



**Notice of Annual General Meeting No. 23/2018**  
**Metro Systems Corporation Public Company Limited**  
**April 4, 2018 at 10.00 A.M.**

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



**บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)**

**Metro Systems Corporation Public Company Limited**

400 ถนนเฉลิมพระเกียรติ ร.9 แขวงคลองบอน เขตประเวศ กรุงเทพมหานคร 10250 โทร: +662 089 4000 แฟกซ์: +662 726 2630  
400 Chalermprakiat Rama 9 Road, Nong Bon, Prawet, Bangkok 10250 Tel: +662 089 4000 Fax: +662 726 2630

SCO 007/2018

February 28, 2018

**Subject :** Notice of Annual General Meeting No. 23/2018  
**To :** Shareholders of Metro Systems Corporation Public Company Limited  
**Enclosures :**

1. Copy of the minutes of Annual General Meeting No. 22/2017;
2. The Company's Annual Report for 2017 (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. 23/2018 at 10.00 a.m. on Wednesday, the 4<sup>th</sup> day of April, 2018 at the 2<sup>nd</sup> 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. 22/2017.**

**Facts and Reasons :** The Annual General Meeting No.22/2017 was held on April 5, 2017, 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, 2017 and the Annual Report for 2017.**

**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 2017 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, 2017 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, 2017.**

**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, 2017 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, 2017 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 2017.**

**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 Article 44 and 45 of the Company's Articles of Association state that the Company shall allocate at least five (5) percent of net profit 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 2017, amounting to THB 219,065,463 or equivalent to THB 0.61 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 2017 to the Company’s shareholders in the amount of 360,000,000 shares at the rate of THB 0.43 per share, totaling THB 154,800,000 or equivalent to 70.66 % 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 eligible to attend the Annual General Meeting and entitled to obtain dividend is fixed on March 12, 2018. The payment of dividends will be made on April 30, 2018.

**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 2016 and 2017:

<b>Details of dividend payment</b>	<b>For the year 2016</b>	<b>For the year 2017</b>
1. Net profit	177,569,724 THB	219,065,463 THB
2. Number of shares	360,000,000 THB	360,000,000 THB
3. Dividend payment per share	0.35 Shares	0.43 Shares
4. Total dividend amount paid	126,000,000 THB	154,800,000 THB
5. Dividend payment ratio	70.96 %	70.66 %

**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 2018 Annual General Meeting are:

<b>Name of Director</b>	<b>Proposed Position</b>
(1) Mr. Sunpitt Sethpornpong	Chairman
(2) Mr.Narong Charuvajana	Vice Chairman
(3) Dr. Virach Aphimeteetamrong	Independent Director

The Company provided the shareholders opportunities for proposing the agenda and/or qualified candidates to be elected as the Company's director on Annual General Meeting 2018 between September 1, 2017 and November 30, 2017. However, there is no shareholder proposed any additional agenda to the meeting.

**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. Sunpitt Sethpornpong, Mr.Narong Charuvajana, Dr. Virach Aphimeteetamrong 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 of the Company. They all have the characteristic of leadership and vision with cleaned profile, ethics and morality together with taking their position in a good role and have not occupied as committee or a director of another business which could have conflict of interest. For Dr. Virach Aphimeteetamrong, who has been the Company's director more than 9 years, could advise independently. He qualified completely as the definition of the independent director which can bring the knowledge, experience and skills including the suggestion to the Company's business.

Therefore, the Committees have considered that the Annual General Meeting should elect Mr.Sunpitt Sethpornpong, Mr.Narong Charuvajana, Dr.Virach Aphimeteetamrong 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 by separating the ballot individually.

**Agenda 6. To consider fixing the remuneration of Directors, Audit Committee and other Committees for 2018.**

**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 attendance fee, annual 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's attendance fee.

**Remuneration of the other committees**

<b>Committee/Sub-Committee</b>	<b>Chairman (person/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 annual bonus of Board of Directors, the Directors's attendance fee and the remuneration of other committees are equal 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 and other sub-committees for the year 2018 as proposed by the Board's Nominating and Remuneration Sub-Committee. Therefore, the Board is of the consideration that the remunerations are appropriated, in comparison with the same industry, the Company's operating result and scope of authority (as per management structure in Annual report 2017)

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

**Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2018.**

**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.

KPMG Phoomchai Audit Limited has appointed as auditor for 2 years continually since 2016 because the said auditor has expertise in auditing, good standard at work and great performance.

**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 2018 and fixing the auditor remuneration for the year 2018 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**

Audit fee for the annual financial statement of the Company shall be THB 1,550,000 and THB 450,000 for three quarterly financial statements. Therefore, the total amount of audit fee for the year 2018 is THB 2,000,000 which increase from the year 2017 at 14.9%. Its increase is appropriate rate.

The following is a summary of the audit fee comparing from the years 2014 to 2018:

<b>Year</b>	<b>Audit fee (THB)</b>	<b>Comparison with the previous year</b>
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
2018	2,000,000	14.9% increase from the year 2017

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 amount of audit fee from the said companies for the year 2018 was THB 1,280,000. Moreover, 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 2018 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2018. The Audit Committee further resolved that the amount of audit fee for the year 2018 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. To consider revising the Articles of Association.**

**Facts and reasons :** Order of the Head of National Council for Peace and Order No. 21/2017 on amendments of laws to facilitate the ease of doing Business, article 9 shall be canceled wording in Public Limited Companies Act, B.E.2535, section 100 and replaced by the followings;

“Section 100 One or more shareholders holding the number of shares not less than ten percent of paid-up capital, by subscribing their names, may request the board of



directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders and held it within forty-five days as from the date they received the request in writing from the shareholders.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses which caused by convening such meeting and the Company shall reasonably provide facilitation.

In case that, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

Revising of Public Limited Companies Act B.E. 2535. Section 100 affects to the Articles of Association in category 5 article 33 which is illegal so that it should be revised as follows;

“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”.

One or more shareholders holding the number of shares not less than ten percent of paid-up capital, by subscribing their names, may request the board of directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders and held it within forty-five days as from the date they received the request in writing from the shareholders.

In case the board of directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses which caused by convening such meeting and the Company shall reasonably provide facilitation.

In case that, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed by the law, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

**Board's Opinion :** In order to comply with the above-mentioned criteria of the Public Limited Companies Act B.E. 2535, the Board has considered that the Articles of Association in category 5 regarding to shareholder's meeting, article 33 should be revised and 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 9. 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.

**Record date**

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 12, 2018.

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. Charree-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 Ms. 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](http://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 0-2089-4213 or by e-mail: [ir@metrosystems.co.th](mailto:ir@metrosystems.co.th) or [pitsiwon@metrosystems.co.th](mailto:pitsiwon@metrosystems.co.th) respectively.

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

Yours sincerely,

Sunpitt Sethpornpong

Mr.Sunpitt Sethpornpong  
Chairman



**บริษัท 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  
 400 Chalermprakiat Rama 9 Road, Nong Bon, Prawet, Bangkok 10250 Tel: +662 089 4000 Fax: +662 726 2630

## 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/Risk Management Sub-Committee                             |
| 3. Mr. Tavit Charuvajana                 | Director/Chairman of Executive Committee/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/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. Wanarak Eakachai | Director/Corporate Social Responsibility Committee/Corporate Governance Sub-Committee/Risk Management Sub-Committee/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)	
	2015	2016
<b>Statement of Financial Position</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)	
	2015	2016
<b>Revenue Structure</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)	
	2015	2016
<b>Statement of Financial Position</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;

<b>(1) Mr. Kittitaveekijkul Director</b>			
Approved	313,862,663	votes	equivalent to 100%
Disapproved	0	votes	equivalent to 0%
Abstained	0	votes	equivalent to 0%
<b>(2) Mr. Suvij Suvaruchiphorn Director</b>			
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			
<b>(3) Mr. Pravitt Chattalada Independent Director</b>			
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 form 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.

Signed Sunpitt Sethpornpong  
(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

<b>Name</b>	<b>Mr. Sunpitt Sethpornpong</b>	
<b>Position</b>	Chairman	
<b>Age</b>	52 years	
<b>Education</b>	<ul style="list-style-type: none"> <li>- M.M.Kellogg School of Management, Northwestern University, Evanston, Illinois, USA</li> <li>- B.S.Mechanical Engineering (Graduate Cumiaude), Massachusetts Institute of Technology, USA</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>- Certificate of Director Certificate Program (DCP) 2013, Thai Institute of Directors</li> </ul>	
<b>Experience</b>	He has been as MSC's director for 18 years	
Listed companies	1 listed company	
- Chairman	Metro Systems Corporation PCL.	2013 - Present
- Director		2000 - Present
Others (Non listed companies)	6 non listed companies	
-Director	Woodwalk (Thailand) Co., Ltd.	2001 - Present
-Executive Committee	Metro Co.,Ltd	2008 - Present
-Director	Metro Group Co.,Ltd	2008 - Present
-Director	MDEC International (1991) Co., Ltd.	2010 - Present
-Director	Metrophose Co.,Ltd	2012 - Present
-Director	N.I.M Co.,Ltd	2015 - Present
Current position which competed with or related to company's business.	None	
<b>Meeting Attendance in 2017</b>	5/5 times of Board of Director Meeting. 11/13 times of the Executive Committee Meeting. 1/1 times of Non-Executive Director	
<b>Number of Shares (Amount / %)</b>	1,000,000 shares/ amounting to 0.28%	
<b>Family relationship with directors</b>	None	

<b>Name</b>	<b>Mr. Narong Charuvajana</b>		
<b>Position</b>	Director/ Vice chairman of Nominating and Remuneration Sub-Committee		
<b>Age</b>	63 years		
<b>Education</b>	<ul style="list-style-type: none"> <li>- MBA Executive, Chulalongkorn University</li> <li>- Master of Accounting, Thammasart University</li> <li>- Bachelor of Accounting, Ramkhamhaeng University</li> </ul>		
<b>Training</b>	<ul style="list-style-type: none"> <li>- Certificate of Director Accreditation Program )DAP) 2003, Thai Institute of Directors</li> <li>- Certificate of Certification Program )DCP) 2003, Thai Institute of Directors</li> <li>- Certificate of Role of The Compensation Committee )RCC) 2007, Thai Institute of Directors</li> <li>- Certificate of Current Issue Seminar )R-CIS) 2009, Thai Institute of Directors</li> <li>- Certificate of Compensation Survey Seminar 2014, Thai Institute of Director</li> <li>- Certificate of Board Matter and Trends (BMT) 2016, Thai Institute of Director</li> </ul>		
<b>Experience</b>	He has been as MSC's director for 32 years		
<b>Listed companies</b>	<b>llisted companies</b>		
-Director	Metro Systems Corporation PCL.	1986 - Present	
-Vice chairman of Nominating and Remuneration Sub-Committee	Metro Systems Corporation PCL.	2006 - Present	
<b>Others (Non listed companies)</b>	<b>4non listed companies</b>		
-Director	HIS MSC Co., Ltd.	1991- Present	
-Director	Metro Professional Product Co.,Ltd.	1992- Present	
-Director	Center Container Co.,Ltd	1995- Present	
-Director	Metro Connect Co.,Ltd	2009 - Present	
Current position which competed with or related to company's businesses	None		
<b>Meeting Attendance in 2017</b>	5/5 times of Board of Director Meeting. 11/13 times of the Executive Committee Meeting. 2/2 times of the Nominating and Remuneration Sub-Committee Meeting. 1/1 time of the Non-Executive Director Meeting.		
<b>Number of Shares (Amount / %)</b>	16,711,331 Shares / amounting to 4.64%		
<b>Family relationship with directors</b>	Tavit Charuvajana's brother		

<b>Name</b>	<b>Dr. Virach Aphimeteetamrong</b>	
<b>Position</b>	Independent Director/ Audit Committee/ Chairman of Corporate Governance Sub-Committee	
<b>Age</b>	74 years	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Ph.D Finance, University of Illinois, USA</li> <li>- M.B.A. Gothenburg, Sweden</li> <li>- M.A.S. University of Illinois at Urbana-Champaign )UIUC(, USA</li> <li>- Bachelor of Accounting )honor(, Chulalongkorn University</li> </ul>	
<b>Training</b>	<ul style="list-style-type: none"> <li>- Certificate of Director Accreditation Program (DAP) 2003, Thai Institute of Directors</li> <li>- Certificate of Anti-Corruption for Executive Program (ACEP) 2012, Thai Institute of Directors</li> <li>- Certificate of Corporate Governance for Capital Market Intermediaries (CGI) 2015, Thai Institute of Directors</li> </ul>	
<b>Experience</b>	He has been as MSC's director for 23 years	
<b>Listed companies</b>	7listed companies	
- Independent Director / Audit Committee	Metro Systems Corporation PCL.	1995-Present
- Chairman of Corporate Governance Sub-Committee	Metro Systems Corporation PCL.	2015-Present
- Director	Supalai PLC.	1990-Present
- Independent Director / Chairman of Audit Committee	Bangkok Chain Hospital PLC.	2004-Present
- Independent Director / Chairman of Audit Committee	Asia Plus Security PLC.	2004-Present
- Chairman	Intouch Holding PLC.	2007-Present
- Independent Director	Thai Agro Energy PLC.	2013-Present
- Independent Director / Chairman of Audit Committee	Asia Group Holding PLC.	2015-Present
<b>Others (Non listed companies)</b>	2non listed companies	
- Chairman	Office of Dr. Wirat & Associates	1988-Present
- Independent Director / Chairman of Audit Committee	Tris Corporation Co., Ltd.	2002-Present
Current position which competed with or related to company's business.	None	
<b>Meeting Attendance in 2017</b>	5/5 times of Board of Director Meeting. 5/5 times of Audit Committee Meeting. 3/3 times of Corporate Governance Sub-Committee Meeting. 1/1 time of the Non-Executive Director Meeting.	
<b>Number of Shares (Amount / %)</b>	None	
<b>Family relationship with directors</b>	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	Chairman of the Audit Committee	
Age	85 Years	
Company's share in hand	0.06%	
Education	-BS.(Mathematics, Physics), Oregon State University, USA -Certificate of Director Accreditation Program (DAP) in 2003, Thai Institute of Directors	
<b>Experience</b>		
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.
2006 - Present	Nominating and Remuneration Sub-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	Audit Committee	
Age	74 Years	
Company's share in hand	-	
Education	<ul style="list-style-type: none"> <li>- Ph.D Finance,University of Illinois, USA</li> <li>- M.B.A. Gothenburg,Sweden</li> <li>- M.A.S. University of Illinois at Urbana-Champaign (UIUC),USA</li> <li>- Bachelor's Degree in Accounting (Honor) Chulalongkorn University</li> <li>- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors</li> <li>- Certificate of Anti-Corruption for Executive Program (ACEP) , Thai Institute of Directors, 2012</li> <li>- Certificate of Corporate Governance for Capital Market Intermediaries (CGI), Thai Institute of Directors, 2015</li> </ul>	
<u>Experience</u>		
1995 - Present	Independent Director / Audit Committee	Metro Systems Corporation PCL.
2015 - Present	Corporate Governance Sub-Committee	Metro Systems Corporation PCL.
1988 - Present	Chairman	Dr. Virach and Associates Co.,Ltd.
1990 - Present	Director	Supalai PCL.
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	Audit Committee	
Age	49 years	
Company's share in hand	No	
Education	<ul style="list-style-type: none"> <li>- MBA (Investment), Drexel University, Philadelphia, Pennsylvania, USA</li> <li>- Bachelor of Law (LL.B.), Thammasat University, Bangkok, Thailand</li> <li>- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors</li> </ul>	
<u>Experience</u>		
2014 - Present	Independent Director/Audit Committee	Metro Systems Corporation PCL.
2015 - Present	Chairman of Risk management Sub-Committee	Metro Systems Corporation PCL.
2013 - Present	Chief Executive Director	Tan Power Company Limited
2007 - Present	Managing Partner	Aquarius Capital Co., Ltd
2016 - Present	Director	Dolphin Corp Co., Ltd
2017 - Present	Director	Phoenix World Energy Co.,Ltd

## Biography of the Auditors

Name	Mr. Veerachai Ratanajaratkul
Age	52 years old
Position	Auditor
CPA. Number	4323
Education Background	-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	45 years old
Position	Auditor
CPA. Number	5752
Education Background	-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	47 years old
Position	Auditor
CPA. Number	9832
Education Background	-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.

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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.

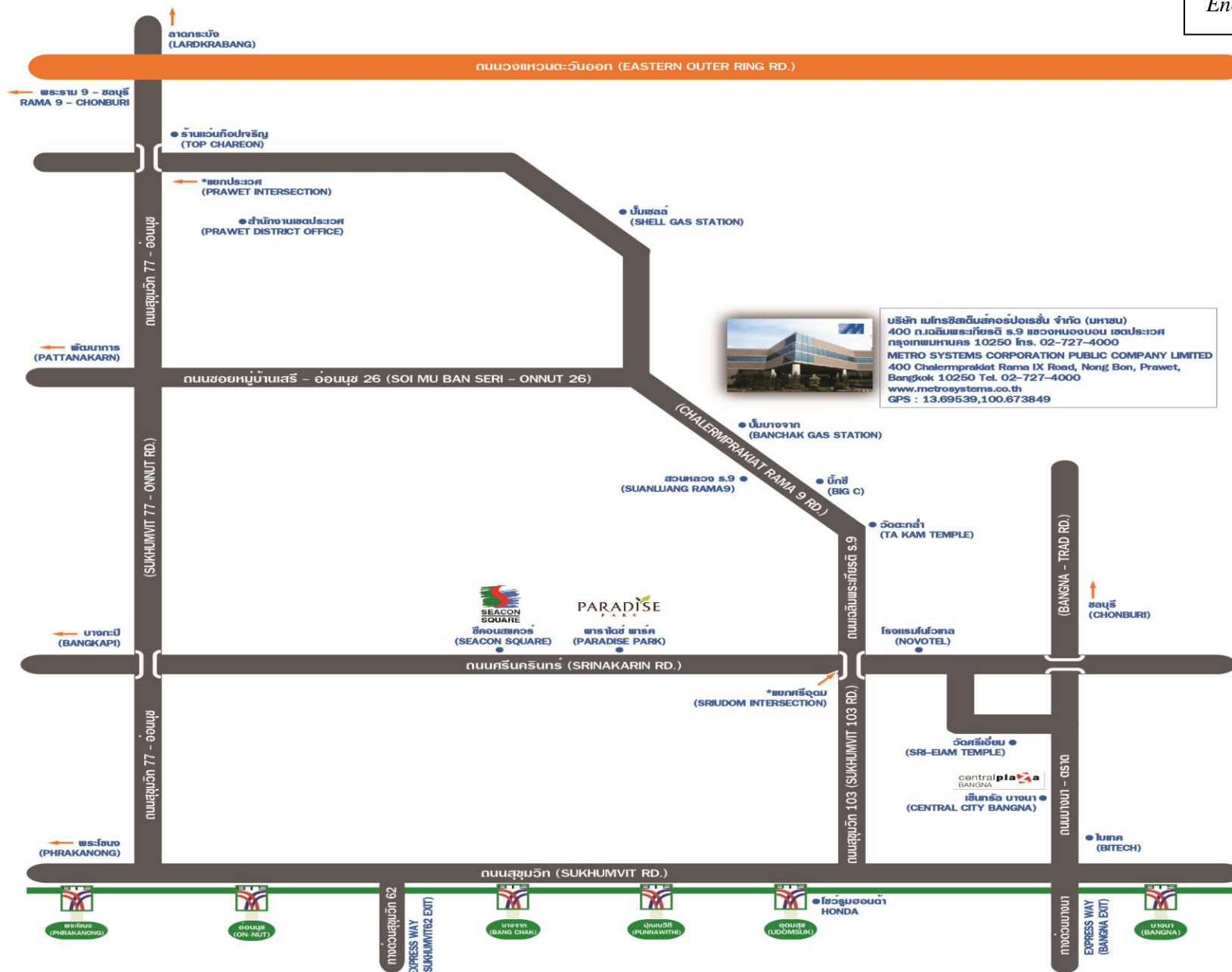
- c. A certified copy of the identification card of the authorized director(s) who signs the proxy (or passport if such director(s) is a foreigner).
- d. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).

**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).

<b>Registration</b>
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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.



บริษัท เมโทรซิสเต็มส์ คอร์ปอเรชั่น จำกัด (มหาชน)  
 400 ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ  
 กรุงเทพมหานคร 10250 โทร. 02-727-4000  
 METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED  
 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet,  
 Bangkok 10250 Tel. 02-727-4000  
 www.metro-systems.co.th  
 GPS : 13.69539,100.673849

รถประจำทางที่ผ่าน : - ถนนสุขุมวิท 103 (อุดมสุข) ได้แก่ ปอ.11, รถตู้ประจำเขต-อุดมสุข  
 - 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 2018  
April 4, 2018**

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 2018 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