



## Minutes of Annual General Meeting No. 20/2015

**Date Time & Place:** Held on March 31, 2015, at 10.00 A.M. at the Company's registered office, 2<sup>nd</sup> Floor of G Building, No.400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

**Quorum of the Meeting:** 50 shareholders and proxies, divided into 19 shareholders holding 40,918,849 shares, equivalent to 11.3663% of total shares of the Company, and 31 proxies, who represent the shareholders, holding 277,741,523 shares, equivalent to 77.1504% of the total shares of the Company. The number of Company shares represented at the meeting were 318,660,372 shares or 88.5168% of the total 360,000,000 paid-up shares of the Company. A quorum was thereby constituted according to Article 35 of the Company's Articles of Association.

During the agenda 1, there was additional shareholder in person present at the meeting 1 person, total shareholders which present in person and by proxy at the meeting were 51, holding 318,996,872 shares, equivalent to 88.6102%.

During the agenda 3, there was additional shareholder present in person at the meeting 1 more person, total shareholders which present in person and by proxy at the meeting were 52, holding 319,608,762 shares, equivalent to 88.7802%.

During the agenda 7, there were additional shareholder in person present at the meeting 2 more person, total shareholders which present in person and by proxy at the meeting were 54. Therefore, the number of Company shares represented at the meeting were 319,670,762 shares or 88.7974% of the total shares of the Company.

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

### **Directors Attending the Meeting:**

- |                               |   |
|-------------------------------|---|
| 1. Mr. Sunpitt Sethpornpong   | Chairman  |
| 2. Mr. Narong Charuvajana     | Vice Chairman/Vice Chairman of Executive Committee/<br>Deputy Managing Director/Nominating Sub-Committee/<br>Remuneration Sub-Committee |
| 3. Mr. Tavit Charuvajana      | Director/Chief Executive Officer/Managing Director  |
| 4. Mr. Kitti Techataveekijkul | Director/Vice Chairman of Executive Committee/<br>Deputy Managing Director  |
| 5. Mr. Wanarak Eckachai       | Director/Deputy Managing Director   |
| 6. Mr. Pravitt Chattalada     | Independent Director/Chairman of the Audit Committee/<br>Nominating Sub-Committee/<br>Remuneration Sub-Committee                        |

- |  |                                      |
|--|--------------------------------------|
| 7. Dr. Virach Aphimeteetamrong           | Independent Director/Audit Committee |
| 8. Mr. Charcree-amorn Tirachulisoonthorn | Independent Director/Audit Committee |

**Directors not attending the Meeting**

- |                             |  |
|-----------------------------|--|
| 1. Mr. Suvij Suvaruchiphorn | Director/Chairman of the Nominating Sub-Committee/Chairman of the Remuneration Sub-Committee |
|-----------------------------|--|

**Executives Attending the Meeting:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Aroon Tor-ekbundit      | President of Solutions Integration Group   |
| 2. Mr. Thongchai Lumveerakul   | President of Office Supplies Group   |
| 3. Mr. Veeraphan Durongsang    | President of Enterprise Systems Group  |
| 4. 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 the Company assigned Mr. Sumath Arsirapot as the attending representative to count the quorum and voting at 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) not less than twenty-five (25) persons or not less than half of the total number of shareholders, along with aggregate number of shares was 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, agenda 3 to agenda 5 and agenda 7.

In a case, the law prescribes that the vote are not less than two-thirds (2/3) of the total votes of shareholders present at the meeting and entitled to vote, 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 the convenience in counting votes at the meeting, if there are no shareholders who disapprove 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 shareholder's acknowledgement of a quorum, the company's Articles of Association, the law that related the meeting and voting manner concerning each agenda item, Mr. Sumath Arsirapot then requested to the Chairman proposed the meeting for considering the matters as indicated in the Notice of Annual General 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 No. 19/2014**

The Chairman informed to the meeting that the Annual General Meeting No. 19/2014 was held on March 28, 2014 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 for consideration at the Annual General Meeting No.19/2014, the copies of which had been sent to the shareholders together with the notice of the Annual General Meeting as per the enclosure no.1.

The Chairman asked the meeting whether any shareholder wished to amend the minutes of the meeting.

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote suggested to the meeting about how to increase the Corporate Governance score that the Company should specify attendance status whether the directors were attending in the meeting or not, including records other person who were attending the meeting separately.

The Chairman accepted the suggestions to proceed by the responsible person and no shareholder wished to amend the said minutes. He then proposed the meeting to consider this matter.

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

**RESOLUTION:** The Meeting resolved that the minutes of the Annual General Meeting No. 19/2014 be confirmed by 318,996,872 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote in amount of 318,996,872 votes.

**Agenda 2. To acknowledge the report of the Company's operating results for the year ending December 31, 2014 and the Company's Annual Report for 2014**

The Chairman assigned Mr. Kitti Techataveekijkul, Deputy Managing Director reported the Company's business operations in the Consolidated Financial Statement for the fiscal year ended December 31, 2014 and the revenue structure to the Meeting.

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

**The Summary of Statements of Financial Position for the year ended as of December 31, 2014 in comparison with the year 2013 as follows:**

	<b>(In Millions of Baht)</b>	
	<b>2013</b>	<b>2014</b>
Total revenue	6,784	7,076
Gross profit	948	972
Selling and administrative expenses	724	760
Interest expenses	18	29
Profit before tax	247	218
corporate income tax	41	49
Net profit	204	176
Earnings per share (Baht)	0.57	0.49
<b>Essential Financial Ratios</b>	<b>2013</b>	<b>2014</b>
Return on assets	7.7%	5.9%
Return on equity	15.0%	12.3%
Return on sales	3.0%	2.5%

	<b>(In Millions of Baht)</b>	
<b>Revenue Structure</b>	<b>2013</b>	<b>2014</b>
- By Business unit		
Enterprise Systems Group	2,532	2,712
Solutions Integration Group	2,019	2,154
Office Supplies Group	2,184	2,170
Other	37	38
<b>The revenue ratio</b>	<b>2013</b>	<b>2014</b>
- By Distribution Channel		
Sales by dealer	14%	13%
Direct sales	86%	87%
- By Customer		
Old Customer	96%	95%
New Customer	4%	5%
- By area		
Bangkok Metropolis	83%	82%
Provincial	17%	18%

The Chairman provided opportunity for shareholders to inquire and comment about the above Company's operating results.

Ms.Siriporn Kattapong, the proxy from Thai Investors Association admired that Annual General Meeting in 2014, there were some questions from the representative of Thai Investors Association involving Collective Action Coalition against corruption project of Thai Institute of Directors (IOD). In this year before started the meeting, Mr.Sumath Arsirapot who is a legal consultant of the Company gave the information that the Company already declared the Anti-Corruption policy and will proceed in the next step which appreciated to know that the company has already proceeded this policy.

Furthermore, Ms.Siriporn Kattapong has considered about the Revenue Ratio of the Company's operating results that the new customer was 5 percent. So does the Company have any plan to expand the customer base to cover in provincial area in 2015?

Mr. Kitti Techataveekijkul clarified about main business of the company that the Company has the main customer of sales and services part in Bangkok and the Company has small number of customers in provincial area which run the business by dealers which base in each area. For the proxy's question about plan to expand the market, the company is looking for the business partner which base in provincial area to be able to cover the area increasingly.

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote suggested that the Responsibilities Concerning the Company's Financial Reports, which the Chairman

or involving person signed, should be put the date on it. Likewise, as specified in Auditing Committees Report, the Company have to hold the Audit Committees meeting and then hold the Board of Director Meeting a few moment later due to Article 82 of Public Limited Companies Act B.E. 2535 prescribes to submit the documents 7 days prior to the meeting of the Audit Committees for its consideration but the Company managed it together on February 24, 2014.

Futhermore, Mr. Thammanoon Julamaneechote requested that the Company should give priority to the Corporate Governance since The Anti-Corruption is the important issue which should emphasize to it.

Mr. Thammanoon Julamaneechote inquired about the Company's operating results over 5 years past. The Company had an increased revenue every year until the present but the Company still had the increased expenses continuously which impacted to the net profit. About the Employee Compensation, the expense was lower than the previous year amounting to Baht 5,000,000 approximately but the Company had more Selling and Administrative expenses. Hence, the Directors and Executives should realize these issues because the shareholders have always monitored and evaluated the Company from these results.

The Chairman accepted the opinions and suggestions for improvement and asked the meeting to acknowledge the company's operating results.

**RESOLUTION:** The Meeting acknowledged the report of the Company's operating results for the year ended on December 31, 2014 and the Company's Annual Report for 2014

**Agenda 3. To consider the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2014.**

The Chairman reported the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal period ended December 31, 2014 that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2014 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. It appears in the Statements of Financial Position and the Statements of Comprehensive of the Annual Report page 61-111 which has been delivered to the shareholders together with Notice of Annual General Meeting as per enclosure No.2. The Board of Directors and the Audit Committees 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, 2014 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. No further questions were asked.

The Chairman then requested the meeting to approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal period ended December 31, 2014.

Upon a motion duly proposed and seconded, the meeting resolved by unanimity 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, 2014 be approved by 319,608,762 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 319,608,762 votes.

**Agenda 4. To approve the profit allocation and the declaration of a dividend payment for 2014.**

The Chairman reported the declaration of dividend payment for the year 2014 that according to the 2014 operation results showed that the Company gained a profit, after the deduction of corporate income tax, amounting to Baht 136,363,076 (One Hundred Thirty Six Million, Three Hundred Sixty Three Thousand, Seventy Six Baht Only), earning 0.38 (Thirty Eight 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 2014 to the Company's shareholders amounting to 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 79.20 percent of the Company's net profit which is consistent with the dividend payment policy of the Company.

The record date for determination of which shareholders are entitled to obtain dividends is fixed on March 12, 2015. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the Share Register Book on March 13, 2015. The payment of dividends will be made on April 29, 2015.

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

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote, remarked about the dividend payment calculation from the net profit whether it equal to 79.20 and gave additional comments that major shareholders have the benefits more than minor shareholders in dividend payment. So that the Company should pay dividend payment to shareholders faster than the set date when the agenda passed the resolution of approval, it was no need to take many days to distribute the dividend payment because it is all the shareholder's asset. If Company is able to manage, it will show efficiency of the Company's management to the

shareholders vision. Moreover, the enquiry from Thailand Securities Depository Company Limited (TSD) found that it does not have problems if the Company divide the dividend payment in the next day after finished the Annual General Meeting. So as the shareholder, the Company will be evaluated in every steps for monitoring how the Company manages the business.

The Chairman accepted the suggestions to consider together with review the remarks accordingly and asked the meeting to raise any questions of doubt. No further questions were asked.

The Chairman then proposed the meeting to approve the profit allocation and the declaration of a dividend payment for 2014.

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

**RESOLUTION:** The Meeting resolved that , the declaration of payment of dividends for the year 2014 at the rate of Baht 0.30 (Thirty Satang) per share, totaling Baht 108,000,000 (One Hundred and Eight Million Baht only) to the Company's shareholders or equivalent to 79.20 percent of the Company's net profit which is consistent with the dividend payment policy of the Company, 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, 2015. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the Share Register Book on March 13, 2015. The payment of dividends will be made on April 29, 2015, be approved by 319,608,762 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 319,608,762 votes.

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

The Chairman reported the election 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-elected for another term.



At the 2015, there are directors to be retired by rotation namely:

- |     |                             |                      |
|-----|-----------------------------|----------------------|
| (1) | Mr. Sunpitt Sethpornpong    | Chairman             |
| (2) | Mr. Narong Charuvajana      | Vice Chairman        |
| (3) | Dr. Virach Aphimeteetamrong | Independent Director |

The Nominating Sub-Committee considered and proposed re-elected three directors as the directors of the Company for another term. The Board is of the opinion that the qualifications of the said three retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535. They possess sufficient knowledge and experience in the related business activities of the Company and can contribute to developing the Company. The Company has enclosed the biographies of the said directors, their shareholdings in the Company, their acting in positions of director or executive in other businesses and the definition of the independent director together with Notice of Annual General Meeting as per enclosure No.3.

The Chairman requested the nominee to appear themselves before resolution

Mr. Sunpitt Sethpornpong and Mr. Narong Charuvajana and Dr. Virach Aphimeteetamrong appeared themselves to the shareholders

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote, commented that the directors who retired by rotation should go out of the meeting in this agenda and other director should represent as the Chairman in accordance with the Corporate Governance Principle. However, if it is necessary, it depends on the Chairman discretion.

Ms. Siriporn Kattapong, the proxy from Thai Investors Association, commented that the independent director who retired by rotation is not supposed to take a position over 3 times continually but this time, the independent director has taken this position for many years. So it is the reason why to disapprove but approve to 2 other directors who have been nominated.

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote, suggested to show the total votes of the shareholders who attended the meeting and had the right to vote in accordance with the Corporate Governance Principle and Article 85 of Public Limited Companies Act B.E.2535 which indicate in transparent of the good governance principle.

The Chairman accepted the comments and suggestions together with asked the meeting to raise any questions of doubt. No further questions were asked.

The Chairman then proposed the meeting to vote individual director.

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

**RESOLUTION:** The Meeting resolved to re-elect three directors who retired by rotation, namely Mr. Sunpitt Sethpornpong, Chairman, Mr. Narong Charuvajana, Vice Chairman and Dr. Virach Aphimeteetamrong, Independent Director as the Company's directors for another term by the following votes.

**(1) Mr. Sunpitt Sethpornpong Chairman**  
 Approved 318,608,762 votes equivalent to 99.6871%  
 Disapproved 0 votes equivalent to 0  
 Abstained 1,000,000 votes equivalent to 0.3129%  
 Mr. Sunpitt Sethpornpong, an interest person, abstained his vote for 1,000,000 votes.

**(2) Mr. Narong Charuvajana Vice Chairman**  
 Approved 302,897,431 votes equivalent to 94.7713%  
 Disapproved 0 votes equivalent to 0  
 Abstained 16,711,331 votes equivalent to 5.2287%  
 Mr. Narong Charuvajana, an interest person, abstained his vote for 16,711,331 votes.

**(3) Dr. Virach Aphimeteetamrong Independent Director**  
 Approved 319,607,762 votes equivalent to 99.9997%  
 Disapproved 1,000 votes equivalent to 0.0003%  
 Abstained 0 votes equivalent to 0

**Agenda 6. To specify fixing the remuneration of the Board of directors and the Audit Committee for 2015.**

The Chairman reported the fixing of Remuneration of Directors and Audit Committee for the year 2015 that the Board of Directors proposed that the shareholders consider fixing the remuneration of the Directors for the year 2015 and the Audit Committee equal to the amount of remuneration for the year 2014 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

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote, commented to determine the remuneration of the Board of directors that Thai Institute of Directors has specified the details about listed companies in The Stock Exchange of Thailand. So the

Remuneration of the Board of directors should be applied in accordance with the rule which specified that the person who takes the position of chairman should receive the remuneration higher than the person who takes the position of directors at the rate of 25 percent. And in accordance with Corporate Governance Principle, the Company should have the Rules for determine the remuneration which is helpful information for the shareholders.

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked.

The Chairman then proposed the meeting to specify fixing the remuneration of the Board of directors and the Audit Committee for 2015.

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

**RESOLUTION:** The Meeting resolved that the remuneration of the Company's directors and the Audit committee for the year 2015 as proposed by the Chairman be approved by 286,160,083 votes or equivalent to 89.5345% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 319,608,762 votes. However, Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana, Mr. Tavit Charuvajana and Mr. Suvij Suvaruchiphorn, interest person, abstained their 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 2015 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 2015 and to fix the auditor's remuneration

Mr. Pravit Chattalada, Chairman of the Audit Committee, reported the appointment of the Company's Auditor for 2015 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 2015. And the Board proposed that the meeting consider fixing the auditors' remuneration for the year 2015 as follows: the remuneration of auditors for the annual financial statement of the Company shall be Baht 570,000 (Five Hundred and Seventy Thousand Baht Only) and for the financial statement for three quarters shall be Baht 690,000 (Six Hundred and Ninety Thousand Baht Only). Therefore, the total amount of the auditors' remuneration for the year 2015 is Baht

1,260,000 (One Million, Two Hundred and Sixty Thousand Baht Only) which is added-up 5.9 % from the amount of remuneration for the year 2014 that was appropriate rate.

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 affiliates. The auditor's remuneration from the said companies for the year 2015 is total Baht 1,150,000 (One Million and One Hundred Fifty 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 asked the meeting to raise any questions of doubt.

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote, suggested that the Audit committees should report the reason why the auditor's remuneration has increased every year because the Company has the higher rate of expenses ratio, so the Company should have reduced the cost by this way through collect the information to compare the remuneration between the Company and others in order to negotiate. This will be beneficial to the Company.

The Chairman accepted the suggestions to consider and asked the meeting to raise any questions of doubt.

No further questions were asked The Chairman then proposed the meeting to consider the appointment of the Company's Auditor for 2015 and to fix the auditor's remuneration.

Upon a motion duly proposed and seconded, the meeting resolved by unanimity 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 2015 with remuneration as follows: for the annual financial statement – the sum of Baht 570,000 (Five Hundred and Seventy Thousand Baht Only), and for the financial statement for three quarters – the sum of Baht 690,000 (Six Hundred and Ninety Thousand Baht Only). Therefore, the total amount of the auditors' remuneration for the year 2015 is Baht 1,260,000 (One Million, Two Hundred and Sixty Thousand Baht Only). This agenda was approved by 319,670,762 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 319,670,762 votes.

**Agenda 8. Other business**

The Chairman informed the meeting how to propose other business for approval in the agenda 8. According to Article 105 Section 2 of Public Limited Companies Act B.E.2535 which prescribes that the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

There was no other business proposed by the shareholders. The Chairman then asked the meeting to raise any questions of doubt, make comments or give any suggestions.

Mr. Thammanoon Julamaneechote, the proxy of Cheunjit Julamaneechote, suggested to the meeting as follows;

First, the Notice of Annual General Meeting should be indicated obviously that Corporate Board Meeting No.2/2015 which held on February 24, 2015 has the resolution to call for Annual General Meeting....” Including signed by the Chairman and the information contact of Corporate Secretary should be specified according to the Notice of Annual General Meeting principle.

Second, the agenda 1 should be the agenda for informed by the Chairman to the meeting about business of the Company. Due to some shareholders do not attend all the moment in the meeting but they would like to know the trend business in the future of the Company which is helpful information to make a decision to trading.

Third, the Company Should be prepared Public Relations to give information about the Company’s business to the shareholder who attend the meeting which will make the best advantages to the shareholders.

Forth, there are not much liquidity for stock trading. Therefore, if the Company reduced par value from 1 Baht per share to 25 Satang per share, it would lead more liquidity.

The Chairman accepted the said comments and suggestions.

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

The meeting ended at 10.50 A.M.

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

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