



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
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Notice of Annual General Meeting No. 19/2014

To : Shareholders of Metro Systems Corporation Public Company Limited

- Enclosures :**
- 1. Copy of the minutes of Annual General Meeting No. 18/2013;**
 - 2. The Company's Annual Report for 2013 (CD-ROM);**
 - 3. Biographies of directors proposed for reappointment as directors of the Company;**
 - 4. Biography of Audit Committees members acting as proxies, representing the shareholders at the shareholders meeting;**
 - 5. Proxy Form B;**
 - 6. The Company's Articles of Association concerning the shareholders meeting;**
 - 7. Guidelines and practices for attending the shareholders meeting and the Granting of Proxies and**
 - 8. Map of the Meeting Location.**

Notice is hereby given that the Board of Directors of the Company has resolved to convene the Annual General Meeting No. 19/2014 at 10.00 A.M. onwards on Friday, the 28th day of March, 2014 at the 2nd Floor of G Building, No. 400, Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok. The following matters shall be transacted at the meeting:

Agenda 1. To confirm the minutes of Annual General Meeting No. 18/2013.

Facts and Reasons : The Annual General Meeting No.18/2013 was held on March 27, 2013, 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 which appear in enclosure no. 1.

Agenda 2. To consider the report on the Company's operations for the year ending December 31, 2013 and the Company's Annual Report for 2013.

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 2013 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, 2013 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, 2013.

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 the Statement of Financial Position and Statement of Comprehensive Income 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, 2013 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. 51 to 108 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, 2013 in order to comply with the Public Limited Company Act B.E. 2535.

Agenda 4. To consider the profit allocation and the declaration of a dividend payment for the year 2013.

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 2013, amounting to Baht 144,874,364 or equivalent to Baht 0.40 per share (after the deduction of corporate income tax) 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 2013 to the Company's shareholders in the amount of 360,000,000 shares at the rate of Baht 0.30 (Thirty Satang) per share, totaling Baht 108,000,000 (One Hundred and Eight Million Baht Only) or equivalent to 74.55% 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 12, 2014. 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 13, 2014. The payment of dividends will be made on April 25, 2014.

The following is a summary of the dividend payment comparing the years 2012 and 2013:

Details of dividend payment	For the year 2012	For the year 2013
1. Net profit	190,300,024	144,874,364
2. Number of shares	360,000,000	360,000,000
3. Dividend payment per share	0.35	0.30
4. Total dividend amount paid	126,000,000	108,000,000
5. Dividend payment ratio	66.21	74.55

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 2014 Annual General Meeting are:

<u>Name of Director</u>	<u>Type of Directorship proposed for reappointment</u>
(1) Mr.Kitti Techataveekijkul	Director
(2) Mr.Suvij Suvaruchiphorn	Director
(3) Mr.Pravit Chattalada	Independent Director

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.Kitti Techataveekijkul, Mr.Suvij Suvaruchiphorn and Mr.Pravit Chattalada 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.

Therefore, the Committees have considered that the Annual General Meeting should reappoint Mr.Kitti Techataveekijkul, Mr.Suvij Suvaruchiphorn, Mr.Pravit Chattalada 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 2014.

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 remuneration for the Board of Directors and the Audit Committee is determined to be paid in the same amount as year 2013 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 2014 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 2014.

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 2014 and fixing the auditors' remuneration for the year 2014 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, and/or
- (3) Mr. Apichat Boonkerd C.P.A. License No. 4963.

The Company has engaged the auditing services of Bunchikij Co., Ltd. for 19 years starting from 1995 until 2013. The auditors who examined the financial statements of the Company during the previous 13 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 to 2013 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 2014 was Baht 1,070,000. 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 660,000 (Six Hundred Sixty Thousand Baht Only) for three quarterly financial statements. Therefore, the total amount of the auditors' remuneration for the year 2014 is Baht 1,190,000 (One Million One Hundred Ninety Thousand Baht Only) which a 2.6% increase from the year 2013.

The following is a summary of the remuneration of auditors comparing the years 2010 to 2014:

<u>Year</u>	<u>Remuneration of Auditors</u>	<u>Comparison with the previous year</u>
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.
2014	1,190,000	2.6 % increase from the year 2013.

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 2014 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2014. The Audit Committee further resolved that the amount of the auditors' remuneration for the year 2014 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 12, 2014. 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 13, 2014.

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 this meeting for consideration and approval (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. 5. In addition, the Company has delivered The Company's Articles of Association concerning the shareholders meeting, Guidelines and practices for attending the shareholders meeting and the Granting of Proxies, Map of the Meeting Location as per enclosure no. 6, 7, 8 respectively.

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 A.M. on the day of the meeting.

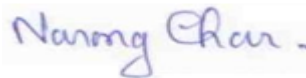
The shareholders are able to examine the details of agenda items of the Annual General Meeting and supporting documents at the Company's website: www.metrosystems.co.th.

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, or sumatars@metrosystems.co.th.

This Notice is issued on the 25 of February, 2014 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



Minutes of Annual General Meeting No. 18/2013

Date Time & Place: Held at 10.00 A.M. on March 27, 2013 at the Company's registered office, 2nd Floor of G Building, No.400 Chalermprakiat 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 Kitipathaworn, 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. Pravitt 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, Duputy 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 A.M.

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

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

Information of Directors

Name	Mr.Kitti Techataveekijkul		
Position	Director / Deputy Managing Director / Vice Chairman of Executive Committee		
Age	61 years		
Education	<ul style="list-style-type: none"> ▪ Telecommunication Department, Faculty of Engineering, King Mongkut's Institute of Technology Ladkrabang 		
Training	<ul style="list-style-type: none"> ▪ Certificate of Director Certification Program (DCP) in 2003, Thai Institute of Directors 		
Experience			
<ul style="list-style-type: none"> ▪ Listed companies 		1 listed companies	
1. Director / Deputy Managing Director / Executive Director	MetroSystems Corporation PCL.	1989-Present	
<ul style="list-style-type: none"> ▪ Others (Non listed companies) 		4 non listed companies	
1. Director	HIS MSC Co., Ltd.	1991-Present	
2. Director	Metro Professional Products Co.,Ltd.	1992-Present	
3. Director	PSP (Thailand) Co., Ltd.	1994-Present	
4. Director	Metro Connect Co., Ltd.	2009-Present	
<ul style="list-style-type: none"> ▪ Current position which competed with or related to company's business. 		None	
Meeting Attendance in 2013	12 time of total 12 time of the Executive Board Meeting and 5 time of total 5 time of the Board of Director Meeting.		
Number of Shares (Amount / %)	None		
Family relationship with directors	None		

Name	Mr.Suvij Suvaruchiphorn		
Position	Director		
Age	71 years		
Education	<ul style="list-style-type: none"> ▪ Degree of Bachelor of Law Thammasat University 		
Training	None		
Experience			
<ul style="list-style-type: none"> ▪ Listed companies 		2 listed companies	
1. Director	MetroSystems Corporation PCL.	1986-Present	
2. Chairman of the Board of Director	United Flour Mill PCL.	1988-Present	
<ul style="list-style-type: none"> ▪ Others (Non listed companies) 		4 non listed companies	
1. Vice Chairman of the Board of Director	HMC Polymers Co., Ltd.	1983-Present	
2. Managing Director	Metro Co., Ltd.	1984-Present	
3. Chairman of the Board of Director	Polymers Marketing Co., Ltd.	1988-Present	
4. Director	MDEC International (1991) Co.,Ltd.	1991-Present	
<ul style="list-style-type: none"> ▪ Current position which competed with or related to company's business. 		None	
Meeting Attendance in 2013	5 time of total 5 time of the Board of Director Meeting.		
Number of Shares (Amount / %)	Shares 450,000 / 0.13%		
Family relationship with directors	None		

Name	Mr.Pravit Chattalada		
Position	Independent Director / Chairman of Audit Committee		
Age	81 years		
Education	▪ BS.(Mathematics,Physics), Oregon State University, USA		
Training	▪ Certificate of Director Accreditation Program (DAP)in 2003, Thai Institute of Directors		
Experience			
▪ Listed companies			1 listed companies
1. Independent Director / Chairman of Audit Committee	MetroSystems Corporation PCL.		1995 – Present
▪ Others (Non listed companies)			1 non listed companies
1. Director	Association of the Thai Computer Industry (ATCI)		1995 – Present
▪ Current position which competed with or related to company's business.			N/A
Meeting Attendance in 2013	5 time of total 5 time of the Board of Director Meeting and 5 time of total 5 time of the Audit Committee Meeting.		
Number of Shares (Amount / %)	Shares 200,000 / 0.06%		
Family relationship with directors	None		

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 percent 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, Bangkaew, Bangplee,Samutprakan 10540	
Position	Independent Director / Chairman of the Audit Committee	
Age	81 Years	
Company's share in hand	0.06%	
Education	<ul style="list-style-type: none"> ■ BS.(Mathematics,Physics), Oregon State University, USA ■ Certificate of Director Accreditation Program (DAP)in 2003, Thai Institute of Directors 	
<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, Vathapra, Bangkokyai, Bangkok 10600	
Position	Independent Director / Audit Committee	
Age	70 Years	
Company's share in hand	-	
Education	<ul style="list-style-type: none"> ■ Ph.D Finance,University of Illinois, USA ■ M.B.A. Gothenburg,Sweden ■ M.A.S. University of Illinois at Urbana-Champaign (UIUC),USA ■ Bachelor's Degree in Accounting (Honor) Chulalongkorn University ■ Certificate of Director Accreditation Program (DAP), Thai Institute of Directors 	
<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.
■ August 2013 - Present	Independent Director	Thai Agro Energy PCL.

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.

**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:

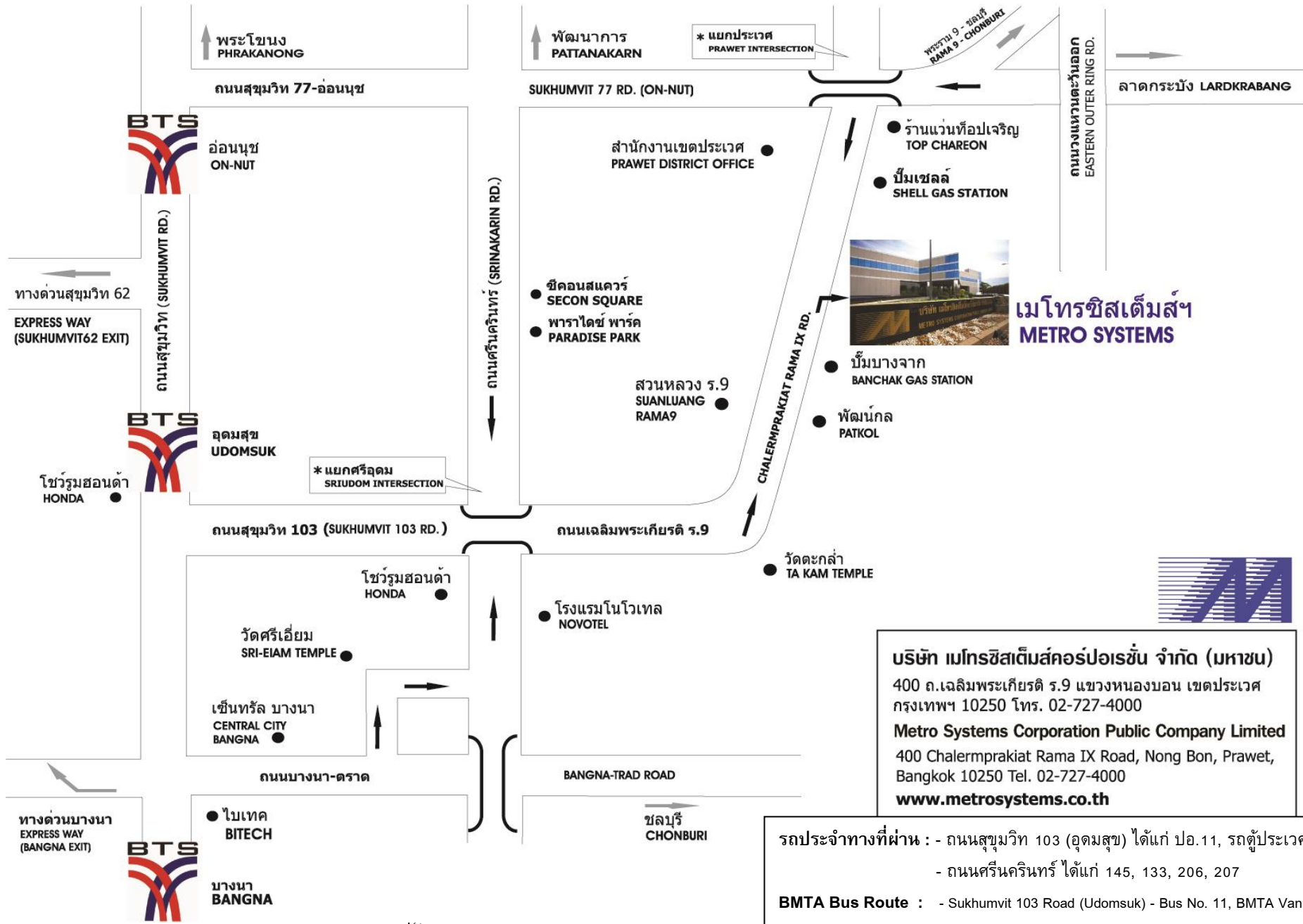
- a. A proxy which is fully completed.
- b. A copy of a current Affidavit of a juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who signs the proxy.
- c. A certified copy of the identification card of the authorized director(s)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

Registration

The registration for the attendance at the Meeting shall begin at least two hours prior to the meeting, or at 8.00 A.M. onwards.



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)
 400 ถ.เฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ
 กรุงเทพฯ 10250 โทร. 02-727-4000
Metro Systems Corporation Public Company Limited
 400 Chalermpraktiat Rama IX Road, Nong Bon, Prawet,
 Bangkok 10250 Tel. 02-727-4000
www.metrosystems.co.th

รถประจำทางที่ผ่าน : - ถนนสุขุมวิท 103 (อุตุมสุข) ได้แก่ ปอ.11, รถตู้ประเวศ-อุตุมสุข
 - ถนนศรีนครินทร์ ได้แก่ 145, 133, 206, 207
BMTA Bus Route : - Sukhumvit 103 Road (Udomsuk) - Bus No. 11, BMTA Van (Prawet-Udomsuk)
 - Srinakarin Road - Bus No. 145, 133, 206, 207