



**บริษัท เมโทรซิสเต็มส์คอร์ปอเรชัน จำกัด (มหาชน)**  
**Metro Systems Corporation Public Company Limited**

400 ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 โทร. 0-2727-4000, 0-2726-2828 แฟกซ์ 0-2726-2630  
400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok 10250 Tel: 0-2727-4000, 0-2726-2828 Fax: 0-2726-2630

## **Notice of Annual General Meeting No. 18/2013**

**To : Shareholders of Metro Systems Corporation Public Company Limited**

- Enclosures :**
- 1. Copy of the minutes of Annual General Meeting of Shareholders No. 17/2012;**
  - 2. The Company's Annual Report for 2012 (CD-ROM);**
  - 3. Biographies of directors proposed for reappointment as directors of the Company;**
  - 4. Biographies of Audit Committee members acting as proxies, representing the shareholders at the shareholders meeting;**
  - 5. The Company's Articles of Association concerning the shareholders meeting;**
  - 6. Guidelines and practices for attending the shareholders meeting and the Granting of Proxies;**
  - 7. Map of the Meeting Location; and**
  - 8. Proxy Form.**

Notice is hereby given that the Board of Directors of the Company has resolved to convene the Annual General Meeting No. 18/2013 at 10.00 hours on Wednesday, the 27<sup>th</sup> day of March, 2013 at the 2<sup>nd</sup> Floor of G Tower, No. 400, Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok. The following business shall be transacted at the meeting:

- Agenda 1. To confirm the minutes of Annual General Meeting of Shareholders No. 17/2012.**

**Facts and Reasons :** The Annual General Meeting of Shareholders No. 17/2012 was held on March 30, 2012, and the shareholders resolved to approve all agenda items specified by the law. The minutes of the said meeting must be submitted to the Annual General Meeting for consideration and approval.

**Board's Opinion :** The Board is of the opinion that the said Minutes of the Meeting be proposed to the Annual General Meeting for confirmation, the details of which appear in enclosure no. 1.

- Agenda 2. To consider the report on the Company's operations as of December 31, 2012 and the Company's Annual Report for 2012.**

**Facts and Reasons :** The Public Limited Companies Act B.E. 2535, Section 113, states that the Board of Directors shall deliver the Annual Report along with the notice calling for an annual general meeting to the shareholders.

The Company prepared the correct and complete report on the Company's Operations and the Annual Report for 2012 in accordance with the Public Limited Companies Act B.E. 2535 and the criteria of the Securities and Exchange Commission.

**Board's Opinion :** The Board is of the opinion that the report on the Company's operations as of December 31, 2012 is accurate and the Annual General Meeting should approve the said reports, the details of which appear in enclosure no. 2.

**Agenda 3. To consider the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2012.**

**Facts and Reasons :** The Public Limited Companies Act B.E. 2535, Sections 109, 110 and 112, state that the Company shall arrange for the preparation and keeping of accounts as well as the auditing thereof in accordance with the law governing the same, and shall make a balance sheet and profit and loss statement at least once every twelve (12) months of the fiscal period of the Company and submit the same to the Annual General Meeting for approval.

The Board of Directors completed the Statement of Financial Position and Statement of Comprehensive Income as of December 31, 2012 according to general accounting principles. The said financial statements have been examined by the Company's auditor, Mr. Pornchai Kittipanyangam, C.P.A. License No. 2778, of Bunchikij Co., Ltd., details of which appear in the Annual Report, financial statement chapter, page no. 52 to 104 in enclosure no. 2.

**Board's Opinion :** The Board of Directors and the Audit Committee have approved the Statement of Financial Position and Statement of Comprehensive Income which were audited by the auditor of the Company, and the Board is of the opinion that the Annual General Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income as of December 31, 2012 in order to comply with the Public Limited Company Act B.E. 2535.

**Agenda 4. To consider the declaration of a dividend payment for the year 2012.**

**Facts and Reasons :** The Public Limited Companies Act B.E. 2535, Section 115 states that no dividend shall be paid otherwise than from profit. In the case where a company has accumulated losses, no dividend shall be paid. A dividend shall be paid according to the number of shares, each share being equally paid. In addition, The Public Limited Companies Act B.E. 2535, Section 116 and Articles 44 and 45 of the Company's Articles of Association state that the Company shall allocate at least five (5) percent of net profits less any accumulated loss brought forward for a reserve

fund until this fund aggregates to at least ten (10) percent of the registered capital or more than the said amount as described by any other laws. The payment of a dividend shall be made within one (1) month from the approval of the Board of Directors or the shareholders meeting.

The company has dividend payment policy to pay at the rate of not less than 50% of its net profit after income tax of its separate financial statement, except in the case of carried loss or further investment is intended.

**Board's Opinion :** The Company has achieved a profit from its operations in the year of 2012, amounting to Baht 201,481,204 or equivalent to Baht 0.56 per share (after the deduction of corporate income tax) and the Company has no accumulated loss. Therefore, the Board of Directors is of the opinion that the Annual General Meeting should consider approving the declaration of dividend payment for the year 2012 from net profit in 2012 to the Company's shareholders amounting to 360,000,000 shares at the rate of Baht 0.35 (Thirty Five Satang) per share, totaling Baht 126,000,000 (One Hundred Twenty Six Million Baht Only) or equivalent to 62.54% of the Company's net profit which is consistent with the dividend payment policy. The Company has allocated net profits at least ten (10) percent of the registered capital according to the law and the Company's rules.

The record date for determination of which shareholders are entitled to obtain dividends is fixed on March 13, 2013. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act by closing the Share Register Book on March 14, 2013. The payment of dividends will be made on April 19, 2013.

The following is a summary of the dividend payment comparing the years 2011 and 2012:

<b>Details of dividend payment</b>	<b>For the year 2011</b>	<b>For the year 2012</b>
1. Net profit	85,142,248	201,481,204
2. Number of shares	360,000,000	360,000,000
3. Dividend payment per share	0.25	0.35
4. Total dividend amount paid	90,000,000	126,000,000
5. Dividend payment ratio	105.71	62.54

**Agenda 5. To consider the appointment of directors in place of those retiring by rotation.**

**Facts and Reasons :** Article 17 of the Company's Articles of Association states that one-third of the directors must retire by rotation at the Annual General Meeting every year. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. The retiring directors shall be eligible to be re-appointed.

The directors who will retire by rotation at this 2013 Annual General Meeting are:

<u>Name of Director</u>	<u>Type of Directorship proposed for reappointment</u>
(1) Mr.Prasert Tangtrongsakdi	Director
(2) Mr.Tavit Charuvajana	Director
(3) Mr.Chuchart Vatanatham	Director

Mr.Prasert Tangtrongsakdi has expressed his intention not to be re-appointed as a Committee.

**Criteria for nomination and nominating method of directors :** To consider the qualifications of the Company's director in accordance with the Public Limited Companies Act B.E. 2535, the educational background, skills, experience in the related business activities of the Company and the various professions which can support the business operation of the Company and contribute in developing the Company, including the director's previous overall performance. As for the independent director, the Company has also considered the definition of the independent director set by the Securities and Exchange Commission, the Stock Exchange of Thailand and by the Company including any possible significant business relationship between the director and the Company which may cause the director to be unable to perform his/her duties independently.

The name list of the Company's directors was considered and proposed by the Company's Nominating Sub-Committee.

**Board's Opinion :** The Board has considered and fully accepted the opinion of the Nominating Sub-Committee. The Board also holds the opinion that the qualification of Mr.Prasert Tangtrongsakdi, Mr.Tavit Charuvajana and Mr.Chuchart Vatanatham do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535, which stipulates that a director must not be a bankrupt person, an incompetent or quasi-incompetent person, must never have been imprisoned by the judgment of a court for an offense related to property which was committed with dishonest intent, must never have been dismissed or removed from government service or a government organization or government agency in

punishment for dishonesty in performing his or her duties, and shall not become a partner or shareholder of a juristic person operating a business which has the same nature as and is in competition with the business of the Company. In addition, the said three directors have sufficient knowledge and experience in the related business activities of the Company and can contribute in developing the Company.

Mr.Prasert Tangtrongsakdi has expressed his intention not to be re-appointed as a Committee. Therefore, the Committees have considered that the Annual General Meeting should appoint Mr.Tavit Charuvajana and Mr.Chuchart Vatanatham, who are already retired, to return to the position for another term.

The Company has enclosed the biographies of the said directors, their shareholdings in the Company, any positions of director or executive in other businesses and the definition of the independent director as per enclosure no. 3.

**Agenda 6. To consider fixing the remuneration of directors and the Audit Committee for 2013.**

**Facts and Reasons :** The Public Limited Companies Act B.E. 2535, Section 90, states that the director's remuneration shall be pursuant to the Annual General Meeting of Shareholder's resolution, passed by not less than two-thirds of the total votes of shareholders attending the meeting. In addition, Article 32 of the Company's Articles of Association states that the directors are entitled to receive remuneration by way of salary, award, meeting fee, bonus or other benefit in accordance with the Articles of Association or the resolution of the shareholders meeting. The remuneration of directors can be fixed as a certain amount or set according to certain criteria. Remuneration can either be determined from time to time or continue in effect until amended. In addition, directors shall be entitled to receive per diem and fringe benefits according to the Company's rules.

The Company's officer or employee appointed to act as the Company's director has the right to receive any remuneration or benefit as he/she receives as the officer or employee.

**Criteria for fixing the remuneration :** The Sub-committee has completely considered the appropriateness of remuneration payment of the Company by referring and comparing to the same business as well as considering the expansion and profitable growth of the Company. The pension is determined to be paid in the same amount as year 2012; however, for the attendance fee and remuneration for the Audit Committee are slightly increased from year 2012 as follows:

**Remuneration of Directors**

The Annual Bonus of Board of Directors	amounting to 2,400,000	Baht/year
Directors' Meeting	amounting to 17,000	Baht/person/meeting

**Remuneration of the Audit Committee**

For the Chairman of the Audit Committee            amounting to 130,000 Baht/quarter  
For each Audit Committee member                    amounting to 90,000 Baht/quarter

**Board's Opinion :** The Board is of the opinion that the Annual General Meeting should approve the remuneration of the directors and the members of the Audit Committee for the year 2013 as proposed by the Board's Remuneration Sub-Committee.

**Agenda 7.        To consider the appointment of the Company's Auditor and to fix the auditor's remuneration for 2013.**

**Facts and Reasons :** The Public Limited Companies Act B.E. 2535, Section 120, states that the Annual General Meeting shall appoint an auditor and determine the remuneration of the auditor every year. In appointing the auditor, the former auditor may be reappointed. Article 46 of the Company's Articles of Association states that the auditor of the Company shall not be a director, employee, or act in any other position in the Company. In addition, the notification of the Securities and Exchange of Commission No. Kor Jor. 40/2540 re: "the rules and conditions of disclosure of financial status and business operation information of the company" states that a company is not permitted to appoint the same auditor who has already served as the auditor of the Company for the previous consecutive period of five (5) years.

**Board's Opinion :** In order to comply with the above-mentioned criteria of the Public Limited Companies Act B.E. 2535, and the proposal of the Audit Committee, the Board has considered and is of the opinion that the Annual General should consider appointing the auditors of Bunchikij Co., Ltd. as the auditors of the Company for the year 2013 and fixing the auditors' remuneration for the year 2013 as follows:

**Names of auditors proposed for appointment are as follows:**

- (1) Mr. Pornchai Kittipanyangam, C.P.A. License No. 2778, and/or
- (2) Mrs. Suwanee Kittipanyangam, C.P.A. License No. 2899.

The Company has engaged the auditing services of Bunchikij Co., Ltd. for 18 years starting from 1995 until 2012. The auditors who examined the financial statements of the Company during the previous 12 years were:

For the years 2001 to 2005 Mrs. Suwanee Kittipanyangam, C.P.A. License No. 2899.  
For the years 2006 to 2009 Mr. Pornchai Kittipanyangam, C.P.A. License No. 2778;  
For the years 2010 to 2011 Mrs. Suwanee Kittipanyangam, C.P.A. License No. 2899;  
For the years 2012                    Mr. Pornchai Kittipanyangam, C.P.A. License No. 2778;

The auditors of Bunchikij Co., Ltd. are also the auditors of Metro Professional Product Co., Ltd., Metro Infotech Co., Ltd., Metro Connect Co.,Ltd., Metro Info Dynamics Co., Ltd., HIS MSC Co., Ltd., Metrosoft Co.,Ltd., And PSP (Thailand) Co.,Ltd. which are the Company's subsidiaries and associated company. The auditors' total remuneration from the said companies for the year 2013 was Baht 951,000. The auditors of Bunchikij Co., Ltd. have no relationship or interest in the Company, its subsidiaries, executives, major shareholders or connected persons. The said auditors performed well when acting as the Company's auditors.

**Auditors' Remuneration**

The remuneration of the Company's auditors for the annual financial statement of the Company shall be Baht 530,000 (Five Hundred Thirty Thousand Baht Only), and Baht 630,000 (Six Hundred Thirty Thousand Baht Only) for three quarterly financial statements. Therefore, the total amount of the auditors' remuneration for the year 2013 is Baht 1,160,000 (One Million One Hundred Sixty Thousand Baht Only) which a 2.7% increase from the year 2012.

The following is a summary of the remuneration of auditors comparing the years 2010 to 2013:

<b><u>Year</u></b>	<b><u>Remuneration of Auditors</u></b>	<b><u>Comparison with the previous year</u></b>
2010	1,080,000	same rate as the auditors' remuneration for the year 2009.
2011	1,080,000	same rate as the auditors' remuneration for the year 2010.
2012	1,130,000	4.6% increase from the year 2011.
2013	1,160,000	2.7 % increase from the year 2012.

**Audit Committee's Opinion :** The Audit Committee has approved the recommendation to the Company's Board of Directors to submit the names of the said auditors to the 2012 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2013. The Audit Committee further resolved that the amount of the auditors' remuneration for the year 2013 is appropriate and should be proposed to the Annual General Meeting for approval accordingly.

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

**Facts and reasons :** The Public Limited Companies Act B.E. 2535, second paragraph of Section 105, provides that shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request that the

meeting consider matters other than those indicated in the notice calling for the meeting.

In the case that any shareholders holding shares as per the amount stated above wish to request that the Annual General Meeting consider other matters, please so inform the Board of Directors prior to the date of the meeting or at the time of the meeting in order that the Board of Directors will further propose such matters to the shareholders at the Annual General Meeting for consideration.

### **Agenda of closing the Share Register Book**

The record date for determination of which shareholders are eligible to attend the Annual General Meeting of Shareholders and entitled to obtain dividends is fixed on March 13, 2013. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act by closing the Share Register Book on March 14, 2013.

You are cordially invited to attend the meeting at the date, time and venue as stated above. In case any shareholders wish to appoint other persons or members of the Audit Committee, namely: Mr.Pravit Chattalada or Dr.Virach Aphimeteetamrong, who have no interest in the agenda items proposed to the meeting for consideration and approval, enclosed please find the details of their biographies as per enclosure no. 4, to be appointed as proxies to attend and vote at the meeting. Please fill in the information, sign and affix 20 Baht stamp duty to the proxy form B which states the clear details of matters to be undertaken by the Proxy as per enclosure no. 8.

### **Utility of Proxy Form**

#### **A. Proxy Form**

The Registrar of Public Limited Companies has set three (3) proxy forms, i.e.,

1. Form A which is a simple general proxy form;
2. Form B which states the clear details of matters to be undertaken by the Proxy; and
3. Form C which applies for a foreign shareholder who appoints a custodian in Thailand to act as his/her custodian of shares.

#### **B. Method of Use of Proxy Form**

1. A shareholder **who is not** a foreign shareholder and appoints a custodian in Thailand to act as his/her custodian of shares can use only one of either Proxy Form A or B.
2. A shareholder **who is** a foreign shareholder and appoints a custodian in Thailand to act as his/her custodian of shares can use only one of Proxy Form A, B or C.



Shareholders can download proxy forms A and C via the Company's website.

The duly signed proxy form must be submitted to Mr. Sumath Arsirapot who has been authorized by the Chairman of the Board of Directors to receive the proxy form between 08.00 to 10.00 hours on the day of the meeting.

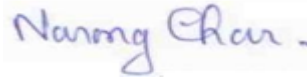
The shareholders are able to examine the details of agenda items of the Annual General Meeting and supporting documents at the Company's website: [www.metrosystems.co.th](http://www.metrosystems.co.th).

Any shareholders wishing to ask for additional information regarding the agenda items should please contact Ms. Sumateta Jitsiripol or Mr. Sumath Arsirapot, telephone no. 0-2727-4115, 0-2727-4349 or by e-mail: [ir@metrosystems.co.th](mailto:ir@metrosystems.co.th), or [sumatars@metrosystems.co.th](mailto:sumatars@metrosystems.co.th).

This Notice is issued on the 26 of February, 2013 at the Company's office, Bangkok Metropolis, Thailand.

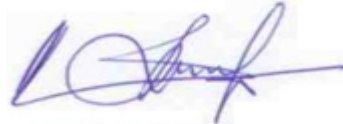
Pursuant to the Board of Directors' Resolution

Yours sincerely,



(Mr. Narong Charuvajana)

Director



(Mr. Kitti Techataveekijkul)

Director



**บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)**  
**Metro Systems Corporation Public Company Limited**

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400 Chalermprakit Rama IX Road, Nong Bon, Prawet, Bangkok 10250 Tel: 0-2727-4000, 0-2726-2828 Fax: 0-2726-2630

**Minutes of Annual General Meeting of Shareholders No. 17/2012**

**Date Time & Place:** Held at 10.00 hours on March 30, 2012 at the Company's registered office, 2<sup>nd</sup> Floor of G Tower, No. 400 Chalermprakit Rama IX Road, Nong bon Sub-District, Prawet District, Bangkok.

**Quorum of the Meeting:** 49 shareholders and proxies, divided into 23 shareholders holding 21,020,131 shares, equivalent to 5.84% of total shares of the Company, and 26 proxies, who represent the shareholders, holding 310,175,401 shares, equivalent to 81.16% of the total shares of the Company. The number of Company shares represented at the meeting was 331,195,532 shares or 92% of the total 360,000,000 shares of the Company, thereby constituting a quorum according to Article 35 of the Company's Articles of Association.

During Agenda 2, one shareholder attend the meeting additionally holding 3 shares. Therefore, The amount of the Shareholders attending the meeting since agenda 2 by themselves and by proxies is 50 persons holding 331,195,535 shares.

**Preliminary Proceedings:** Miss Supaporn Kitipattaworn, Public Relations Manager, introduced the members of the Board of Directors, the auditor and the Legal Consultant as follows:

**Directors and Executive Officers Attending the Meeting:**

- |                                |   |
|--------------------------------|---|
| 1. Mr. Narong Charuvajana      | Deputy Managing Director/ Director  |
| 2. Mr. Pravit Chattalada       | Independent Director/Chairman of the Audit Committee  |
| 3. Dr. Virach Aphimeteetamrong | Independent Director/ Member of the Audit Committee   |
| 4. Mr. Suvij Suvaruchiphorn    | Director/Chairman of nominating sub-Committee /<br>Chairman of Remuneration Sub - Committee |
| 5. Mr. Thongchai Lamverakul    | President of office Supplies Group  |
| 6. Mrs. Nittaya Thanaviriyakul | President of Accounting , Finance and Administration<br>Group /Secretary of the Company     |

**Auditor**

- |                                |                                  |
|--------------------------------|----------------------------------|
| 1. Mr. Pornchai Kittipanyangam | Auditor from Bunchikij Co., Ltd. |
| 2. Mrs. Suwanee Kittipanyangam | Auditor from Bunchikij Co., Ltd. |

**Legal Consultant** MSC Law Office is Legal Consultant of Company and this meeting the Representative of MSC Law Office was assigned to proceedings of the meeting.

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|-------------------------|--|
| 1. Mr. Sumath Arsirapot | Legal consultant /Secretary of the Meeting |
|-------------------------|--|

Prior to the proceedings of the meeting, Mr. Sumath Arsirapot, the Secretary of the Meeting, clarified for the company's Articles of Association, the law that related the meeting, a quorum and voting manner for each agenda item as follows:

Article 35 of the Company's Articles of Association prescribes that the meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of the total number of shareholders, along with an aggregate number of not less than one-third (1/3) of all of the Company's issued shares to constitute a quorum.

According to the Public Limited Companies Act and the Company's Articles of Association, the shareholders shall have one vote for one share. In the event that a proxy is appointed (whether he is a shareholder or not) and receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as the number of appointments he holds, in addition to his personal vote in case such proxy is a shareholder as well.

The resolutions adopted at the shareholders meeting shall be made in the following manner:

Under normal circumstances, i.e., agenda items 1-5 and 7, a majority vote of the shareholders present at the meeting and entitled to vote will be required. In the case of a tie vote, the chairman of the meeting shall have a casting (i.e., tie-breaking) vote.

In a case such as the matter concerning the payment of the directors' remuneration as mentioned in agenda item 6, the law prescribes that a vote of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting and entitled to vote is required.

In vote of each agenda for resolution, the Chairman repeated all shareholders prior to the vote of each agenda.

For convenience in counting votes at the meeting, if there are no shareholders who object or abstain, it shall be deemed that all shareholders agree to the proposed agenda item. If any shareholder does not agree or abstains, he must use the ballot to indicate his disapproval or abstention. Such disapproval and abstaining vote shall be deducted from the approval total in the count of votes.

With regard to the other business proposed to the meeting for its consideration at agenda item 8, the Public Limited Companies Act, Section 105, prescribes that the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares issued and sold may request that the meeting consider matters other than those indicated in the notice calling for the meeting.

Acting as the chairman of the meeting of shareholders, according to Article 37 of the Company's Articles of Association prescribes that the chairman shall be the chairman of the meeting. If the chairman is not attend the meeting or cannot act as the chairman of the meeting, the vice chairman shall act as the chairman of the meeting instead. Provided that, vice chairman cannot act as the chairman of the meeting, shareholder shall select one shareholder for acting as the chairman of the meeting.

Mr.Sumath Arsirapot informed that chairman (Mr. Prasert Tangtrongsakdi) was not attend the meeting. Moreover, vice chairman (Mr. Narong Charuvajana) will retire by rotation at this 2011 Annual General Meeting of Shareholders. It deemed that chairman was not in the meeting and vice chairman could not act as the chairman of the meeting. So, the shareholders shall seek the chairman of the meeting.

Mr. Thongchai Lamverakul requested Mr. Narong Charuvajana holding 16,711,331 shares to act as the chairman of the meeting and no shareholder requested any people to act as a chairman of the meeting.

Mr. Sumath Arsirapot asked the meeting to consider the chairman of the meeting.

Upon a motion duly made, the meeting agree with choosing Mr. Narong Charuvajana acting as a chairman of the meeting by 314,484,201 votes or 94.95% of the total votes of the shareholders who attended the meeting and had the right to vote and abstain by 16,711,331 votes or 5.05% of the total votes of the shareholders who attended the meeting and had the right to vote. Therefore, Mr. Narong Charuvajana acted as a chairman of the meeting with majority votes.

Upon the shareholders' acknowledgement of the meeting procedure and the voting manner concerning each agenda item, the Secretary of the Meeting requested that the Chairman propose that the meeting consider the matters as indicated in the notice of the meeting.

Mr.Narong Charuvajana, acted as the Chairman of the Meeting. He then declared the meeting duly convened and proposed the following matters to the meeting for consideration:

**Agenda 1. To confirm the Minutes of the Annual General Meeting of Shareholders No. 16/2011**

The Chairman informed that the meeting that the Annual General Meeting of Shareholders No. 16/2011 was held on April 8, 2011, and the shareholders resolved to approve all agenda items as specified by law. The minutes of the said meeting which appear in the notice of the meeting's enclosure no. 1 must be submitted to the shareholders at the Annual General Meeting of Shareholders for consideration and approval.

The Chairman asked the meeting whether any shareholder wished to amend the minutes of the meeting. No shareholder wished to amend the said minutes. He then proposed that the meeting consider this matter.

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** the minutes of the Annual General Meeting of Shareholders No. 16/2011 be confirmed by 331,195,532 votes or 100% of the total votes of the shareholders who attended the meeting and had the right to vote.

**Agenda 2. To consider the report on the Company's Operations as of December 31, 2011 and the Company's Annual Report for 2011**

The Chairman summarized and reported the Company's business operations in the consolidated financial statements for the fiscal year ended December 31, 2011, the revenue structure and the number of old and new customers in the year 2011 as follows:

**The Summary of the Profit and Loss Statements for the year ended as of December 31, 2011 in comparison with the year 2010 as follows:**

	<b>(In Millions of Baht)</b>	
	<b>2010</b>	<b>2011</b>
Total revenue	5,097	5,492
Cost of goods, services and rental	4,387	4,643
Selling and administrative expenses	552	680
Interest expenses	7	12
Income tax	37	72
Net profit	114	85
Earnings per share (Baht)	0.32	0.24

	<b>(In Millions of Baht)</b>	
<b>Revenue Structure</b>	<b>2010</b>	<b>2011</b>
- By Business unit		
Enterprise Systems Group	1,778	1,977
Solutions Integration Group	1,373	1,587
Office Supplies Group	1,910	1,904
Other	36	24
- By Distribution Channel		
Sales by dealer	11%	10%
Direct sales	89%	90%
- By area		
Bangkok Metropolis	73%	73%
Provincial	27%	27%

### Revenue received from old customers

- 97% of total revenues of the Company for the year 2010 and 2011 derived from repeat sales made by 86% of the Company's customers.
- The total number of the Company's customers in the year 2010 and 2011 are 7,335 and 7,529 customers respectively, divided into 6,293 and 6,455 old customers and 1,042 and 1,074 new customers.

### Summary of the Statement of Financial Position for the year ended as of December 31, 2011 in comparison with the year 2010 as follows:

	<b>(In Millions of Baht)</b>	
	<b>2010</b>	<b>2011</b>
Total assets	1,960	2,127
Total liabilities	838	1,054
Total equity	1,122	1,073

<b>Essential Financial Ratios</b>	<b>2010</b>	<b>2011</b>
- Profitability Ratio		
Return on assets	6.2%	4.2%
Return on equity	10.5%	7.8%
Return on sales	2.2%	1.6%

	<b>(In Millions of Baht)</b>	
	<b>2010</b>	<b>2011</b>
- Liquidity Ratio and Debt/Equity Ratio		
Current ratio	1.58 times	1.71 times
Debt to equity ratio	0.75 times	0.98 times
Collection period	57 days	63 days
Inventory turnover	14 days	15 days
Payment period	38 days	44 days
Cash Cycle	33 days	34 days

The Chairman asked the meeting to raise any questions of doubt.

Mr.Tanin Ngamwittayaphong , a shareholder inquired that why the number of the new customer in the year 2011 decreased from the amount for the year 2010?

The chairman clarified that the new customer comprised of middle-sized until small-sized business. If the companies extended this group market, the cost of each trade would be more than the profit of purchase balance.

Moreover, Mr.Tanin Ngamwittayaphong inquired that which business group made the most profit to the company?

The chairman clarified that Solution Integration Group is the group made the most profit to the company because this group sold both of products and services. Secondly, the Enterprise Systems Group. The profit of office Supplies Group is the least, but the expense for operation of the office Supplies Group will be less than The Solution Integration Group which use the engineer operate.

Mr.Suvit Srivilairit, a shareholder inquired that could the chairman divide the amount of revenue proportion to the government proportion and the private proportion?

The chairman clarified that the revenue proportion was the private 95%, the government 5% and the main customer base was IT Company, Financial Institution and car Industrial Company. However, Company did not focus on any group of proportion of customer which affected the revenue.

In addition, Mr. Suvit Srivilairit inquired that was software which company distribute the self-develop Software?

The Chairman informed that software could divide to three kinds of software as follows: 1) Software package for licensing i.e. Microsoft the Company distributed this kind of software 2) Application software such as Business Intelligence. Company sold this kind of software, The Company gain profit from service 3) Developed software the company tried to develop software which match the market's requirement.

And Mr.Suvit Srivilairit inquired did the company get the impact from flooding?

The Chairman clarified that in flood situation, company had the expense for protecting Data Center and was affected from the flood situation that was the decrease of the industrial Estate in Phra Nakhon Si Ayuthaya province's purchase balance. However, the company sent the official to assist the customer obtaining the flood impact made the customers rely on the company. So, the customer will trade with company continuously.

Mr.Tanin Ngamvittayaphong inquired that the expense of sending official to assist the customer, the company identified to which part?

The chairman clarified that the expense was official's salary. No add-up expense in this part.

Mr.Tanin Ngamvittayaphong questioned that will the company extend the Data Center Business?

The chairman clarified that the tendency of Data Center Business is stable. The future tendency when flood occurred, the customer will take Data Center service more. At the same time, the tendency will be decreased because the enormous business will build the Data Center. If the data Center flooded, the company protected the risk by reserving the customer's datum.

Besides, Mr. Tanin Ngamvittayaphong inquired that had the company policy for operating the place which cannot make the revenue? How?

The chairman clarified that the company focused on the business customer more than the individual customer. However, the company already had the policy for analyzing the investment.

The chairman informed that one shareholder attended the meeting holding 3 shares additionally total as 331,195,535 shares.

The chairman asked the meeting to raise any questions of doubt. The Chairman therefore requested that the meeting consider the matters.

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** the report on the Company's business operations ended on December 31, 2011 and the 2011 Annual Report be approved by 331,195,535 votes or 100% of the total votes of the shareholders who attended the meeting and had the right to vote.

**Agenda 3. To consider the statements of financial position and Profit and Loss Statements for the fiscal period ended December 31, 2011**

The Chairman reported the statements of financial position and Profit and Loss Statements for the fiscal period ended December 31, 2011 that the Board of Directors completed the Balance Sheet and Profit and Loss Statements as of December 31, 2011 according to general accounting principles. The said financial statements have been examined by the Company's auditor, Mrs. Suwanee Kittipanyangam, C.P.A. License No. 2899 of Bunchikij Co., Ltd. The Board of Directors and the Audit Committee have approved the Balance Sheet and Profit and Loss Statements, which were audited by the auditor of the Company, and the Board is of the opinion that the shareholders at the Annual General Meeting of Shareholders should approve the Balance Sheet and Profit and Loss Statements as of December 31, 2011 in order to comply with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.

The Chairman asked the meeting to raise any questions of doubt.



Mr.Tanin Ngamwittayaphong , a shareholder inquired in the last quarter , the company gained the profit less than the prior quarter. Why the company payed the tax increasingly and why did the profit in the last quarter less than the prior quarter?

The chairman clarified that the tax increased from the expense concerning the case which could not bring to calculate in the taxation. In part of the profit in the last quarter decreased because of the increase of the official's expense.

Mr.Tanin Ngamwittayaphong ,questioned Article 21 of Notes to Financial Statements provision for litigation and claims , the amount of payment in first case was 31 million baht , second case was 51 million baht. Please informed the detail of two cases and the case occurred from what type of product?

The chairman clarified that the case occurred from chip in the CPU, the high price product. The case occurred from a former employee bought the product then brought this product to sell the other person. Supplier did not recheck that the company was not the orderer, the receipt and payment did not use the company's procedure. Supplier believed that the company was the orderer, so the supplier entered an action to court in order to call for the payment. The former employee ordered the product by using company system which was not pass the complete approval person. Then, this employee collected the payment from the person who received product and paid to supplier.

Mr.Tanin Ngamwittayaphong questioned that in this case, could the company recourse the offender?

The chairman clarified that now, the case is on trial in the appeal court and company had already notified the offender. In the part of recourse, the company had the rights to recourse from the offender.

Mr.Tanin Ngamwittayaphong inquired about company's Audit System.

The chairman clarified that company has the internal audit system. When the case occurred, company rechecked more careful for example, the company will assure the total amount with supplier every time.

Moreover, Mr.Tanin Ngamwittayaphong questioned Article 25 of Notes to financial Statements in part of consolidated financial statements, what was included in unallowed expenditure for tax calculation 194 million baht?

The chairman clarified that in this part there was the expense relating the subsidiary company had long-renting transaction which accounting standard recognized the expense differed from

the taxation; recognized the real expense. Finally, this part of expense will be deemed to be the taxation expense.

The Chairman then requested that the meeting approve the Balance Sheet and Profit and Loss Statements as of December 31, 2011, details of which appear in the financial statement which has been distributed to the shareholders together with the notice of the meeting.

The Chairman therefore requested that the meeting consider the matters.

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** the Balance Sheet and the Profit and Loss Statements for the fiscal year ended on December 31, 2011 be approved by 331,195,535 votes or 100% of the total votes of the shareholders who attended the meeting and had the right to vote.

**Agenda 4. To consider the declaration of dividend payment for the year 2011.**

The Chairman reported the declaration of dividend payment for the year 2011 that according to the 2011 operation results showed that the Company gained a profit, after the deduction of corporate income tax, amounting to Baht 85,142,248 (Eighty five Million One Hundred Forty-Two Thousand Two Hundred Forty Eight Baht Only), that is profit approximately of Baht 0.24 (Twenty-four Satang) per share and the Company has no accumulated loss. Therefore, the Board of Directors is of the opinion that the shareholders at the Annual General Meeting of Shareholders should consider approving the declaration of a dividend payment for the year 2011 to the Company's shareholders amounting to 360,000,000 shares at the rate of Baht 0.25 (Twenty-five Satang) per share, totaling Baht 90,000,000 (Ninety Million Baht Only) or equivalent to 105.71% of the Company's net profit which is consistent with the dividend payment policy of the Company.

The record date for determination of which shareholders are entitled to attend the Annual General Meeting of Shareholders is fixed on March 15, 2012. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act by closing the Share Register Book on March 16, 2012. The payment of the dividend will be made on April 24, 2012.

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** the declaration of a dividend payment for the year 2011 to the Company's shareholders amounting to 360,000,000 shares at the rate of Baht 0.25 (Twenty-five Satang) per share, totaling Baht 90,000,000 (Ninety Million Baht Only) or equivalent to 105.71% of the Company's net profit which is consistent with the dividend payment policy of

the Company be approved by 331,195,535 votes or 100% of the total votes of the shareholders who attended the meeting and had the right to vote.

**Agenda 5. To consider the appointment of directors in place of those retiring by rotation**

The Chairman reported the appointment of directors in place of those retiring by rotation that Article 17 of the Company's Articles of Association states that one-third of the directors must retire by rotation at the Annual General Meeting of Shareholders every year. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office for the longest period of time shall retire. The retiring directors shall be eligible to be re-appointed for another term. The directors who have held office for the longest term and will retire by rotation at this 2012 Annual General Meeting of Shareholders are:

- (1) Mr. Narong Charuvajana Director
- (2) Dr. Virach Aphimeteetamrong Independent Director/Member of the Audit Committee
- (3) Mr. Sanpitt Sethpornpong Director

The Board is of the opinion that the qualifications of the said three retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535. They possess sufficient knowledge and experience in the related business activities of the Company and can contribute to developing the Company.

The nomination of directors was considered and proposed by the Company's Nominating Sub-Committee. The Company has enclosed the biographies of the said directors, their shareholdings in the Company, their acting in positions of director or executive in other businesses and the definition of the independent director as per the enclosure of the notice of meeting no. 3.

Therefore, the Board proposed that the shareholders at the Annual General Meeting of Shareholders consider reappointing three retiring directors as the directors of the Company for an additional term. The Chairman then requested that the meeting vote for the re-appointment of each of the individual directors.

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** three retiring directors shall be reappointed as the Company's directors for an additional term by the following votes.

**(1) Mr. Narong Charuvajana**

Approved	314,484,204	votes	equivalent to	94.95%
Disapproved	-	votes	equivalent to	-
Abstained	16,711,331	votes	equivalent to	5.05%

**(2) Dr. Virach Aphimeteetamrong**

Approved	331,195,535	votes	equivalent to	100%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-

**(3) Mr. Sanpitt Sethpornpong**

Approved	330,195,535	votes	equivalent to	99.70%
Disapproved	-	votes	equivalent to	-
Abstained	1,000,000	votes	equivalent to	0.30%

**Agenda 6. To consider the fixing of Remuneration of Directors and Audit Committee for the year 2012**

The Chairman reported the fixing of Remuneration of Directors and Audit Committee for the year 2012 that the Board of Directors proposed that the shareholders consider fixing the remuneration of the Company's directors and Audit Committee for the year 2012, which is equal to the amount of remuneration for the year 2011, as follows:

**The Remuneration of Directors**

The Directors' Annual Bonus 2,400,000 Baht / year  
The Directors' Meeting Fee 15,000 Baht / person / meeting

**The Remuneration of the Audit Committee**

For the Chairman of the Audit Committee 120,000 Baht / Quarter  
For each of member of the Audit Committee 80,000 Baht / Quarter

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** the remuneration of the Company's directors and the Audit committee for the year 2012 as proposed by the Chairman be approved. The Board of Directors has been assigned to consider the appropriation of such bonus to the Board of Directors accordingly. This agenda was approved by 331,195,535 votes or 100% of the total votes of the shareholders who attended the meeting and had the right to vote.

**Agenda 7. To consider the appointment of the Company's Auditor for 2012 and to fix the auditor's remuneration**

The chairman requested that Mr.Pravit Chattalada, Independent Director/Chairman of the Audit Committee, report the appointment of the Company's Auditor for 2012 and to fix the auditor's remuneration

Mr. Pravit Chattalada reported the appointment of the Company's Auditor for 2012 and to fix the auditor's remuneration that by the recommendation of the Company's Audit Committee, the Board proposed that the shareholders at the Annual General Meeting of Shareholders consider appointing: (1) Mr. Pornchai Kittipanyangam C.P.A. License No. 2778 and/or (2) Mrs. Suwanee Kittipanyangam C.P.A. License No. 2899, all of Bunchikij Co., Ltd., as the auditors of the Company for the year 2012. And the Board proposed that the meeting consider fixing the auditors' remuneration for the year 2012 as follows: the remuneration of auditors for the annual financial statement of the Company shall be Baht 500,000 (Five Hundred Thousand Baht Only) and for the financial statement for three quarters shall be Baht 630,000 (Six Hundred and thirty Thousand Baht Only). Therefore, the total amount of the auditors' remuneration for the year 2012 is Baht 1,130,000 (One Million One Hundred and thirtyThousand Baht Only) which is added-up 4.6% from the amount of remuneration for the year 2011.

The auditors of Bunchikij Co., Ltd. are also the auditors of Metro Professional Product Co., Ltd., Metro Infotech Co., Ltd., Metro Connect Co.,Ltd., HIS MSC Co., Ltd., Metro Soft Co., Ltd. and PSP (Thailand) Co., Ltd. which are the Company's subsidiaries and affiliates. The auditors' total remuneration from the said companies for the year 2012 is Baht 886,000. The said auditors have no relationship or interest with the Company, its subsidiaries, executives, major shareholders or other connected persons. The said auditors performed well as the Company's auditors.

The Chairman then requested that the meeting consider appointing the auditors and fixing the auditors' remuneration for the year 2012.

Upon a motion duly made and seconded, the meeting unanimously resolved as follows:

**RESOLVED: THAT** Mr. Pornchai Kittipanyangam, C.P.A. license no. 2778 and/or Mrs. Suwanee Kittipanyangam, C.P.A. License No. 2899, all of Bunchikij Co., Ltd., be appointed as auditors of the Company for the year 2012 with remuneration as follows: for the annual financial statement – the sum of Baht 500,000 (Five Hundred Thousand Baht Only), and for the financial statement for three quarters – the sum of Baht 630,000 (Six Hundred Thirty Thousand Baht Only). Therefore, the total amount of the auditors' remuneration for the year 2012 is Baht 1,130,000 (One Million One Hundred Thousand Baht Only). This agenda was approved by 331,195,535 votes or 100% of the total votes of the shareholders who attended the meeting and had the right to vote.

**Agenda 8. Other business**

The Chairman informed the meeting to propose other business.

There was no other business proposed by the shareholders. The Chairman thanked the attending shareholders and closed the meeting.

The meeting ended at 11.20 hours.

Signed (Mr. Narong Charuvajana)  
Chairman of the Meeting

Signed (Mr. Sumath Arsirapot)  
Secretary of the Meeting

## Information of Directors

<b>Name</b>	<b>Mr. Tavit Charuvajana</b>	
<b>Position</b>	<b>Director /Managing Director/Chairman of Executive Committee</b>	
<b>Age</b>	<b>62 years</b>	
<b>Education</b>	<ul style="list-style-type: none"> <li>▪ <b>Honorary Master’s Degree of Science Information Technology, Chandrakasem Rajabhat University</b></li> <li>▪ <b>Mini MBA, Thammasat University</b></li> <li>▪ <b>Anusorn Business College</b></li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>▪ <b>None</b></li> </ul>	
<b>Experience</b>		
▪ <b>Listed companies</b>	<b>1 listed companies</b>	
<b>1. Director /Managing Director/Chairman of Executive Committee</b>	<b>Metro Systems Corporation PCL.</b>	<b>1986 – Present</b>
▪ <b>Others (listed companies)</b>	<b>4 listed companies</b>	
<b>1. Director</b>	<b>HIS MSC Co., Ltd.</b>	<b>1991- Present</b>
<b>2. Director</b>	<b>Metro Connect Co., Ltd.</b>	<b>2009- Present</b>
<b>3. Director</b>	<b>Metro Info Tech Co.,Ltd.</b>	<b>1990- Present</b>
<b>4. Director</b>	<b>Metro Info Dynamics Co., Ltd.</b>	<b>2011- Present</b>
▪ <b>Current position which competed with or related to company’s business.</b>	<b>None</b>	
<b>Meeting Attendance in 2011</b>	<b>12 time of total 12 time of the Executive Board Meeting and 5 time of total 5 time of the Board of Director Meeting.</b>	
<b>Number of Shares (Amount / %)</b>	<b>Shares 29,287,348 / 8.14%</b>	
<b>Family relationship with directors</b>	<b>Mr. Narong Charuvajana’s older brother</b>	

<b>Name</b>	<b>Dr. Chuchart Vattanatham</b>		
<b>Position</b>	<b>Independent Committee / Audit Committee</b>		
<b>Age</b>	<b>74 years</b>		
<b>Education</b>	<ul style="list-style-type: none"> <li>▪ <b>Higher Vocational Certificate, Accounting Field, Bangkok Technical College</b></li> </ul>		
<b>Training</b>	<ul style="list-style-type: none"> <li>▪ <b>None</b></li> </ul>		
<b>Experience</b>			
	<ul style="list-style-type: none"> <li>▪ <b>Listed companies</b></li> </ul>	<b>1 listed company</b>	
<b>1. Director</b>		<b>Metro Systems Corporation PCL.</b>	<b>1995 – Present</b>
	<ul style="list-style-type: none"> <li>▪ <b>Others (None listed company)</b></li> </ul>	<b>None listed company</b>	
	<ul style="list-style-type: none"> <li>▪ <b>Current position which competed with or related to company's businesses</b></li> </ul>	<b>None</b>	
<b>Meeting Attendance in 2011</b>	<b>5 time of total 5 time of the Audit Committee Meeting</b>		
<b>Number of Shares (Amount / %)</b>	<b>None</b>		
<b>Family relationship with directors</b>	<b>None</b>		



### **Definition of Independent Director**

**The independent committees** are the persons qualified and independent according to the Notification of the Capital Market Supervisory Board as follows:

- 1) holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
- 2) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;
- 3) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
- 4) not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with the Office.
- 5) neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;
- 6) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

- 7) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
- 8) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

The definition of independent director has be accord with the Notification of the Capital Market Supervisory Board

**Biography of Audit Committees members acting as proxies, representing the shareholders at  
the shareholders meeting**

Name	Mr.Pravit Chattalada	
Address	49 Moo 16 Srinakarin Road,Tambol Bangkaew,Amphur Bangplee,Samutprakan 10540	
Position	Independent Director / Chairman of the Audit Committee	
Age	79 Years	
Company's share in hand	0.06%	
Education	<ul style="list-style-type: none"> <li>■ BS.(Mathematics,Physics), Oregon State University, USA</li> <li>■ Certificate of Director Accreditation Program (DAP), Thai Institute of Directors</li> </ul>	
<u>Experience</u>		
■ 1995 – Present	Independent Director / Chairman of the Audit Committee	Metro Systems Corporation PCL.
■ 1995 – Present	President	The Association of Thai ICT Industry (ATCI)

Name	Dr.Virach Aphimeteetamrong	
Address	465 Soi Jaransanitvong 12,Khwaeng Vattthapra,Khet Bangkokyai,Bangkok 10600	
Position	Independent Director / Audit Committee	
Age	68 Years	
Company's share in hand	-	
Education	<ul style="list-style-type: none"> <li>■ Ph.D Finance,University of Illinois, USA</li> <li>■ M.B.A. Gothenburg,Sweden</li> <li>■ M.A.S. University of Illinois at Urbana-Champaign (UIUC),USA</li> <li>■ Bachelor's Degree in Accounting (Honor) Chulalongkorn University</li> <li>■ Certificate of Director Accreditation Program (DAP), Thai Institute of Directors</li> </ul>	
<u>Experience</u>		
■ 1995 – Present	Independent Director / Audit Committee Member	Metro Systems Corporation PCL.
■ 1988 - Present	Chairman	Dr. Virach and Associates Company
■ 1990 - Present	Director	Supalai PCL.
■ 2002 – Present	Independent Director	TRIS Rating Co.,Ltd.
■ 2002 – Present	Independent Director / Chairman of the Audit Committee	TRIS Corporation Co.,Ltd.
■ 2004 – Present	Independent Director / Chairman of the Audit Committee	Asia Plus Securities PCL.
■ 2004 – Present	Independent Director / Chairman of the Audit Committee	Bangkok Chain Hospital PCL.
■ 2007 – Present	Chairman of the Board of Director	Shin Corporations PCL.
■ Present	Vice Chairman	Thailand Management Association

**The Company's Articles of Association concerning the shareholders meeting****Chapter 5  
Shareholders Meeting**

Article 33. The board of directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. All other general meeting are called "extraordinary meetings".

The board of directors may summon an extraordinary meeting of shareholders whenever the board thinks fit or the shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares sold or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares sold may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month form the date of receipt of such request from the shareholders.

Article 34. In summoning a meeting of shareholders, the board of directors shall deliver to shareholders and the Registrar notice of the meeting specifying the place, day, time, agenda of the meeting and other business to be transacted at the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the board of directors on the said matters, not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be published three (3) consecutive days in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting.

The place of the meeting shall be in the area in which the head office of the Company is located or determined by the board of directors.

Article 35. The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares sold to constitute a quorum.

Article 36. If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum if not constituted as stated in Article 35. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 37. The chairman of the board of directors shall preside over the meeting of shareholder. In the event the chairman is absent or unable to perform the duty, the vice-chairman shall act as the chairman. If a vice-chairman does not exist or exists but is unable to perform the duty, the shareholders present at the meeting shall elect a shareholder to be act as the chairman of the meeting.

Article 38. At a meeting of shareholders a shareholder is entitled to attend and vote at the meeting or may appoint any other person as a proxy to appear and vote on his behalf. The proxy shall be the form prescribed by the Registrar.

Article 39. The Chairman of the meeting has the duty to conduct the meeting in compliance with the Company's Articles of Association relating to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Article 40. The shareholder shall have one vote for one share.

The resolution of the meeting of shareholders shall be supported by the following votes:

(1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.

(2) in the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and have the right to vote:

(a) the sale or transfer of whole or essential parts of business of the Company to other persons.

(b) the purchase or acceptance of transfer of businesses of other companies or private companies to the Company.

(c) entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.

## **Chapter 7**

### **Increase and Decrease**

Article 48. Subject to the Public Limited Companies Act, the Company may increase its registered capital by the issuance of new shares.

The increase of capital is required to obtain an approval from the shareholders meeting by vote of not less than three-fourth (3/4) of total voting of shareholders attending and who have the right to vote.

Article 49. The new shares may be offered for sale in whole or in part and may be first offered for sale to the shareholders in proportion to the number of shares already held by each of them or may be offered for sale to the public or other persons either in whole or in part in accordance with the resolution of the shareholders meeting.

**Guidelines and Practice for attending the Shareholders Meeting of the Shareholders  
and Granting of Proxy**

**Evidences proving the right to attend the Meeting**

**1. Attendance in person**

1.1 **A Thai individual shareholder** shall present his/her identification card or official identification card.

1.2 **A foreign individual shareholder** shall present his/her Alien Certificate or passport.

1.3 **A juristic shareholder registered in Thailand:**

a. A copy of a current Affidavit of juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who is attending the meeting.

b. A certified copy of identification card of the authorized director(s) as mentioned in item (a) above (or passport if such director(s) is a foreigner).

1.4 **A juristic shareholder registered overseas:**

a. An original Affidavit showing the names of authorized director(s) and the powers of directors issued by the relevant government agencies and notarized by a notary public.

b. A certified copy of the passport of the authorized director(s) who is attending the meeting.

**2. Attendance by a proxy-holder**

**2.1 A Thai individual shareholder:**

a. A proxy which is fully completed.

b. A certified copy of the identification card of the appointer.

c. A certified copy of the identification card of the appointee.

**2.2 A foreign individual shareholder:**

a. A proxy which is fully completed.

b. A certified copy of alien certificate or passport of the appointer.

c. A certified copy of the identification card of the appointee (or passport if the

appointee is a foreigner).

**2.3 A juristic shareholder registered in Thailand:**

- a. A proxy which is fully completed.
- b. A copy of a current Affidavit of a juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who signs the proxy.
- c. A certified copy of the identification card of the authorized director(s) who signs the proxy (or passport if such director(s) is a foreigner).
- d. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).

**2.4 A juristic shareholder registered overseas:**

- a. A proxy which is fully completed.
- b. An original Affidavit showing the names of authorized directors and the powers of directors issued by the relevant government agencies and notarized by a notary public.
- c. A certified copy of passport of the authorized director(s) who signs the proxy.
- d. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).

<b>Registration</b>
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The registration for the attendance at the Meeting shall begin at least two hours prior to the meeting, or at 8.00 hours onwards.



