which is managed by Kasikorn Asset Management Company Limited, will be paid to the employees upon termination in accordance with the fund rules. The contributions for the year 2015 amounting to approximately Baht 3.4 million (2014: Baht 2.1 million) were recognised as expenses.

29. COMMITMENTS AND CONTINGENT LIABILITIES

29.1 GUARANTEES

- (1) The Company has obligations under its guarantee and aval of loan facilities and promissory notes of related companies amounting to Baht 19.8 million (2014: Baht 22.9 million). However, the Company has already issued shares to cover all of its guarantee obligations, as discussed in Note 4 to the financial statements.
- (2) As at 31 December 2015, there were outstanding bank guarantees of approximately Baht 19.4 million (2014: Baht 23.7 million) issued by banks on behalf of the subsidiary in respect of certain performance bonds as required in the normal course of its business. These included letters of guarantee to guarantee contractual performance.

29.2 OPERATING LEASE AND SERVICES COMMITMENTS

The subsidiaries have entered into several lease agreements in respect of the lease of office building space and equipment and service agreements. The terms of the agreements are generally between 1 and 4 years.

Future minimum lease payments required under these non-cancellable operating leases and service contracts were as follows.

	(Unit: Million Baht)	
	Consolidated financial statements	
	As at 31 December	
	2015	2014
Payable:		
In up to 1 year	11.8	4.9
In over 1 and up to 4 years	3.4	1.9

29.3 LONG-TERM SERVICE COMMITMENTS

The Company and its subsidiaries have entered into management service agreements with a related company, whereby management fees totaling Baht 0.8 million per month (2014: Baht 0.6 million per month) (The Company only amounting to Baht 0.2 million per month (2014: Baht 0.1 million per month)) are payable in the future. The agreements end in December 2016 but they automatically renew for periods of one year each time until terminated.

29.4 LITIGATION

Various creditors and financial institutions sued the Company for debt repayment and petitioned the courts to order payment of indebtedness and declare the Company bankrupt. All the cases considered by the courts were ordered temporarily dismissed and the Company converted all indebtedness per the lawsuits to equity and issued share certificates to all creditors. All remaining indebtedness after the debt-to-equity swap was forgiven in accordance with the conditions stipulated under the rehabilitation plan. The Company is therefore now free from any of the above obligations. Currently, the Company has filed a petition with the court to strike the cases involving the Company off from the case list.

30. FINANCIAL INSTRUMENTS

30.1 FINANCIAL RISK MANAGEMENT

The Company and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, current investments, receivables, short-term loans, restricted bank deposits, payables, liabilities under hire-purchase agreements, liabilities under finance lease agreements, long-term loans and long-term liabilities. The financial risks associated with these financial instruments and how they are managed are described below:

Credit risk

Subsidiary companies are exposed to credit risk primarily with respect to trade and other receivables and loans to related companies. The subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, the subsidiaries do not have high concentrations of credit risk since they have large customer bases. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables and loans to related companies as stated in the statement of financial position.

Interest rate risk

The Company and its subsidiaries are exposed to interest rate risk relates primarily to their cash at banks, loans, liabilities under hire-purchase agreements, liabilities under finance lease agreements and long-term borrowings. Most of the Company and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

Significant financial assets and liabilities classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements

As at 31 December 2015

	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years				
Financial assets						
Cash and cash equivalents	-	-	17	-	17	0.1 - 0.375
Current investments	2	-	-	141	143	1.5
Trade and other receivables	-	-	-	71	71	-
Restricted bank deposits	-	-	11	-	11	0.835 - 1.0
Total	2	-	28	212	242	
Financial liabilities						
Trade and other payables	-	-	-	35	35	-
Liabilities under hire-purchase agreements	428	852	-	-	1,280	4.2 - 7.75
Liabilities under finance lease agreements	19	46	-	-	65	5.5 - 6.25
Long-term loans	-	-	2	-	2	MLR + 0.5
Total	447	898	2	35	1,382	

(Unit: Million Baht)

Consolidated financial statements

As at 31 December 2014

	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years				
Financial assets						
Cash and cash equivalents	-	-	31	-	31	0.3 - 0.5
Current investments	2	-	-	189	191	2.0
Trade and other receivables	-	-	-	50	50	-
Restricted bank deposits	-	-	15	-	15	1.05 - 1.7
Total	2	-	46	239	287	
Financial liabilities						
Trade and other payables	-	-	-	34	34	-
Liabilities under hire-purchase agreements	319	701	-	-	1,020	4.2 - 7.85
Liabilities under finance lease agreements	31	79	-	-	110	5.75 - 7.75
Long-term loans	-	-	7	-	7	MLR + 0.5
Long-term liabilities	-	-	1	-	1	MLR
Long-term liabilities - related parties	-	-	8	-	8	MLR
Total	350	780	16	34	1,180	

(Unit: Million Baht)

Separate financial statements

As at 31 December 2015

	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years				
Financial assets						
Cash and cash equivalents	-	-	1	-	1	0.37
Current investments	-	-	-	11	11	-
Trade and other receivables	-	-	-	5	5	-
Short-term loans to related parties	106	-	-	-	106	4.85 - 5.05
Total	106	-	1	16	123	
Financial liabilities						
Trade and other payables	-	-	-	1	1	-
Total	-	-	-	1	1	

(Unit: Million Baht)

Separate financial statements

As at 31 December 2014

	Fixed interest rates		Floating interest rate	Non-interest bearing	Total	Effective interest rate (% per annum)
	Within 1 year	1-5 years				
Financial assets						
Cash and cash equivalents	-	-	1	-	1	0.37
Current investments	-	-	-	37	37	-
Short-term loans to related parties	74	-	-	-	74	3.25 - 4.1
Total	74	-	1	37	112	
Financial liabilities						
Trade and other payables	-	-	-	3	3	-
Long-term liabilities	-	-	1	-	1	MLR
Long-term liabilities - related parties	-	-	10	-	10	MLR
Total	-	-	11	3	14	

Foreign currency risk

The subsidiaries considered that foreign currency risk to be limited since the amounts of outstanding financial assets and liabilities denominated in foreign currency are immaterial.

30.2 FAIR VALUES OF FINANCIAL INSTRUMENTS

Since the interest rates of the majority of financial long-term liabilities vary in line with market rates or fixed interest rates which are close to market rate, while other financial instruments are short-term, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

A fair value is the amount for which an asset can be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The fair value is determined by reference to the market price of the financial instrument or by using an appropriate valuation technique, depending on the nature of the instrument.

31. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2015, the Group's debt-to-equity ratio was 4.47:1 (2014: 2.90:1) and the Company's was 0.02:1 (2014: 0.12:1).

32. APPROVAL OF FINANCIAL STATEMENTS

These financial statements was authorised for issue by the Company's Board of Directors on 18 February 2016.

PREMIER ENTERPRISE PUBLIC COMPANY LIMITED

2015



Investor may additionally obtain the information of the issuing company from its annual filing (Form 56-1) showing in www.set.or.th, www.sec.or.th or in the website of Premier Enterprise Public Company Limited www.pe.premier.co.th


PREMIER



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