



## Minutes of Annual General Meeting No. 21/2016

**Date Time & Place:** Held on March 31, 2016, at 10.00 A.M. at the Company's principle 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 23 shareholders holding 41,620,739 shares, equivalent to 11.5613% of total shares of the Company, and 27 proxies, who represent the shareholders, holding 279,472,823 shares, equivalent to 77.6313% of the total shares of the Company. The number of Company shares represented at the meeting were 321,093,562 shares or 89.1927% 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.

**Preliminary Proceedings:** Miss Supaporn Kitipathaworn, Public Relations Manager, introduced the members of the Board of Directors, the Committees 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/ Vice Chairman of Nominating and Remuneration Sub-Committee/ Deputy Managing Director   |
| 3. Mr. Tavit Charuvajana                | Director/Chief Executive Officer/Managing Director  |
| 4. Mr. Kitti Techataveekijkul           | Director / Vice Chairman of Executive Committee/ Corporate Social Responsibility Committee/ Corporate Governance Sub-Committee/ Risk Management Sub-Committee/ Deputy Managing Director |
| 5. Mr. Wanarak Eakachai                 | Director/Corporate Social Responsibility Committee/ Corporate Governance Sub-Committee/ Risk Management Sub-Committee/ Deputy Managing Director   |
| 6. Mr. Pravit Chattalada                | Independent Director/Chairman of the Audit Committee/Chairman of Corporate Social Responsibility Committee/ Nominating and Remuneration Sub-Committee                                   |
| 7. Dr. Virach Aphimeteeamrong           | Independent Director/Audit Committee/ Chairman of Corporate Governance Sub-Committee  |
| 8. Mr. Charcee-Amorn Tirachulisoonthorn | Independent Director/Audit Committee/ Chairman of Risk Management Sub-Committee   |

**Directors not attending the Meeting**

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

**Executives Attending the Meeting:**

- |                                |   |
|--------------------------------|---|
| 1. Mr. Thongchai Lumveerakul   | President of Office Supplies Group/<br>Corporate Governance Sub-Committee/<br>Risk Management Sub-Committee   |
| 2. Mr. Veeraphan Durongsang    | President of Enterprise Systems Group/<br>Corporate Governance Sub-Committee/<br>Risk Management Sub-Committee  |
| 3. Mrs. Nittaya Thanaviriyakul | President of Accounting, Finance and Administration Group/<br>Corporate Governance Sub-Committee/<br>Risk Management Sub-Committee/<br>Secretary of the Company |

**Legal Consultant** Mr. Sumath Arsirapot, from the MSC law office, was assigned as the secretary of the Meeting 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.

The agenda 2 is for acknowledgement, so there is no vote.

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, the Secretary of the Meeting, 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, acted as the Chairman of the Meeting. He then declared the meeting duly convened and proposed the following matters to the Meeting for consideration according to the Annual General Meeting which already sent to the shareholder as follows;

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

The Chairman informed to the meeting that the Annual General Meeting No. 20/2015 was held on March 31, 2015 and the Meeting resolved to approve all agenda items as specified by law. The minutes of the said meeting must be proposed to the shareholders for consideration, the copies of which had been sent to the shareholders together with the notice of Annual General Meeting.

The Chairman asked the meeting whether any shareholder wished to amend. No shareholder wished to amend. The Chairman then proposed the meeting to confirm the Minutes of the Annual General Meeting No. 20/2015

The meeting resolved by unanimity vote as follows:

**RESOLUTION:** The Meeting resolved that the minutes of the Annual General Meeting No. 20/2015 be confirmed by 321,093,562 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 321,093,562 votes.

**Agenda 2. To acknowledge the Company's operating results for the year ending December 31, 2015 and the Company's Annual Report for 2015**

The Chairman assigned Mr. Kitti Techataveekijkul, Deputy Managing Director reported the Company's operating results to the Meeting.

Mr. Kitti Techataveekijkul, Deputy Managing Director, reported the Consolidated Financial Statement and the Separate Financial Statements for the fiscal year ended December 31, 2015 and the revenue structure and Corporate Social Responsibility policy to the Meeting as follows;

**The Summary of Statements of Financial Position for the year ended as of December 31, 2015 in comparison with the year 2014.**

	(In Millions of Baht)	
	2014	2015
<b>Statement of Financial Position</b>		
Total Assets	3,124	3,366
Total liabilities	1,657	1,797
Shareholders' equity	1,467	1,569
<b>Statement of Comprehensive Income</b>	<b>2014</b>	<b>2015</b>
Total revenue	7,076	7,016
Gross profit	972	1,070
Selling and administrative expenses	760	823
Interest expenses	29	28
corporate income tax	49	56
Net profit	176	206
Earnings per share (Baht)	0.49	0.57
<b>Essential Financial Ratios</b>		
Return on assets (%)	5.9	6.4
Return on equity (%)	12.3	13.6
Current Ratio (time)	1.6	1.5
Debt to Equity Ratio (time)	1.1	1.1

	<b>(In Millions of Baht)</b>	
<b>Revenue Structure</b>	<b>2014</b>	<b>2015</b>
- By Business unit		
Enterprise Systems Group	2,712	2,585
Solutions Integration Group	2,154	2,147
Office Supplies Group	2,170	2,237
- Type of product		
Enterprise Systems Group	2,666	2,552
Solutions Integration Group	1,684	1,625
Office Supplies Group	2,076	2,121
Other Service	613	679
<b>The revenue ratio</b>		
- By Distribution Channel		
Sales by dealer	13%	15%
Direct sales	87%	85%
- By Customer		
Repeat Customer	95%	95%
New Customer	5%	5%
- By area		
Bangkok Metropolis	82%	83%
Provincial	18%	17%

**The Summary of Separate Financial Statements for the year ended as of December 31, 2015 in comparison with the year 2014.**

	<b>(In Millions of Baht)</b>	
<b>Statement of Financial Position</b>	<b>2014</b>	<b>2015</b>
Total Assets	2,260	2,771
Total liabilities	1,012	1,482
Shareholders' equity	1,248	1,289
<b>Statement of Comprehensive Income</b>	<b>2014</b>	<b>2015</b>
Total revenue	5,630	5,575
Total cost	4,767	4,669
Selling and administrative expenses	674	704
Interest expenses	15	14
corporate income tax	38	40

Net profit	136	148
Earnings per share (THB)	0.38	0.41
Dividend per share (THB)	0.30	0.30
<b>Essential Financial Ratios</b>	<b>2014</b>	<b>2015</b>
Return on assets (%)	6.1	5.9
Return on equity (%)	11.0	11.7
Current ratio (time)	1.8	1.5
Debt to Equity Ratio (time)	0.8	1.2

Mr. Kitti Techataveekijkul reported that the Company's management structure was changed by appointed three additional groups of Committee and Sub-Committees namely Corporate Social Responsibility Committee, Corporate Governance Sub-Committee and Risk Management Sub-Committee to drive the Company's policies in accordance with international standards together with the rules and regulations of the Stock Exchange of Thailand and Securities and Exchange Commission Thailand for its sustainable growth in the future.

For the Corporate Social Responsibility policy, The Company has managed the anti-corruption project by operated the anti-corruption policy as follows;

February 24, 2015 The Company announced anti-corruption policy.

June 10, 2015 The Company organized the anti-corruption event for communicated the policy to directors, executives and employees. Including disseminated this policy on the Company's website for announcement to the third party as well.

January 21, 2016 The Company announced itself to the private sector collective action coalition against corruption (CAC).

March 14, 2016 The Company submitted itself to be the member of private sector collective action coalition against corruption (CAC).

In addition to the anti-corruption project, the Company also operated the Corporate Social Responsibility policy in the last year such as energy saving project by changed the entire lamps to LED lamps in the building of the Company's principle office, automatic traffic lights project which installed in front of the Company to get more safety on the road, technology knowledge promoting project by allowed the students from the vary institutes to visit the Company's technology demonstration center together with pass on knowledge by the IT experts to educate all students as well.

Furthermore, Mr. Kitti Techataveekijkul, Deputy Managing Director clarified about the Company's directions in 2016 which focuses on sales and services of software because it has a significant effect on the Company's net profit. In the previous year, the Company has the policy to do the business to get the continuous revenue from software which has developed to the Company's copyright and sell it to the customers. In this year, the Company had plan to develop more software and get the copyright to cover many industries which caused earnings from this plan to the Company continuously.

The next thing that the Company will be processed in 2016 is being the leader of high value products, also making the customers satisfy the company's service and repeat our services in the future. Nowadays, the company had customer's data base more than 9000 companies divided to 95 percent from the repeat customer and 5 percent increased every year from the new customers. Each year, the main revenues obtain from repeat customers. In case that the customer satisfied our sales and services, the company will have revenues from these customers continually.

In the part of developing employees, the company has highlighted this part since last year by hired the expert to be the human resource consultants of the Company for developing a human resource management system.

The chairman clarified to the shareholders that Company's operating results ended December 31, 2015 was completely corrected then proposed the Meeting to acknowledge. The detail appeared on the Annual Report 2015 which already sent to the shareholder together with the Notice of Annual General Meeting (CD-ROM). Therefore, the Chairman asked the meeting to raise any questions of doubt.

Mr. Kittipong Mana-anantakul, a shareholders, asked to the Meeting about how was the investment in domestic and abroad especially in Myanmar and Vietnam.

Mr. Kitti Techataveekijkul, Deputy Managing Director clarified about the investment in abroad which had several factors to consider before making a decision such as law, culture or partner. So the Company has to take some times for preparation.

No further questions were asked. The Chairman then asked the meeting to acknowledge the company's operating results ended December 31, 2015 and the Company's Annual Report for 2015.

**RESOLUTION:** This agenda is for acknowledgement. There was no vote so it deemed that the Meeting acknowledged the Company's operating results for the year ended December 31, 2015 and the Company's Annual Report for 2015.

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

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements 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. It appears in the Statements of Financial Position and the Statements of Comprehensive Income of the Annual Report page 67-125 which has been sent to the shareholders together with Notice of Annual General Meeting.

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, 2015 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.

Ms. Siriporn Kattapong, the proxy from Thai Investors Association asked about the increased inventories which appears in Annual Report 2015 Page 70. Does the inventory quantity which brought forward from the year 2015 already distributed in this year?

Mr. Kitti Techataveekijkul, Deputy Managing Director clarified that the said remaining inventories is brought forward from the year 2015 was already distributed entirely.

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 ending December 31, 2015.

During the agenda 3, there was additional shareholders in person present at the meeting 2 persons, total shareholders which present in person and by proxy at the meeting were 52, holding 321,116,062 shares, equivalent to 89.1989% of the total shares.

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 ending December 31, 2015 be approved by 321,116,062 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 321,116,062 votes.

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

The Chairman reported the 2015 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 148,301,390 earning THB 0.41 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 2015 to the Company's shareholders amounting to 360,000,000 shares at the rate of THB 0.30 per share, total in THB 108,000,000 or equivalent to 72.82 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 10, 2016. 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 11, 2016. The payment of dividends will be made on April 28, 2016.

The Chairman asked the meeting to raise any questions of doubt. No further question were asked. The Chairman then proposed the meeting to approve the profit allocation and the declaration of a dividend payment for the year 2015.

The meeting resolved by unanimity vote as follows:

**RESOLUTION:** The Meeting resolved to approve the declaration of dividend payment for the year 2015 at the rate of THB 0.30 per share, totaling THB 108,000,000 to the Company's shareholders or equivalent to 72.82 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 10, 2016. 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 11, 2016. The payment of dividends will be made on April 28, 2016. It was approved by 321,116,062 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 321,116,062 votes.

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

The Chairman reported 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.

There are directors to be retired by rotation namely:

- |     |                                       |                      |
|-----|---------------------------------------|----------------------|
| (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 left term of the previous retired director.

The Nominating and Remuneration Sub-Committee considered and proposed to 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 as appeared in the attachments together with the Notice of Annual General Meeting.

The Chairman requested the nominee to appear themselves before resolution.

Mr. Tavit Charuvajana Mr. Wanarak Eakachai and Mr. Charcree-Amorn Tirachulisoonthorn appeared themselves to 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 vote the director in individual.

The meeting resolved to elect the Director in individual as follows:

**RESOLUTION:** The Meeting resolved to re-elect three directors who retired by rotation, namely Mr.Tavit Charuvajana, Director, Mr. Wanarak Eakachai, Director and Mr. Charcree-Amorn Tirachulisoonthorn, Independent Director as the Company's directors for another term in the total of 321,116,062 votes by following;

<b>(1) Mr.Tavit Charuvajana</b>		<b>Director</b>	
Approved	305,828,714	votes	equivalent to 95.2393%
Disapproved	0	votes	equivalent to 0 %
Abstained	15,287,348	votes	equivalent to 4.7607%
Mr.Tavit Charuvajana, an interest person, abstained his vote			

<b>(2) Mr. Wanarak Eakachai</b>		<b>Director</b>	
Approved	321,116,062	votes	equivalent to 100%
Disapproved	0	votes	equivalent to 0%
Abstained	0	votes	equivalent to 0%

<b>(3) Mr. Charcree-Amorn Tirachulisoonthor</b>		<b>Independent Director</b>	
Approved	321,116,062	votes	equivalent to 100%
Disapproved	0	votes	equivalent to 0 %
Abstained	0	votes	equivalent to 0

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

The Chairman reported that the Board proposed to the Annual General Meeting to consider fixing the remuneration of the Directors and the Audit Committee for the year 2016. Therefore, The Director's annual bonus and the remuneration of the Audit Committee is equal to the amount of remuneration in 2015. The Director's meeting fee is increased from the year 2015 including to determine the remuneration of Executive Committee and other Committees 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

Therefore, The Board will allocate the Annual Bonus in appropriate within the said amount.

**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/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**

<b>Committee/Sub-Committee</b>	<b>Chairman (meeting)</b>	<b>Each member (person/meeting)</b>
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 Chairman asked the meeting to raise any questions of doubt. No further questions were asked, make comments or give any suggestions.

The Chairman prescribes that the resolution in this agenda are not less than two-thirds (2/3) of the total votes of shareholders present at the meeting and entitled to vote, then proposed the meeting to consider fixing the remuneration of the Directors and the Audit Committee for the year 2016 including the remuneration of the Executive Committee and the other Committees.

During the agenda 6, there was additional shareholder present in person at the meeting 2 more persons, total shareholders which present in person and by proxy at the meeting were 54, holding 321,392,472 shares, equivalent to 89.2757%.

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 2016 as proposed by the Chairman be approved by 287,943,793 votes or equivalent to 89.5926% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 321,392,472 votes and assigned the Board to allocate the Annual Bonus of Directors in appropriate within the limit amount. However, Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana, Mr.Tavit Charuvajana and Mr.Suvij Suvaruchiphorn, the Director who are interest persons, abstained their votes in this agenda.

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

The chairman requested Mr.Pravit Chattalada, Chairman of the Audit Committee, to report.

Mr. Pravit Chattalada, Chairman of the Audit Committee, reported that in order to comply with the Company's Articles of Association and the declaration of Securities and Exchange Commission which specified to rotate the auditor every 5 fiscal years. The Board, by the recommendation of the Company's Audit Committee, proposed to the shareholders at the Annual General Meeting to consider the appointment of new auditor from KPMG Phoomchai Audit Limited to be the Company's auditor for the year 2016 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 Ms. Pattamavan Vadhanakul C.P.A. License No. 9832. The Board also proposed that the meeting consider fixing the auditor remuneration for the year 2016 as follows;

The remuneration of auditors for the annual financial statement of the Company shall be THB 750,000 and for the financial statement for three quarters shall be THB 990,000. Therefore, the total amount of the auditor's remuneration for the year 2016 is THB 1,740,000 which is added-up 38.1 % from the amount of remuneration in 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 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 2016 is total THB 1,510,000. The said auditors have no

relationship or interest with the Company, its subsidiaries, executives, major shareholders or other connected persons and perform as the Company's auditor in the first year.

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

Mr. Anu Wongsarakij, a shareholder, asked about the new auditor whether the company compared the auditor to others before selection and asked the reason why the auditor remuneration is increased, also asked the guideline to calculate the auditor's remuneration.

The Chairman requested Mrs. Nittaya Thanaviriyakul, President of Accounting Finance and Administration Group, to clarify the said questions.

Mrs. Nittaya Thanaviriyakul, President of Accounting Finance and Administration Group clarified that KPMG Phoomchai Audit Limited is one of three auditors in comparison before the Company made a decision to select. The specified remuneration is appropriated by calculated the total auditor's remuneration for the year 2016 from three quarter of financial statements together with the annual financial statement.

No further questions were asked The Chairman then proposed the meeting to consider the appointment of the Company's auditor and fixing the auditor's remuneration for the fiscal year 2016.

The meeting resolved by unanimity vote as follows:

**RESOLUTION:** The Meeting resolved that Mr. Veerachai Ratanajaratkul, C.P.A. license no. 4323 and/or Ms. Marisa Tharathornbunpakul, C.P.A. License No. 5752 and/or Ms. Patamavan Vadhanakul C.P.A. License No. 9832, all of KPMG Phoomchai Audit Limited, be appointed as auditors of the Company for the year 2016 with remuneration as follows: for the annual financial statement – the sum of THB 750,000 and for the financial statement for three quarters – the sum of THB 990,000. Therefore, the total amount of the auditor's remuneration for the year 2016 is THB 1,740,000. This agenda was approved by 321,392,472 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 321,392,472 votes.

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

The Chairman informed the meeting how to propose other business for consideration 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 sold shares may request the meeting to consider matters other than those indicated in the Notice of Annual General 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.

Ms. Siriporn Kattapong, the proxy from Thai Investors Association, commented that in the following year, Thai Investors Association would like to know the Company's progress of anti-corruption project which the Company made its declaration to engage in Thailand's private sector collective action against corruption (CAC) according to the agenda 2 which reported by Mr. Kitti Techataveekijkul, Deputy Managing Director and the clarified information by Mr. Sumath Arsirapot, Legal consultant, about propelling of the Company's Anti-Corruption policy.

Mr. Anu Wongsarakij, a shareholder, asked about the business trends whether the Company could get more the net profit in this year or not. Due to the news spread that the Company has transacted with the government sector both technology and other matters which caused the good result of market price. It would be great to know the Executive's opinion of these matter.

Mr. Kitti Techataveekijkul, Deputy Managing Director clarified that the government sector had clearly policy about the decreased tax of sell technology products including the system of National E-Payment that will be activated in the ended of 2016. It caused the Company has expectation to sell more products together with focusing on the incurring revenue of software that the Company has developed to copyright according to the intellectual property and sells it to the customers for leasing which the feedback has been quite good. Therefore, the operating result of the first quarter should be better than last year.

Mr. Anu Wongsarakij , a shareholder, asked more about 2016 business plan and the strategy of the Company. Due to the government sector's customer often face the budget problems, does the Company have any trends to get more private sector's customer?

Mr. Kitti Techataveekijkul clarified that the Company has the important plan to make a high value product including the services that the Company has many employees who already got ability from a new technology which always invested by the Company. It caused the improvement of the employee's knowledge and experiences then lead these capability to offer the best things to the Customers. For the question about the desire of private sector's customer, Mr. Kitti Techataveekijkul clarified that the almost all Company's revenue became from doing business with the private sector. In the part of government sector's revenue, it became from office supply not related to the technology. Nevertheless, the Company mainly focuses on sales and services to the private sector.

The Chairman thanks to the said comments and suggestions and ask to the shareholders whether they have any additional questions or not.

There was no other matter proposed by the shareholders to consider, make comments or give any suggestions. The Chairman then thanked the attending shareholders and closed the meeting at 10.55 A.M.

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

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