



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)

Metro Systems Corporation Public Company Limited

400 ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 โทร: +662 089 4000 แฟกซ์: +662 726 2630  
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## Minutes of Annual General Meeting No. 22/2017

**Date Time & Place:** Held on April 5, 2017, 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:** 47 shareholders and proxies, divided into 20 shareholders holding 35,091,750 shares, equivalent to 9.7477% of total shares of the Company, and 27 proxies, who represent the shareholders, holding 278,770,913 shares, equivalent to 77.4364% of the total shares of the Company. The number of Company shares represented at the meeting were 313,862,663 shares or 87.1841% 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 Darin Saiwanich, Public Relation, 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. Kittit Techataveekijkul           | Vice Chairman/Corporate Social Responsibility Committee/Corporate Governance Sub-committee/<br>Risk Management Sub-Committee                         |
| 3. Mr. Tavit Charuvajana                 | Director/Chairman of Executive Committee/<br>Managing Director   |
| 4. Mr. Narong Charuvajana                | Director/Vice Chairman of Nominating and Remuneration Sub-Committee  |
| 5. Mr. Suvij Suvaruchiphorn              | Director/Chairman of Nominating and Remuneration Sub-Committee   |
| 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/<br>Chairman of Corporate Governance Sub-Committee  |
| 8. Mr. Charcree-Amorn Tirachulisoonthorn | Independent Director/Audit Committee/<br>Chairman of Risk Management Sub-Committee   |

**Directors not Attending the Meeting:**

- |                        |  |
|------------------------|--|
| 1. Mr.Wanarak Eakachai | Director/Corporate Social Responsibility Committee/<br>Corporate Governance Sub-Committee/<br>Risk Management Sub-Committee/<br>Deputy Managing Director |
|------------------------|--|

**Executives Attending the Meeting:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Thongchai Lumveerakul   | Executive Committee/ Corporate Governance<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Office Supplies Group  |
| 2. Mr. Aroon Tor-Ekbundit      | Executive Committee/ Corporate Governance<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Solutions Integration Group  |
| 3. Mrs. Nittaya Thanaviriyakul | Executive Committee/ Corporate Governance<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Accounting, Finance and Administration<br>Group/ President of Corporate Secretary Bureau |
| 4. Ms. Sumateta Jitsiripol     | Corporate Secretary  |

**Executives not Attending the Meeting:**

- |                             |  |
|-----------------------------|--|
| 1. Mr. Veeraphan Durongsang | Executive Committee/ Corporate Governance<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Enterprise Systems Group |
|-----------------------------|--|

**Legal Consultant**

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 presenting 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 votes are not less than two-thirds ( $2/3$ ) of the total votes of shareholders presenting 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. 21/2016**

The Chairman informed to the meeting that the Annual General Meeting No.21/2016 was held on March 31, 2016 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 confirmation, 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. 21/2016 by informed that the majority votes should be used to approve this agenda.

The meeting resolved by unanimity vote as follows;

**RESOLUTION:** The Meeting resolved that the minutes of the Annual General Meeting No. 21/2016 was confirmed by 313,862,663 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 313,862,663 votes.

**Agenda 2. To acknowledge the Company's operating results for the year ending December 31, 2016 and the Company's Annual Report for 2016**

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

Mr. Kitti Techataveekijkul, Vice Chairman, reported the Company's operating results for the year 2016 which has 3 topics as follow;

**1. The operating results**

The details of Consolidated Financial Statement and the Separate Financial Statements for the fiscal year ended December 31, 2016 and the revenue structure are appeared as follows;

**The Summary of Statements of Financial Position for the year ended as of December 31, 2016 in comparison with the year 2015.**

**(In Millions of Baht)**

<b>Statement of Financial Position</b>	<b>2015</b>	<b>2016</b>
Total Assets	3,323	3,136
Total liabilities	1,771	1,508
Shareholders' equity	1,552	1,628

<b>Statement of Comprehensive Income</b>	<b>2015</b>	<b>2016</b>
Total revenue	7,016	7,701
Gross profit	1,070	1,083
Selling and administrative expenses	823	874
Finance costs	28	22
Corporate income tax	56	43
Net profit	206	188
Earnings per share (Baht)	0.57	0.52

<b>Essential Financial Ratios</b>	<b>2015</b>	<b>2016</b>
Return on assets (%)	6.4	5.8
Return on equity (%)	13.7	11.8
Current Ratio (time)	1.6	1.7
Debt to Equity Ratio (time)	1.1	0.9

(In Millions of Baht)

<b>Revenue Structure</b>	<b>2015</b>	<b>2016</b>
- Type of product		
Enterprise Systems Group	2,553	2,472
Solutions Integration Group	1,625	2,192
Office Supplies Group	2,121	2,133
Other Service	678	854

**The Summary of Separate Financial Statements for the year ended as of December 31, 2016 in comparison with the year 2015.**

(In Millions of Baht)

<b>Statement of Financial Position</b>	<b>2015</b>	<b>2016</b>
Total Assets	2,733	2,590
Total liabilities	1,458	1,245
Shareholders' equity	1,275	1,345

<b>Statement of Comprehensive Income</b>	<b>2015</b>	<b>2016</b>
Total revenue	5,575	6,614
Gross profit	870	897
Selling and administrative expenses	704	752
Finance costs	14	15
Corporate income tax	40	33
Net profit	148	178

Earnings per share (THB)	0.41	0.49
Dividend per share (THB)	0.30	0.35
<b>Essential Financial Ratios</b>	<b>2015</b>	<b>2016</b>
Return on assets (%)	5.9	6.7
Return on equity (%)	11.8	13.6
Current ratio (time)	1.5	1.6
Debt to Equity Ratio (time)	1.1	0.9

## 2. Investment

The Company has invested in Data Center and PageWide Technology center which is the latest technology demonstration center of HP printing brand. It is available to all of customers who prefer to use high-quality “HP PageWide” at a worthy cost including invested in HPE Innovation Center, by allowed customers or the students from the vary institutes to learn and visit. In addition, the entire of air-conditioning over the Company was changed to the new model and the solar power systems was installed for energy saving and reduces the cost of the Company which are in accordance with the environment part in Corporate Social Responsibility policy.

For human resources development part, the Company invested by employed the human resources consultants together with manage training to the employees to reform the working style, remuneration and working success opportunity. Besides, the Company hired the external consultants to manage risk management of the Company, both department risks and organization risks, in accordance with Risk management policy which the Company has declared.

## 3. Anti-Corruption

The Company operation is in line with Anti-corruption policy constantly so that the Company has got certificate of the Private Sector Collective Action Coalition Against Corruption (CAC). Therefore, the Company has motivated itself by manage many campaigns within the organization such as informed the policies which the Company has announced and participated external activities which organized by Anti-Corruption Organization of Thailand.

In addition, Mr. Kitti Techataveekijkul clarified about the objectives of the Company for the year 2017 that the Company has set the following business goals to comply with ongoing update technology including give attention to all employees and support society for sustainability as follows;

**1. Services Revenue Expansion:** The Company has a significant objective to increase the revenues from diversifying services which could add value to the organization. The result is the Company could generate extra revenues from continuing services (Recurring

Revenue) and upgrade itself to be the business consultant by giving any advice from the IT experts to the customers.

**2. Creating New Platforms of products and services:** Due to technology industry trends have developed all the time, so that the Company always seek new products and create the services related to the industry to accommodate the needs of customers such as;

- Business Intelligence (BI)DashBoard by industry which is the operating system that can summarizes the data of business operations. It suits for the management who needs the overview of operation results.

- Big Data analytic

- On-premises cloud computing, managing information by themselves on cloud which the customer could be confident for safety.

- Intellectual Property, Ownership of programs which the company developed, such as hotel software.

**3. Being Leaders of Advanced Technology Center:** The Company has a strategy to make the difference and add value to the organization by created the modern technology center as leading company in the field of technology. Customers will be able to advance technology education and perform testing of the products.

**4. Human Resource Development (HRD):** The Company has placed focus on human resource development by managed training courses for improve the potential skills to employees.

**5. Enterprise Risk Management (ERM) :** The Company recognizes the importance of Risk Management so that the Company has operated risk management system in accordance with risk management policy as a tool to prevent risks that could cause any impacts to the business. It also helps to assess the adequacy of the internal controls and put measures in place to manage the risks that may occur.

**6. Corporate Social Responsibility (CSR):** This year, the Company still focuses on Anti-Corruption including enhance the technology education to the graduate students and support the nearby community which the Company assigned to the Corporate Social Responsibility Committee to take care this policy particularly.

The chairman clarified to the shareholders that Company's operating results ended December 31, 2016 was completely corrected then proposed the Meeting to acknowledge. The detail appeared on the Annual Report 2016 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. Vinai Rungthiwasuwan, the proxy from Thai Investors Association, asked about provision for doubtful debts.

Mr. Kitti Techathaveekijkul, Vice Chairman clarified that in the year 2016, the Company has legal dispute between the Company and one customers. According to the operating process, this customer has defaulted on payments. So that the Company took the legal action which caused the Company had provision for doubtful debts.

Mr. Vinai Rungthiwasuwan asked more about the energy saving that the Company installed the solar power systems (Solar Cell). How much can the company expect to reduce this cost?

Mr. Kitti Techathaveekijkul, Vice Chairman clarified that the Company invested approximately 25 million baht to installed the solar cell by expected that the Company can use it without costs after 4 years in approximately. Now, the Company's electricity cost was greatly reduced. Therefore, the Company could be saved the electricity cost approximately 4 million baht a year throughout the using life of solar cell.

Mr. Watson Pongvarapa, shareholder, asked about selling and administrative expenses.

Mrs. Nittaya Thanaviriyakul, president of accounting, finance and administration, clarified that most of selling and administrative expenses are occurred from human resource management because in field of technology business needs some employees who have potential and high abilities.

No further questions were asked. The Chairman then asked the meeting to acknowledge the company's operating results ended December 31, 2016 and the Company's Annual Report for 2016.

**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, 2016 and the Company's Annual Report for 2016.

**Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2016.**

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2016 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 110-203 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, 2016 in order to comply with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.

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

Mr. Vinai Rungthiwasuwan, the proxy from Thai Investors Association, asked about causes related to share of profit (loss) of investments in associates because the Company had share of loss from this investment in the previous year.

Mrs. Nittaya Thanaviriyakul, president of accounting, finance and administration, clarified that it occurred from HIS MSC Co.,Ltd which losses in operating results.

Mr. Vinai Rungthiwasuwan, the proxy from Thai Investors Association, asked about the detail of the disposition of investment in an associate company that the Company announced the news to the Stock Exchange of Thailand.

Mr. Kitti Techathaveekijkul, Vice Chairman clarified that the Company has the policy and give priority to the investment in subsidiary companies than associated companies because being shareholder in associated companies, the Company has not got any controls and hardly participated in any operations so that the Company decided to dispose the investment in associated companies in order to take main focus on subsidiary companies.

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, 2016 by informed that the majority votes should be used to approve this agenda.

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, 2016 be approved by 313,862,663 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 313,862,663 votes.

**Agenda 4. To approve the profit allocation and the declaration of a dividend payment for 2016.**

The Chairman reported the 2016 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 177,569,724 earning THB 0.49 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 2016 to the Company's shareholders amounting to 360,000,000 shares at the rate of THB 0.35 per share, total in THB 126,000,000 or equivalent to 70.96 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 14, 2017. 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 15, 2017. The payment of dividends will be made on April 28, 2017.

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 2016.

The meeting resolved by unanimity vote as follows:

**RESOLUTION:** The Meeting resolved to approve the declaration of dividend payment for the year 2016 at the rate of THB 0.35 per share, totaling THB 126,000,000 to the Company's shareholders or equivalent to 70.96 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 14, 2017. 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 15, 2017. The payment of dividends will be made on April 28, 2017. It was approved by 313,862,663 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 313,862,663 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 times 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. Kitti Techataveekijkul | Director             |
| (2) | Mr. Suvij Suvaruchiphorn   | Director             |
| (3) | Mr. Pravit Chattalada      | Independent 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. Kitti Techataveekijkul, Mr. Suvij Suvaruchiphorn, Mr. Pravit Chattalada appeared themselves to the shareholders.

The Chairman clarified to the meeting about the reason why Nominating and Remuneration Sub-Committee elected Mr. Pravit Chattalada back to his position in another term. Because he is a president of Association of Thai Communication (ATCI). It clears that his knowledges and experiences together with his visions related to technology industry could be useful and give the best guidance to our business.

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 by informed that the majority of votes should be used to approve this agenda.

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. Kitti Techataveekijkul, Director, Mr. Suvij Suvaruchiphorn, Director and Mr. Pravit Chattalada, Independent Director as the Company's directors for another term in the total of 313,862,663 votes by following;

**(1) Mr. Kitti Techataveekijkul Director**

Approved	313,862,663	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

**(2) Mr. Suvij Suvaruchiphorn Director**

Approved	313,412,663	votes	equivalent to	99.8566%
Disapproved	0	votes	equivalent to	0%
Abstained	450,000	votes	equivalent to	0.1434%

Mr. Suvij Suvaruchiphorn, an interest person, abstained his vote

**(3) Mr. Pravit Chattalada Independent Director**

Approved	313,861,663	votes	equivalent to	99.9997%
Disapproved	1,000	votes	equivalent to	0.0003%
Abstained	0	votes	equivalent to	0

**Agenda 6. To consider fixing the remuneration of the Directors and the Audit Committee for the year 2017.**

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 2017. Therefore, The Director's annual bonus, remuneration of the Audit Committee, remuneration of Executive Committee and other Committees is equal the year 2016 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 2017 including the remuneration of the Executive Committee and the other Committees.

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.

The meeting resolved by the votes as follows:

**RESOLUTION:** The Meeting resolved that the remuneration of the Company's Directors, remuneration of the Audit committee, remuneration of Executives Committee and other Committees for the year 2017 as proposed by the Chairman be approved by 280,413,984 votes or equivalent to 89.3429% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 313,862,663 votes and assigned the Board to allocate the Annual Bonus of Directors in appropriate within the limit amount.

**Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for the fiscal year 2017**

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

Mr. Pravit Chattalada, Chairman of the Audit Committee, reported that the resolution of the Board of Director with the recommendation of the Audit Committee, proposed to the meeting to consider the appointment of auditor from KPMG Phoomchai Audit Limited to be the Company's auditor for the year 2017 which consist of (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 together with proposed the meeting to consider fixing the auditor remuneration for the year 2017 as follows;

The remuneration of auditors for the annual financial statement of the Company shall be THB 1,350,000 and for the financial statement for three quarters shall be THB 390,000. Therefore, the total amount of the auditor's remuneration for the year 2017 is THB 1,740,000 which is the same rate as the auditor remuneration in 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. which are subsidiary Companies and HIS MSC Co.,Ltd. which is associated Company. The auditor's remuneration from the said companies for the year 2017 is total THB 1,220,000. 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 second year.

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

No further questions were asked The Chairman then proposed the meeting to consider the appointment of the Company's auditor and fixing the auditor's remuneration for the fiscal year 2017 by informed that the majority votes should be used to approve this agenda.

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 2017 with remuneration as follows: for the annual financial statement the sum of THB 1,350,000 and for the financial statement for three quarters

the sum of THB 390,000. Therefore, the total amount of the auditor's remuneration for the year 2017 is THB 1,740,000. This agenda was approved by 313,862,663 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 313,862,663 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.

Mr. Vinai Rungthiwasuwan, the proxy from Thai Investors Association, asked that nowadays, Technology has changed dramatically which may affected to our business. How does the Company prepare to manage it?

Mr. Aroon Tor-Ekbundit, President of Solutions Integration Group, gave 2 opinions as follows;

1. Cloud : Hardware and network are affected from using cloud but cloud still needs the network devices in connecting and the customers are not trust that cloud can keep the data safely which it may be spread out. As a company in the technology industry, the things that the Company can take benefits from cloud are customer services including consulting services from IT experts which the Company can make the recurring revenues. Nevertheless, the Company has option to reassure to the customers by provide On-Premises service on cloud. Moreover, the Company remain to focus on creating and developing new software to be intellectual property of the Company for respond the customer's needs as well.

2. Open source : Nowadays, the large organizations need to reduce costs which occurred from technology so that open source is one choice that the company is preparing to do these business for respond the customer needs especially in bigdata which have had a huge data to manage.

Mr. Vinai Rungthiwasuwan, the proxy from Thai Investors Association, asked about the ratio of service revenue of the Company.

Mr. Aroon Tor-Ekbundit, President of Solutions Integration Group, clarified that the ratio of service revenue is approximately 11 percent which is growing up continually from renting on cloud, business consulting, printing service contract or managed service that the Company provide the services to customers.

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 11.20 A.M.

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

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