



Notice of Annual General Meeting No. 22/2017
Metro Systems Corporation Public Company Limited
April 5, 2017 at 10.00 A.M.

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



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

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

SCO 011/2017

February 28, 2017

- Subject :** Notice of Annual General Meeting No. 22/2017
- To :** Shareholders of Metro Systems Corporation Public Company Limited
- Enclosures :**
1. Copy of the minutes of Annual General Meeting No. 21/2016;
 2. The Company's Annual Report for 2016 (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
 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. 22/2017 at 10.00 a.m. on Wednesday, the 5th day of April, 2017 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. 21/2016.

Facts and Reasons : The Annual General Meeting No.21/2016 was held on March 31, 2016, 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, 2016 and the Annual Report for 2016.

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 2016 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, 2016 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, 2016.

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 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, 2016 which are according to general accounting principles. The said financial statements have been examined by the Company's auditor, Ms. Marisa Tharathornbunpakul, C.P.A. License No. 5752 of KPMG Phoomchai Audit Limited, the details of which appear in financial statement chapter of Annual report, 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, 2016 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 2016.

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 2016, amounting to THB177,569,724 or equivalent to THB 0.49 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 2016 to the Company's shareholders in the amount of 360,000,000 shares at the rate of THB 0.35 per share, totaling THB 126,000,000 or equivalent to 70.96% 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 14, 2017. 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 15, 2017. The payment of dividends will be made on April 28, 2017.

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 2015 and 2016:

Details of dividend payment	For the year 2015	For the year 2016
1. Net profit	148,301,390 THB	177,569,724 THB
2. Number of shares	360,000,000 THB	360,000,000 THB
3. Dividend payment per share	0.30 Shares	0.35 Shares
4. Total dividend amount paid	108,000,000 THB	126,000,000 THB
5. Dividend payment ratio	72.82 %	70.96%

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 2017 Annual General Meeting are:

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

Criteria for nomination and nominating method of directors: To consider the qualifications of the Company's director in accordance with the Public Limited Companies Act B.E. 2535, the educational background, skills, experience in the related business activities of the Company and the various professions which can support the business operation of the Company and contribute in developing the Company, including the director's previous overall performance. As for the independent director, the Company has also considered the definition of the independent director set by the Securities and Exchange Commission, the Stock Exchange of Thailand and by the Company including any possible significant business relationship between the director and the Company which may cause the director to be unable to perform his/her duties independently.

The name list of the Company's directors was considered and proposed by the Company's Nominating 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. Kitti Techathaveekijkul, Mr. Suvij Suvaruchiphorn, Mr. Pravit Chattalada do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535, which stipulates that a director must not be a bankrupt person, an incompetent or quasi-incompetent person, must never have been imprisoned by the judgment of a court for an offense related to property which was committed with dishonest intent, must never have been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing his or her duties, and shall not become a partner or shareholder of a juristic person operating a business which has the same nature as and is in competition with the business of the Company. In addition, the said three directors have sufficient knowledge and experience in the related business activities of the Company and can contribute in developing the Company. For Mr. Pravit Chattalada 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. Kitti Techathaveekijkul, Mr. Suvij Suvaruchiphorn and Mr. Pravit Chattalada who are already retired, to return to the position for another term.

The Company has enclosed the biographies of the said directors, their shareholdings in the Company, any positions of director or executive in other businesses and the definition of the independent director 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 2017.

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's attendance fee	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.

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 2017 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 2017.

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 2017 and fixing the auditor remuneration for the year 2017 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 1,350,000 and THB 390,000 for three quarterly financial statements. Therefore, the total amount of the auditor's remuneration for the year 2017 is THB 1,740,000 which is same rate as the year 2016.

The following is a summary of the remuneration of auditors comparing the years 2013 to 2017:

<u>Year</u>	<u>Remuneration of Auditors (THB)</u>	<u>Comparison with the previous year</u>
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
2017	1,740,000	same rate as the year 2016

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. which are the Company's subsidiaries and associated company. The total remuneration of the auditors from the said companies for the year 2017 was THB 1,220,000. 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 2017 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2017. The Audit Committee further resolved that the amount of the auditors' remuneration for the year 2017 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 the meeting to 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 14, 2017. 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 15, 2017.

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. Sumateta Jitsiripol, corporate secretary 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, please contact Ms. Pitsinee Wongpramote, telephone number 0-2727-4213 or by e-mail: ir@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



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, 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 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 Aphimeteetamrong | Independent Director/Audit Committee/ Chairman of Corporate Governance Sub-Committee |
| 8. Mr. Charcree-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/
Corporate Governance Sub-Committee/
Risk Management Sub-Committee
2. Mr. Veeraphan Durongsang President of Enterprise Systems Group/
Corporate Governance Sub-Committee/
Risk Management Sub-Committee
3. Mrs. Nittaya Thanaviriyakul President of Accounting, Finance and
Administration Group/
Corporate Governance Sub-Committee/
Risk Management Sub-Committee/
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)

Statement of Financial Position	2014	2015
Total Assets	3,124	3,366
Total liabilities	1,657	1,797
Shareholders' equity	1,467	1,569
Statement of Comprehensive Income	2014	2015
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
Essential Financial Ratios		
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

	(In Millions of Baht)	
Revenue Structure	2014	2015
- 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
The revenue ratio		
- 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.

	(In Millions of Baht)	
Statement of Financial Position	2014	2015
Total Assets	2,260	2,771
Total liabilities	1,012	1,482
Shareholders' equity	1,248	1,289
Statement of Comprehensive Income	2014	2015
Total revenue	5,630	5,575
<u>Total</u> 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
Essential Financial Ratios	2014	2015
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. Kittit 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;

(1) Mr.Tavit Charuvajana	Director
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	

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

(3) Mr. Charcree-Amorn Tirachulisoonthor	Independent Director
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

Committee/Sub-Committee	Chairman (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 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 Dynamics Co.,Ltd., HIS MSC Co.,Ltd., Metrosoft Co.,Ltd. and PSP (Thailand) Co.,Ltd. which are the Company's subsidiaries and affiliates. The auditor's remuneration from the said companies for the year 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

Biography of directors proposed for election as directors of the Company

Name	Mr. Kitti Techathaveekijkul	
Position	Vice Chairman /Corporate Social Responsibility Committee/ Corporate Governance Sub-Committee/ Risk Management Sub-Committee	
Age	64 years	
Education	<ul style="list-style-type: none"> ▪ Higher Vocational Certificate, Telecommunication Department, King Mongkut's Institute of Technology Ladkrabang 	
Training	<ul style="list-style-type: none"> ▪ Certificate of Director Certification Program)DCP(2003, Thai Institute of Directors 	
Experience		
▪ Listed companies	1 listed company	
1. Director	Metro Systems Corporation PCL.	1989 - Dec 2016
2. Vice Chairman		2017 - Present
3. CSR Committee/ CG Sub-Committee/ RM Sub-Committee		2015 - Present
4. Deputy Managing Director		2007 - Dec 2016
▪ Others (Non listed companies)	4 non listed companies	
1. Director	HIS MSC Co., Ltd	1991 - Present
2. Director	Metro Professional Products Co., Ltd.	1992 - Present
3. Director	Metro PSP (Thailand) Co., Ltd.	1994 - Present
4. Director	Metro Connect Co., Ltd.	2009 - Present
▪ Current position which competed with or related to company's business.	None	
Meeting Attendance in 2016	12/12 times of the Executive Committee Meeting. 5/5 times of Board of Director Meeting. 2/2 times of Corporate Social Responsibility Committee Meeting 2/2 times of Corporate Governance Meeting 3/4 times of Risk Management Committee Meeting.	
Number of Shares (Amount / %)	-/-	
Family relationship with directors	None	

Name	Mr. Suvij Suvaruchiphorn		
Position	Director/Chairman of Nominating and Remuneration Sub-Committee		
Age	74 years		
Education	▪ Bachelor of Law, Thammasat University		
Training	None		
Experience			
▪ Listed companies	2 listed companies		
1. Chairman of Nominating and Remuneration Sub-Committee	Metro Systems Corporation PCL.	2015 - Present	
2. Director	Metro Systems Corporation PCL.	1986 - Present	
3. Chairman	United Flour Mill PLC.	1988 - Present	
▪ Others (Non listed companies)	4 non listed companies		
1. Vice Chairman	HMC Polymers Co., Ltd.	1983 - Present	
2. Managing Director	Metro Co., Ltd.	1984 - Present	
3. Chairman	Polymers Marketing Co., Ltd	1988 - Present	
4. Committee	MDEC International (1991) Co.,Ltd	1991 - Present	
▪ Current position which competed with or related to company's businesses	None		
Meeting Attendance in 2015	5/5 times of Board of Director Meeting. 3/3 times of the Nominating and Remuneration Sub-Committee Meeting. 1/1 time of the Non-Executive Commitees Meeting.		
Number of Shares (Amount / %)	Shares 450,000/ Company's share in hand 0.13%		
Family relationship with directors	None		

Name	Mr. Pravit Chattalada	
Position	Independent Director/Chairman of Audit Committee/ Chairman of Corporate Social Responsibility Committee	
Age	84 years	
Education	<ul style="list-style-type: none"> ▪ BS. (Mathematics, Physics), Oregon State University, USA 	
Training	<ul style="list-style-type: none"> ▪ Certificate of Director Accreditation Program (DAP) 2004, Thai Institute of Directors 	
Experience		
<ul style="list-style-type: none"> ▪ Listed companies 	1 listed companies	
- Independent Director/Chairman of Audit Committee	Metro Systems Corporation PCL. 1995-Present	
- Chairman of CSR Committee	Metro Systems Corporation PCL. 2015-Present	
<ul style="list-style-type: none"> ▪ Others (Non listed companies) 	1 non listed companies	
1. President	Association of Thai Communication (ATCI)	1995-Present
<ul style="list-style-type: none"> ▪ Current position which competed with or related to company's business. 	None	
Meeting Attendance in 2016	5/5 times of Board of Director Meeting. 6/6 times of Audit Committee. 3/3 times of the Nominating and Remuneration Sub-Committee Meeting. 2/2 times of Corporate Social Responsibility Committee Meeting. 1/1 time of the Non-Executive Committees Meeting.	
Number of Shares (Amount / %)	Shares 200,000/ Company's share in hand 0.06%	
Family relationship with directors	None	

Definition of Independent Director

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

1) holding shares not exceeding one 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/ Chairman of Social Responsibility Committee		
Age	84 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.
▪ 2015 – Present	Chairman of Corporate Social Responsibility 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	73 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/ Chairman of risk management Sub-Committee	
Age	48 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
▪ 2016 - Present	Executive Director	Energy Progress Co., Ltd
▪ 2016 - Present	Director	Dolphin Corp Co., Ltd

Biography of the Auditors

Name	Mr. Veerachai Ratanajaratkul
Age	51 years old
Position	Auditor
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	44 years old
Position	Auditor
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	46 years old
Position	Auditor
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:

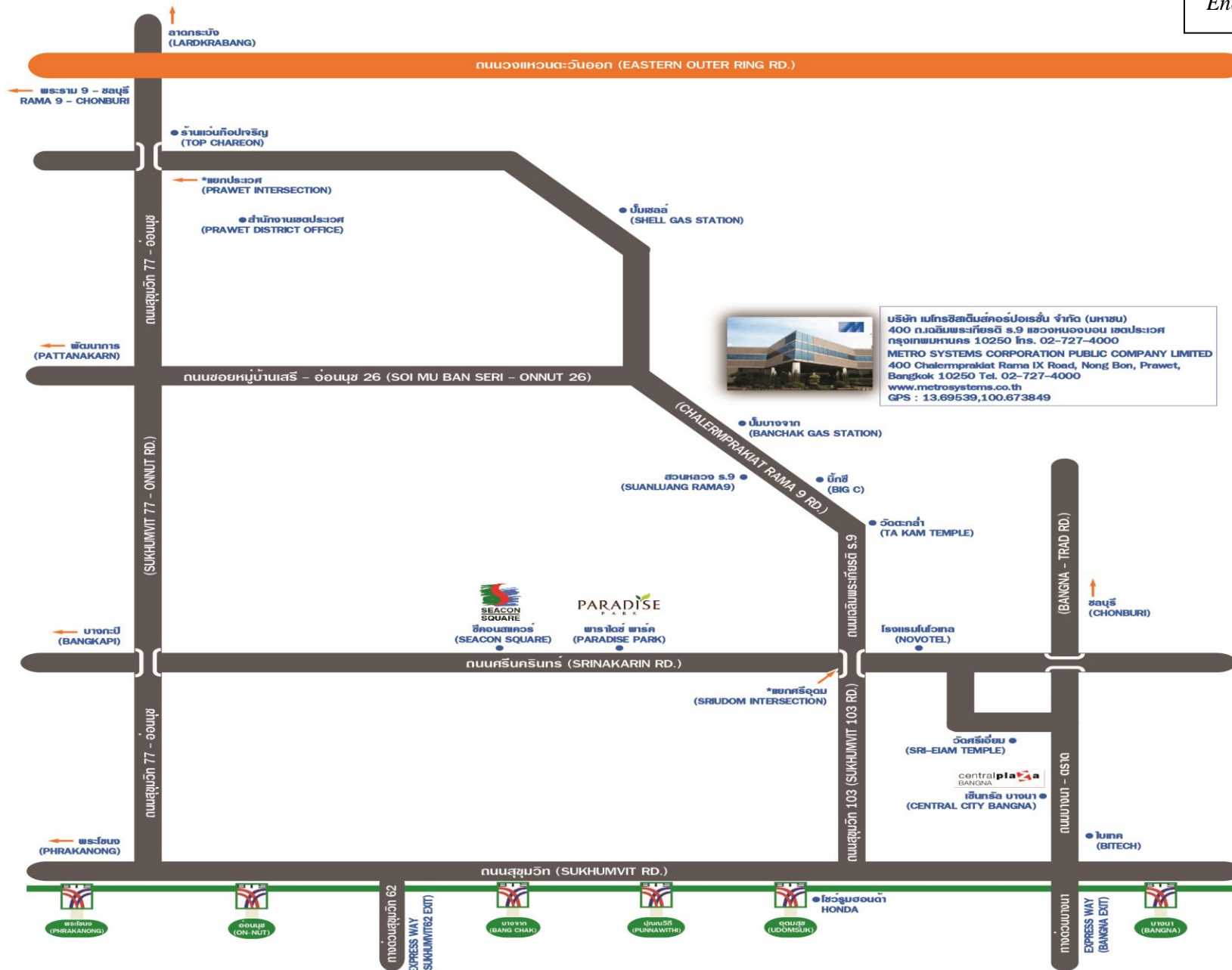
- a. A proxy which is fully completed.
- b. A copy of a current Affidavit of a juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who signs the proxy.
- c. A certified copy of the identification card of the authorized director(s) 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 (อุตุ่มสุข) ได้แก่ ปอ.11, รถตู้ประเวศ-อุตุ่มสุข
 - 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 2017
April 5, 2017**

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 2017 through the following channels.

1. Email Address : ir@metrosystems.co.th
2. Fax Number : 02-726-2569
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