



Minutes of Annual General Meeting No. 18/2013

Date Time & Place: Held at 10.00 hours on March 27, 2013 at the Company's registered office, 2nd Floor of G Building, No.400 Chalermprakit Rama IX Road, Nong bon Sub-District, Prawet District, Bangkok.

Quorum of the Meeting: 52 shareholders and proxies, divided into 31 shareholders holding 73,083,216 shares, equivalent to 20.30% of total shares of the Company, and 21 proxies, who represent the shareholders, holding 244,504,219 shares, equivalent to 67.92% of the total shares of the Company. The number of Company shares represented at the meeting was 317,587,435 shares or 88.22% 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.

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. Sunpitt Sethpornpong Chairman
2. Mr. Narong Charuvajana Vice Chairman/Vice Chairman of Executive Committee /Deputy Managing Director
3. Mr. Tavit Charuvajana Director/Chairman of Executive Committee/Managing Director
4. Mr. Kitti Techataveekijkul Director/ Vice Chairman of Executive Committee/Deputy Managing Director
5. Mr. Suvij Suvaruchiphorn Director/Chairman of Nominating Sub-Committee /Chairman of Remuneration Sub-Committee
6. Mr. Pravit Chattalada Independent Director/Chairman of the Audit Committee
7. Dr. Virach Aphimeteetamrong Independent Director/Audit Committee
8. Mr. Aroon Tor-ekbundit President of Solutions Integration Group
9. Mr. Veeraphan Durongsang President of Enterprise Systems Group
10. Mr. Thongchai Lumveerakul President of Office Supplies Group
11. Mrs. Nittaya Thanaviriyakul President of Accounting, Finance and Administration 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 which is Legal Consultant of Company assigned Mr. Sumath Arsirapot as the Representative of MSC Law Office to proceed the meeting.

Mr. Sumath Arsirapot, Legal consultant and 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:

According to 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.

The voting manner as 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, 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 vote, i.e. agenda items 1-5 and 7.

In a case, 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, i.e. the payment of the directors' remuneration as mentioned in agenda item 6. 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 total votes. For shareholder who authorize others as a proxy and use the ballot to vote on propose of shareholder. Such approval, disapproval and abstaining vote shall be combined in the counting vote.

With regard to the other business proposed to the meeting for its consideration at agenda item 8, the Public Limited Companies Act, Article 105 Section 2, 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.

Upon the shareholders' acknowledgement of the meeting procedure and the voting manner concerning each agenda item, Legal Consultant as 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. Sunpitt Sethpornpong, Chairman of the Board Committee, 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. 17/2012

The Chairman informed to the meeting that the Annual General Meeting of Shareholders No. 17/2012 was held on March 30, 2012 and the Meeting resolved to approve all agenda items as specified by law. The minutes of the said meeting must be submitted to the shareholders at the Annual General Meeting of Shareholders for consideration and approval which appear in the notice of the meeting's enclosure no.1.

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 proposed and seconded, the meeting resolved by majority vote as follows:

RESOLUTION: The Meeting resolved that the minutes of the Annual General Meeting of Shareholders No. 17/2012 be confirmed by 317,586,434 votes or 99.9997% of the total votes of the shareholders who attended the meeting

and had the right to vote 317,587,435 votes, disapproved by 1 vote and abstained by 1,000 votes.

Agenda 2. To consider the report of the Company's operating results for the year ending December 31, 2012 and the Company's Annual Report for 2012

The Chairman assigned Mr. Kittit Techataveekijkul to report the Company's business operations in the separate financial statements for the fiscal year ended December 31, 2012, the revenue structure and the number of old and new customers in the year 2012 to the Meeting.

Mr. Kittit Techataveekijkul, Deputy Managing Director, reported as follows:

The Summary of Statements of Comprehensive Income for the year ended as of December 31, 2012 in comparison with the year 2011 as follows:

	(In Millions of Baht)	
	2011	2012
Total revenue	5,492	5,731
Cost of goods, services and rental	4,643	4,869
Selling and administrative expenses	680	607
Interest expenses	12	10
Income tax	72	43
Net profit	85	201
Earnings per share (Baht)	0.24	0.56

	(In Millions of Baht)	
Revenue Structure	2011	2012
- By Business unit		
Enterprise Systems Group	1,977	1,630
Solutions Integration Group	1,587	1,894
Office Supplies Group	1,904	2,177
Other	24	29
- By Distribution Channel		
Sales by dealer	10%	10%
Direct sales	90%	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 2011 and 2012 derived from repeat sales of the Company's customers.

Number of Customers

- The total number of the Company's customers in the year 2011 and 2012 are 7,529 and 8,174 respectively, divided into 6,455 and 6,790 old customers and 1,074 and 1,384 new customers.

Summary of the Statement of Financial Position for the year ended as of December 31, 2012 in comparison with the year 2011 as follows:

	(In Millions of Baht)	
	2011	2012
Total assets	2,127	2,122
Total liabilities	1,054	937
Total equity	1,073	1,185

Essential Financial Ratios	2011	2012
- Profitability Ratio		
Return on assets	4.2%	9.5%
Return on equity	7.8%	17.8%
Return on sales	1.6%	3.5%

	(In Millions of Baht)	
	2011	2012
- Liquidity Ratio and Debt/Equity Ratio		
Current ratio	1.71 times	1.80 times
Debt to equity ratio	0.98 times	0.79 times
Collection period	63 days	60 days
Inventory turnover	15 days	17 days
Payment period	44 days	43 days
Cash Cycle	34 days	35 days

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

Mr.Satit Thamsuaydee, a shareholder questioned that how many big-sized of customer in the company? in which industry ? How many percentage of circulation?

Mr.Kitti Techataveekijkul, Deputy Managing Director, clarified that the amount of the Company's customer are 8,174 customers, including the customer comprised of small-sized middle-sized and big-sized but 10% of big-sized customer base was mainly in automobile industry , Financial Institution, technology, retail trading. However, the company got 80% of circulation from big-sized customer's revenue.

Mr.Pongsatorn Wanichsathien, Proxy, inquired that from the annual report, the Company obtained partial revenue from the refund which is extraordinary items that caused better operation. In this year, does the Company have any extraordinary items? If not, what measures does the company have to cope with the situation? How does the company plan to operate the business?

Mr.Kitti Techataveekijkul, Deputy Managing Director, clarified that extraordinary item originated from the expense concerning the case, that reserved provision for litigation and claim more than 90 million baht, but the company and the trading partner have compromised already. Besides, the company have one more case in extraordinary items which reverse provision for litigation and claim. For the profit measure, it is a duty of the executive to control sales target. However, this first quarter, the company expected that the number of sales are nearby last year. Furthermore, without extraordinary items, the company try to reinstate sales volume and profit as previously.

Mr.Pongsatorn Wanichsathien, Proxy, questioned that does the company have any business operation plan in foreign country? Does the company have any plan to expand business?

Mr.Kitti Techataveekijkul, Deputy Managing Director, clarified that the company already had plans to invest in foreign country but there are some limitations. However, the company had policy to do business about cloud computing because it can decrease SME business's costs. In addition, the company also had services in outsourcing. In the future, the company will officially extend the business relating to software service, outsourcing and cloud computing.

Mr.Pongsatorn Wanichsathien, Proxy, inquired that referring to the annual report, the revenue proportion to the private sector was 90%, the government sector was 10%. Does the company have plan to change proportion and have policy to extend other kind of business?

Mr.Kitti Techataveekijkul, Deputy Managing Director, clarified that the company focused on doing business with private sector, which is a direct sales, more than government sector. Nevertheless the company still run in main business.

Mr.Pongsatorn Wanichsathien, Proxy, inquired about problem in capital on business operation, including middle-term liability, long-term liability and net profit margin.

Mr.Kitti Techataveekijkul, Deputy Managing Director, clarified that the company have enough working capital because we have good supports from financial institutions, so the company did not have problem in capital. For net profit margin was approximately 3-4%

Mrs.Nittaya Tanaviriyakul, President of Accounting, Finance and Administration Group, confirmed that the company did not have problem about capital and had a few of long-term loan project, so the company can handle it.

The chairman asked the meeting to raise any questions of doubt and there were no more questions. The Chairman therefore requested that the meeting consider the report of the Company's operating results for the year ending December 31, 2012 and the Company's Annual Report for 2012.

Upon a motion duly proposed and seconded, the meeting resolved by majority vote as follows:

RESOLUTION: The Meeting resolved that the report of the Company's operating results for the year ended on December 31, 2012 and the Company's Annual Report for 2012 be approved by 317,586,434 votes or 99.9997% of the total votes of the shareholders who attended the meeting and had the right to vote 317,587,435 votes, disapproved by 1 vote and abstained by 1,000 votes.

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

The Chairman reported the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal period ended December 31, 2012 that the Board of Directors completed the Statements of Financial Position and the Statements 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 which appear in the financial statement section of the annual report has been delivered to the shareholders. The Board of Directors and the Audit Committee have approved the Statements of Financial Position and the Statements of Comprehensive Income, which were audited by the auditor of the Company, and the Board is of the opinion that the shareholders at the Annual General Meeting should approve the Statements of Financial Position and the Statements of

Comprehensive Income as of December 31, 2012 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.Satit Thamsuaydee, a shareholder inquired about financial forecasting for litigation and claim of 2 cases which referred in financial statement of the annual report, page 89. First case was 31.5 million baht, second case was 51.85 million baht. Therefore, the total amount was 83.35 million baht. It differed from appearance in the section of the Statements of Comprehensive Income of annual report, page 58, that set reserved provision for litigation and claim about 87.6 million baht, The margin was approximately 4 million baht. Could the company give details about the margin?

Mrs.Nittaya Tanaviriyakul, President of Accounting, Finance and Administration Group, clarified that the margin was an interest.

Mr.Pongsatorn Wanichsathien, Proxy, questioned that how much is the book values worth?

Mrs.Nittaya Tanawiriyakul, President of Accounting, Finance and Administration Group, clarified that separate financial statement was 3.29 baht per share and consolidated financial statement was 3.65 baht per share.

Mr.Pongsatorn Wanichsathien, Proxy, asked the auditor that does he have any questions of doubt?

Mr.Pornchai Kittipanyangam, Certified Public Accountant, answered that no doubt in any respect.

No further questions were asked. The Chairman then requested that the meeting approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal period ended December 31, 2012, details of which appear in the financial statement which has been delivered to the shareholders together with the notice of the meeting.

Upon a motion duly proposed and seconded, the meeting resolved by majority vote as follows:

RESOLUTION: The Meeting resolved that the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ended on December 31, 2012 be approved by 317,586,434 votes or 99.9997% of the total votes of the shareholders who attended the meeting and had the right to vote 317,587,435 votes, disapproved by 1 vote and abstained by 1,000 votes.

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

The Chairman reported the declaration of dividend payment for the year 2012 that according to the 2012 operation results showed that the Company gained a profit, after the deduction of corporate income tax, amounting to Baht 201,481,204 (Two Hundred One Million Four Hundred Eighty-One Thousand Two Hundred Four Baht Only), that is profit approximately of Baht 0.56 (Fifty-Six Satang) per share and the Company has no accumulated loss. Therefore, the Board of Directors had the opinion that the shareholders at the Annual General Meeting should consider approving the declaration of a dividend payment for the year 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 of the Company.

The Company has set the Record Date to entitle rightful shareholders who shall receive the dividend on March 13, 2013; to aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act B.E. 2535 by recording from share registration closing on March 14, 2013; and to pay the dividend on April 19, 2013.

Upon a motion duly proposed and seconded, the meeting resolved by majority vote as follows:

RESOLUTION: The Meeting resolved that the declaration of payment of dividends for the year 2012 at the rate of Baht 0.35 (Thirty Five Satang) per share, totaling Baht 126,000,000 (One Hundred Twenty Six Million Baht only) to the Company's shareholders or equivalent to 62.54% of the Company's net profit which is consistent with the dividend payment policy of the Company, the Company has set the Record Date to entitle rightful shareholders who shall receive the dividend on March 13, 2013; to aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act B.E. 2535 by recording from share registration closing on March 14, 2013 and to pay the dividend on April 19, 2013, be approved by 317,586,434 votes or 99.9997% of the total votes of the shareholders who attended the meeting and had the right to vote 317,587,435 votes and abstained by 1,001 votes.

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 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.

At the 2013, there are directors to be retired by rotation namely:

- | | | |
|-----|----------------------------|----------|
| (1) | Mr. Prasert Tangtrongsakdi | Director |
| (2) | Mr. Tavit Charuvajana | Director |
| (3) | Mr. Chuchart Vatanatham | Director |

The Nominating Sub-Committee considered and proposed reappointing three directors as the directors of the Company for another term but Mr. Prasert Tangtrongsakdi refused to reappoint as the directors of the Company for another term. Therefore the Board is of the opinion that the Annual General Meeting should be reappointed two directors retiring by rotation, namely Mr. Tavit Charuvajana and Mr. Chuchart Vatanatham, as the directors of the Company for another term and informed the Nominating Sub-Committee to recruit person to be appointed as directors of the Company instead of Mr. Prasert Tangtrongsakdi, the directors who retiring by rotation.

The Board is of the opinion that the qualifications of said two retiring directors 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 develop the Company and the biography of said director, a holding a position as director or management in other companies and definition of independent director appears in the enclosure of the notice of meeting no. 3.

After the Nominating Sub-Committee was informed that Mr. Prasert Tangtrongsakdi refused to reappoint as the directors of the Company for another term. The Nominating Sub-Committee considered person to replace the directors retiring by rotation and proposed the appointment of Mr. Wanarak Eckachai who is a qualified person in accordance with

the Public Limited Companies Act B.E. 2535. He possess sufficient knowledge and experience in the related business activities of the Company and can contribute to develop the Company. Biography of the said director as informed the meeting acknowledge.

The Chairman proposed that the meeting consider and appoint Mr.Wanarak Eckachai to replace the directors retiring by rotation. The Chairman then requested that the meeting vote for the appointment of each of the individual directors.

Mr.Pongsatorn Wanichsathien , Proxy, requested the nominee to introduce themselves before resolution.

Mr.Tavit Charuvajana and Mr.Wanarak Eckachai introduced themselves to the shareholders but Mr.Chuchart Vatanatham was not in the Annual General Meeting.

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

RESOLUTION: The Meeting resolved that the re-appointment of two directors retiring by rotation, namely Mr.Tavit Charuvajana and Mr.Chuchart Vatanatham, as the Company's directors for another term and the appointment of Mr.Wanarak Eckachai to replace, Mr.Prasert Tangtrongsakdi, the directors retiring by rotation by the following votes.

(1) Mr. Tavit Charuvajana

Approved	317,586,435	votes	equivalent to 99.9997%
Disapproved	-	votes	equivalent to 0.0000%
Abstained	1,000	votes	equivalent to 0.0003%

(2) Mr.Chuchart Vatanatham

Approved	317,586,435	votes	equivalent to 99.9997%
Disapproved	-	votes	equivalent to 0.0000%
Abstained	1,000	votes	equivalent to 0.0003%

(3) Mr.Wanarak Eckachai

Approved	317,586,435	votes	equivalent to 99.9997%
Disapproved	-	votes	equivalent to 0.0000%
Abstained	1,000	votes	equivalent to 0.0003%

Agenda 6. To consider the fixing of Remuneration of Directors and Audit Committee for the year 2013

The Chairman reported the fixing of Remuneration of Directors and Audit Committee for the year 2013 that the Board of Directors proposed that the shareholders consider fixing the remuneration of the Company's directors equal to the amount of remuneration for the year 2012 and remuneration of Audit Committee for the year 2013 was slightly increased more than last year, as follows:

The Remuneration of Directors

The Directors' Annual Bonus	2,400,000	Baht / year
The Directors' Meeting Fee	17,000	Baht / person / meeting

The Remuneration of the Audit Committee

For the Chairman of the Audit Committee	130,000	Baht / Quarter
For each of member of the Audit Committee	90,000	Baht / Quarter

Upon a motion duly proposed and seconded, the meeting resolved by majority vote as follows:

RESOLUTION: The Meeting resolved that the remuneration of the Company's directors and the Audit committee for the year 2013 as proposed by the Chairman be approved by 317,586,435 votes or 99.9997% of the total votes of the shareholders who attended the meeting and had the right to vote 317,587,435 votes and abstained by 1,000 votes. The Board of Directors has been assigned to consider the appropriation of such bonus to the Board of Directors accordingly.

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

The chairman requested that Mr.Pravit Chattalada, Chairman of the Audit Committee, report the appointment of the Company's Auditor for 2013 and to fix the auditor's remuneration

Mr. Pravit Chattalada, Chairman of the Audit Committee, reported the appointment of the Company's Auditor for 2013 and to fix the auditor's remuneration that the Board, by the recommendation of the Company's Audit Committee, proposed to the shareholders at the Annual General Meeting to 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 2013. And the Board proposed that the meeting consider fixing the auditors' remuneration for the year 2013 as follows: the remuneration of auditors for the annual financial statement of the Company shall be Baht 530,000 (Five Hundred and Thirty 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 2013 is Baht 1,160,000 (One Million One Hundred and Sixty Thousand Baht Only) which is added-up 2.7% from the amount of remuneration for the year 2012.

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 Dinamics Co., Ltd., HIS MSC Co., Ltd., Metrosoft 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 2013 is Baht 951,000. (Nine Hundred and Fifty One Thousand Baht Only). 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 2013.

Upon a motion duly proposed and seconded, the meeting resolved by majority vote as follows:

RESOLUTION: The Meeting 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 2013 with remuneration as follows: for the annual financial statement – the sum of Baht 530,000 (Five Hundred and Thirty 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 2013 is Baht 1,160,000 (One Million One Hundred and Sixty Thousand Baht Only). This agenda was approved by 317,586,435 votes or 99.9997% of the total votes of the shareholders who attended the meeting and had the right to vote 317,587,435 votes and abstained by 1,000 votes.

Agenda 8. Other business

The Chairman informed the meeting to propose other business.

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

The meeting ended at 11.25 hours.

Sunpitt Sethpornpong
Signed (Mr. Sunpitt Sethpornpong)
Chairman of the Meeting

Sumath Arsirapot
Signed (Mr. Sumath Arsirapot)
Secretary of the Meeting