



Notice of Annual General Meeting No. 21/2016
Metro Systems Corporation Public Company Limited
March 31, 2016 at 10.00 A.M.

At the 2nd Floor of G Tower,
No. 400, Chalermprakit Rama IX Road,
Nong Bon, Prawet, Bangkok.



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

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

SCO 012/2016

February 29, 2016

- Subject :** Notice of Annual General Meeting No. 21/2016
- To :** Shareholders of Metro Systems Corporation Public Company Limited
- Enclosures :**
1. Copy of the minutes of Annual General Meeting No. 20/2015;
 2. The Company's Annual Report for 2015 (CD-ROM);
 3. Biography of directors proposed for election 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. Biography of the Auditors
 7. The Company's Articles of Association concerning the shareholders meeting;
 8. Guidelines and practices for attending the shareholders meeting and the Granting of Proxies and
 9. Map of the Meeting Location.
 10. Criteria of forwarding the question

Notice is hereby given that the Board of Directors of the Company has resolved to convene the Annual General Meeting No. 21/2016 at 10.00 a.m. on Thursday, the 31st day of March, 2016 at the 2nd Floor of G Building, No. 400, Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok. The agenda shall be transacted at the meeting as follows:

Agenda 1. To confirm the Minutes of the Annual General Meeting No. 20/2015.

Facts and Reasons : The Annual General Meeting No.20/2015 was held on March 31, 2015, 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 was accurate completely. Should be proposed to the Annual General Meeting for confirmation which appear in enclosure no. 1.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

Agenda 2. To acknowledge the Company's Operating Results for the year ending December 31, 2015 and the Annual Report for 2015.

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 2015 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, 2015 is accurate and should be proposed to the Annual General Meeting for acknowledge the said reports, the details appear in enclosure no. 2.

Voting : This agenda is for acknowledgement, no counting on vote.

Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2015.

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 in 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, 2015 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. 67 to 125 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, 2015 in order to comply with the Public Limited Company Act B.E. 2535.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

Agenda 4. To approve the profit allocation and the declaration of dividend payment for the year 2015.

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 case that the 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 for a reserve fund, then deduct with accumulated loss (if any) 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 by paying at the rate of not less than 50% of its net profit after tax, 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 2015, amounting to THB148,301,390 or equivalent to THB 0.41 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 2015 to the Company's shareholders in the amount of 360,000,000 shares at the rate of THB 0.30 per share, totaling THB 108,000,000 or equivalent to 72.82% 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 10, 2016. 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 11, 2016. The payment of dividends will be made on April 28, 2016.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

The following is a summary of the dividend payment comparing the years 2014 and 2015:

Details of dividend payment	For the year 2014	For the year 2015
1. Net profit	136,363,076 THB	148,301,390 THB
2. Number of shares	360,000,000 THB	360,000,000 THB
3. Dividend payment per share	0.30 Shares	0.30 Shares
4. Total dividend amount paid	108,000,000 THB	108,000,000 THB
5. Dividend payment ratio	79.20 %	72.82 %

Agenda 5. To consider the election 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-elected.

The directors who will retire by rotation at this 2016 Annual General Meeting are:

<u>Name of Director</u>	<u>Type of Directorship proposed for reappointment</u>
(1) Mr.Tavit Charuvajana	Director
(2) Mr. Wanarak Eakachai	Director
(3) Mr. Charcree-Amorn Tirachulisoonthorn	Independent Director

Nevertheless, Mr. Charcree-Amorn Tirachulisoonthorn takes a position instead of Mr. Chuchart Watanatham, a director who resigned. Therefore, the term to holding this position of Mr. Charcree-Amorn Tirachulisoonthorn will remain to the term of the previous retired 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 and Remuneration Sub-Committee.

Board's Opinion : The Board has considered and fully accepted the opinion of the Nominating and Remuneration Sub-Committee. The Board also holds the opinion that the qualification of Mr. Tavit Charuvajana, Mr. Wanarak Eakachai and Mr. Charcree-AmornTirachulisoonthorn 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. For Mr.Charcree-Amorn Tirachulisoonthorn who has been elected to another term, is qualified independent directors in accordance to the definition of the independent directors.

Therefore, the Committees have considered that the Annual General Meeting should elect Mr.Tavit Charuvajana, Mr. Wanarak Eakachai and Mr. Charcree-Amorn Tirachulisoonthorn 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 in enclosure no. 3.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

Agenda 6. To consider fixing the remuneration of Directors and the Audit Committee for the year 2016.

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 Nominating and Remuneration 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, the Audit Committee, the Executive Committee and the other Committees is determined to be paid as follows:

Remuneration of Directors

The Annual Bonus of Board of Directors	not over than 2,400,000 THB/year
Directors Meeting	amounting to 20,000 THB/person/meeting

Remuneration of the Audit Committee

For the Chairman	amounting to 130,000 THB/quarter
For each member	amounting to 90,000 THB/quarter

Remuneration of the Executive Committee

For the Chairman	amounting to 12,000 THB/person/meeting
For each member	amounting to 12,000 THB/person/meeting

However, the Directors who take the position of Executive Director are unable to get the Board of Directors meeting fee.

Remuneration of the other committees

Committee/Sub-Committee	Chairman (person/meeting)	each member (person/meeting)
Corporate Social Responsibility Committee	15,000 THB	10,000 THB
Corporate Governance Sub-Committee	15,000 THB	10,000 THB
Risk Management Sub-Committee	15,000 THB	10,000 THB
Nominating and Remuneration Sub-committee	15,000 THB	10,000 THB

The annual bonus of Board of Directors and the remuneration of the Audit Committee are similar to the previous year, nevertheless, the remuneration of director's meeting increase from the year 2015 including to specify the remuneration of the Executive Committee and the other Committees accordingly.

Board's Opinion : The Board is of the opinion that the Annual General Meeting should approve the remuneration of the directors, the Audit Committee, the

Executive Committee including the other Committee and sub-committee for the year 2016 as proposed by the Board's Nominating and Remuneration Sub-Committee.

Voting : This agenda will be approved by counting the vote not less than two-third (2/3) of all shareholder who attend the meeting and vote.

Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for the fiscal year 2016.

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 KPMG Phoomchai Audit Limited as the auditors of the Company for the year 2016 and fixing the auditor remuneration for the year 2016 as follows:

Names of auditors proposed for appointment are as follows:

- | | | | |
|-----|---------------|--------------------|---------------------------------|
| (1) | Mr. Veerachai | Ratanajaratkul, | C.P.A. License No. 4323, and/or |
| (2) | Ms. Marisa | Tharathornbunpakul | C.P.A. License No. 5752, and/or |
| (3) | Ms. Patamavan | Vadhanakul | C.P.A. License No. 9832 |

Auditors' Remuneration

The remuneration of the Company's auditors for the annual financial statement of the Company shall be THB 750,000 and THB 990,000 for three quarterly financial statements. Therefore, the total amount of the auditor's remuneration for the year 2016 is THB 1,740,000 which a 38.1% increase from the year 2015.

The following is a summary of the remuneration of auditors comparing the years 2012 to 2016:

<u>Year</u>	<u>Remuneration of Auditors (THB)</u>	<u>Comparison with the previous year</u>
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.
2015	1,260,000	5.9 % increase from the year 2014
2016	1,740,000	38.1% increase from the year 2015

The auditors of KPMG Phoomchai Audit Limited 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 total remuneration of the auditors from the said companies for the year 2016 was THB 1,510,000. The auditors of KPMG Phoomchai Audit Limited have no relationship or interest in the Company, its subsidiaries, executives, major shareholders or connected persons as biography of the auditors in enclosure no. 6.

Audit Committee's Opinion : The Audit Committee has approved and propose the names of the said auditors to the Company's Board of Directors in the 2016 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2016. The Audit Committee further resolved that the amount of the auditors' remuneration for the year 2016 is appropriate and should be proposed to the Annual General Meeting for approval accordingly.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

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 10, 2016. 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 11, 2016.

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 or Mr. Charcree-Amorn Tirachulisoonthorn, 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 in enclosure no. 7, 8, 9.

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.

Therefore, to reserve the right of shareholder and to obtain the highest benefits, the shareholders shall forward any question to the Company prior to the meeting date in accordance with the criteria of forwarding the question in enclosure no. 10. In case that the shareholders wish to ask the additional information regarding the agenda items should please contact Ms. Sumateta Jitsiripol or Mr. Sumath Arsirapot or Ms. Pitsinee Wongpramote, telephone number 0-2727-4115, 0-2727-4349, 0-2727-4213 or by e-mail: ir@metrosystems.co.th, or sumatars@metrosystems.co.th, or pitsiwon@metrosystems.co.th respectively.

This Notice is issued at the Company's office, Bangkok Metropolis, Thailand.

Yours sincerely,

Sunpitt Sethpornpong

Mr.Sunpitt Sethpornpong
Chairman



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชัน จำกัด (มหาชน)
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 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok 10250 Tel: 0-2727-4000, 0-2726-2828 Fax: 0-2726-2630

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, 2nd 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/
Deputy Managing Director/Nominating Sub-Committee/
Remuneration Sub-Committee |
| 3. Mr. Tavit Charuvajana | Director/Chief Executive Officer/Managing Director |
| 4. Mr. Kitti Techataveekijkul | Director/Vice Chairman of Executive Committee/
Deputy Managing Director |
| 5. Mr. Wanarak Eckachai | Director/Deputy Managing Director |
| 6. Mr. Pravitt Chattalada | Independent Director/Chairman of the Audit Committee/
Nominating Sub-Committee/
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:

	(In Millions of Baht)	
	2013	2014
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
Essential Financial Ratios	2013	2014
Return on assets	7.7%	5.9%
Return on equity	15.0%	12.3%
Return on sales	3.0%	2.5%

	(In Millions of Baht)	
Revenue Structure	2013	2014
- 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
The revenue ratio	2013	2014
- 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 Dinamics 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

Biography of directors proposed for election as directors of the Company

Name	Mr. Tavit Charuvajana	
Position	Director/ Managing Director/ Chairman of Executive Committee	
Age	66 years	
Education	<ul style="list-style-type: none"> ▪ Honorary Master of Science, Information Technology Field, Chandrakasem Rajabhat University ▪ Executive Development Program, Commerce and Accounting Faculty, Thammasat University ▪ Ausorn Business College 	
Training	None	
Experience		
▪ Listed companies	1 listed company	
1. Director	Metro Systems Corporation PCL.	1986 – Present
▪ Others (Non listed companies)	4 non listed companies	
1. Director	HIS MSC Co., Ltd	1991 - Present
2. Director	Metro Connect Co., Ltd.	2009 - Present
3. Director	Metro InfoTech Co., Ltd.	2010 - Present
4. Director	Metro Info Dynamics Co., Ltd.	2012 - Present
▪ Current position which competed with or related to company's business.	None	
Meeting Attendance in 2015	5 time of total 5 time of the Board of Director Meeting. 12 times of total 12 times of the Executive Meeting.	
Number of Shares (Amount / %)	Shares 15,287,348 / 7.02%	
Family relationship with directors	Mr. Narong Charuvajana's older brother	

Name	Mr. Wanarak Eakachai	
Position	Director /Deputy Managing Director/ President of Human Resource Group	
Age	59 years	
Education	<ul style="list-style-type: none"> ▪ BA (Political Science), University of Wisconsin, USA ▪ Master of Philosophy, University of Wisconsin, USA 	
Training	None	
Experience		
▪ Listed companies	1 listed companies	
Director/Vice Chairman	Metro Systems Corporation PCL.	2014-Present
▪ Others (Non listed companies)	None	
▪ Current position which competed with or related to company's business.	None	
Meeting Attendance in 2015	11 time of total 12 time of the Executive Board Meeting. 5 time of total 5 time of the Board of Director Meeting.	
Number of Shares (Amount / %)	None	
Family relationship with directors	None	

Name	Mr. Charcree-Amorn Tirachulisoonthorn		
Position	Independent Director/ Audit Committee		
Age	47 years		
Education	<ul style="list-style-type: none"> ▪ MBA (Investment), Drexel University, Philadelphia, Pennsylvania, USA ▪ Bachelor of Law (LL.B.), Thammasat University, Bangkok, Thailand 		
Training	<ul style="list-style-type: none"> ▪ Certificate of Director Accreditation Program (DAP), Thai Institute of Directors 		
Experience			
▪ Listed companies	2 listed companies		
1. Independent Director/Audit Committee	Metro Systems Corporation PCL.	2014 – Present	
2. Independent Director	Sino-Thai Resources Development PCL.	2010 - 2012	
▪ Others (Non listed companies)	3 non listed companies		
1. Chief Executive Director	Tan Power Co., Ltd.	2013 - Present	
2. Chief Executive Director	Prime Street Advisory Co., Ltd.	2013 - Present	
3. Managing Partner	Aquarius Capital Co., Ltd	2007 - Present	
▪ Current position which competed with or related to company's businesses	None		
Meeting Attendance in 2015	5 times of total 5 times of the Audit Committee Meeting. 5 times of total 5 times of the Board of Director Meeting.		
Number of Shares (Amount / %)	None		
Family relationship with directors	None		

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Definition of Independent Director

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

1) holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;

2) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;

3) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;

4) not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with the Office.

5) neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

6) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

7) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;

8) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

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

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

Name	Mr.Pravit Chattalada	
Address	49 Moo 16 Srinakarin Road, Bangkaew, Bangplee,Samutprakan 10540	
Position	Independent Director / Chairman of the Audit Committee	
Age	83 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	72 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 ▪ Certificate of Anti-Corruption for Executive Program (ACEP) , Thai Institute of Directors, 2012 ▪ Certificate of Corporate Governance for Capital Market Intermediaries (CGI), Thai Institute of Directors, 2015 	
<u>Experience</u>		
▪ 1995 – Present	Independent Director / Audit Committee Member	Metro Systems Corporation PCL.
▪ 1988 - Present	Chairman	Dr. Virach and Associates Co.,Ltd.
▪ 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	Intouch Holdings PCL.
▪ 2013 - Present	Independent Director	Thai Agro Energy PCL.
▪ 2015 – Present	Independent Director / Chairman of the Audit Committee	Asia Group Holding PCL.

Name	Mr. Charcree-Amorn Tirachulisoonthorn	
Address	181/183 Nuan Chan 32 Road. Nuan Chan, Bangkok 10230	
Position	Independent Director / Audit Committee	
Age	47 years	
Company's share in hand	No	
Education	<ul style="list-style-type: none"> ▪ MBA (Investment), Drexel University, Philadelphia, Pennsylvania, USA ▪ Bachelor of Law (LL.B.), Thammasat University, Bangkok, Thailand ▪ Certificate of Director Accreditation Program (DAP), Thai Institute of Directors 	
<u>Experience</u>		
▪ 2014 – Present	Independent Director/Audit Committee	Metro Systems Corporation PCL.
▪ 2010 - 2012	Independent Director	Sino-Thai Resources Development PCL.
▪ 2013 – Present	Chief Executive Director	Tan Power Company Limited
▪ 2013 - Present	Chief Executive Director	Prime Street Advisory Co., Ltd
▪ 2007 - Present	Managing Partner	Aquarius Capital Co., Ltd

Biography of the Auditors

Name	Mr. Veerachai Ratanajaratkul
Age	50 years old
Position	Partner
CPA. Number	4323
Education Background	<ul style="list-style-type: none"> ▪ Master of Accounting, Chulalongkorn University ▪ Certified Public Accounting, Federation of Accounting Professions of Thailand ▪ SEC Authorized Auditor
Work Experience	KPMG Phoomchai Audit Ltd., 1989 – Present.

Name	Ms. Marisa Tharathornbunpakul
Age	43 years old
Position	Partner
CPA. Number	5752
Education Background	<ul style="list-style-type: none"> ▪ Master of Executive MBA, Thammasat University ▪ Certified Public Accounting, Federation of Accounting Professions of Thailand ▪ SEC Authorized Auditor
Work Experience	KPMG Phoomchai Audit Ltd., 1995 – Present.

Name	Ms. Patamavan Vadhanakul
Age	45 years old
Position	Partner
CPA. Number	9832
Education Background	<ul style="list-style-type: none"> ▪ Master of Science in Risk Management, University of Southampton, United Kingdom ▪ Master degree of Business Administration, Thammasat University ▪ Certified Public Accounting, Federation of Accounting Professions of Thailand ▪ SEC Authorized Auditor
Work Experience	KPMG Phoomchai Audit Ltd., 1993 – Present.

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:

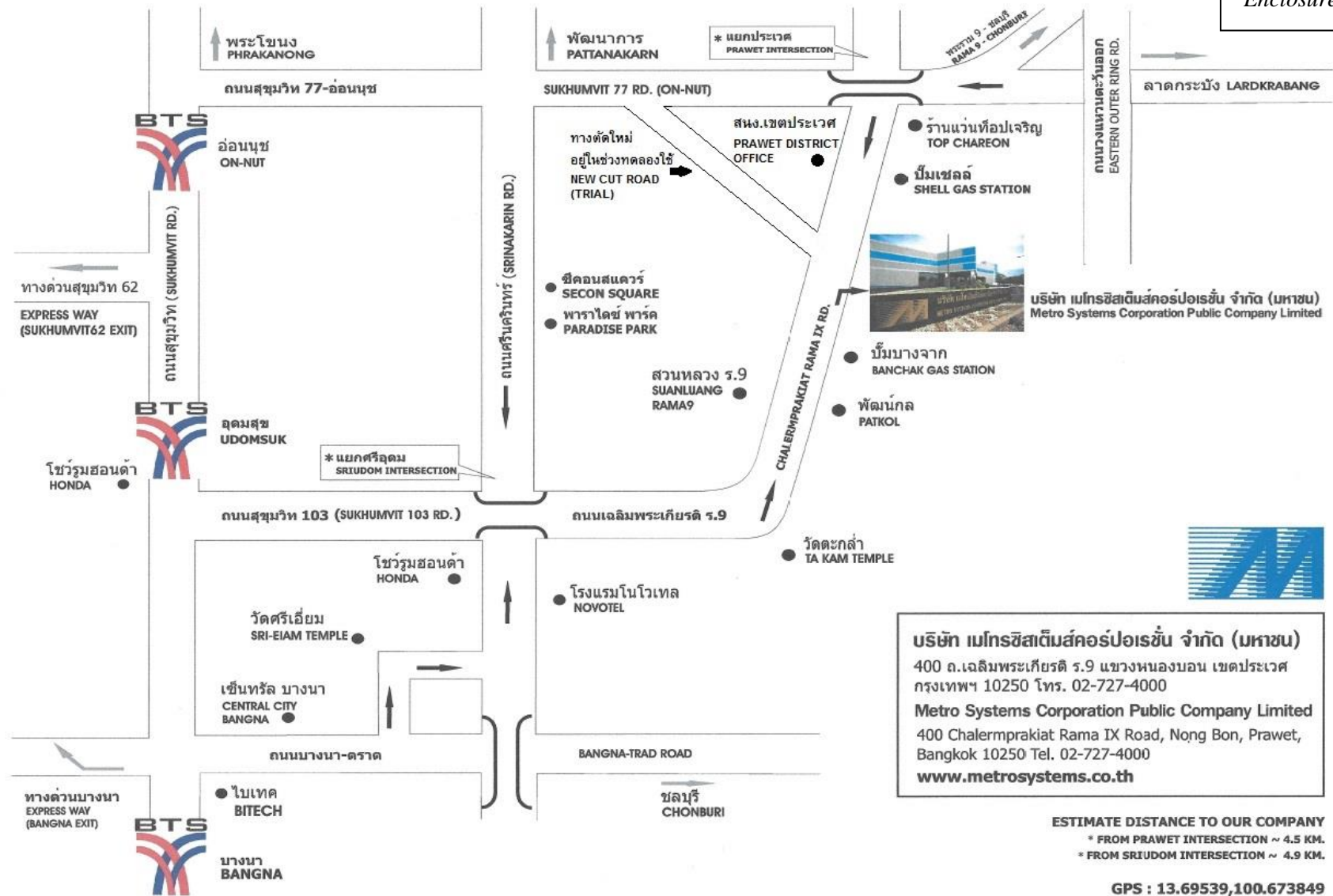
- a. A proxy which is fully completed.
- b. A copy of a current Affidavit of a juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who signs the proxy.
- c. A certified copy of the identification card of the authorized director(s)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



รถประจำทางที่ผ่าน : - ถนนสุขุมวิท 103 (อุตมสุข) ได้แก่ ปอ.11, รถตู้ประเวศ-อุตมสุข
 - 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

**Criteria of forwarding the question
Annual General Meeting 2016
March 31, 2016**

The Company respects the rights of shareholders and treats all shareholders equally in accordance with the Principles of Corporate Governance. Therefore, the Company give an opportunity to the shareholders who wish to forward the questions regarding to the Annual General Meeting 2016 through the following channels.

1. Email Address : ir@metrosystems.co.th
2. Fax Number : 0-2727-4334
3. Post To : Corporate Secretary,
Metro Systems Corporation Public Company Limited.
400 Chalermprakiat Rama IX Road
Nong Bon, Prawet, Bangkok 10250

Nevertheless, the shareholder who shall forward the question in advance, please inform the following information to the Company as follows;

1. Name - Surname
2. The Number of held shares
3. Phone Number
4. Any Questions regarding to the Annual General Meeting