



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. 23/2018

Date time & place: Held on April 4, 2018, at 10.00 A.M. at the Company's principle office, 2nd Floor of G Building, No. 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

Quorum of the meeting: 49 shareholders and proxies, divided into 30 shareholders holding 58,390,239 shares, equivalent to 16.2195% of total shares of the Company, and 19 proxies, who represent the shareholders, holding 251,332,091 shares, equivalent to 69.8145% of the total shares of the Company. The number of Company shares represented at the meeting were 309,722,330 shares or 86.0340% of the total 360,000,000 paid-up capital 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 officer, introduced the members of the Board of Directors, the Committees, the Auditor and the Legal Consultant as follows:

Directors attending the meeting:

- | | |
|--|---|
| 1. Mr. Sunpitt Sethpornpong | Chairman |
| 2. Mr. Kitti 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. Suvij Suvaruchiphorn | Director/Chairman of Nominating and Remuneration Sub-Committee |
| 5. Mr. Narong Charuvajana | Director/Vice Chairman of Nominating and Remuneration Sub-Committee |
| 6. Mr. Wanarak Eakachai | Director/Corporate Social Responsibility Committee/ Corporate Governance Sub-Committee/
Risk Management Sub-Committee/
Deputy Managing Director |
| 7. Mr. Pravit Chattalada | Independent Director/Chairman of the Audit Committee/Chairman of Corporate Social Responsibility Committee/Nominating and Remuneration Sub-Committee |
| 8. Dr. Virach Aphimeteetamrong | Independent Director/Audit Committee/
Chairman of Corporate Governance Sub-Committee |
| 9. Mr. Charcree-Amorn Tirachulisoonthorn | Independent Director/Audit Committee/
Chairman of Risk Management Sub-Committee |

Directors not attending to the meeting: None

Executives attending the meeting:

- | | |
|--------------------------------|--|
| 1. Mr. Thongchai Lumveerakul | Executive Committee/ Corporate Governance
Sub-Committee/Risk Management Sub-Committee/
President of Digital Printing Group |
| 2. Mr. Veeraphan Durongsang | Executive Committee/ Corporate Governance
Sub-Committee/Risk Management Sub-Committee/
President of Digital Solutions Group |
| 2. Mr. Aroon Tor-Ekbundit | Executive Committee/ Corporate Governance
Sub-Committee/Risk Management Sub-Committee/
President of Solutions Integration Group |
| 4. Mrs. Nittaya Thanaviriyakul | Executive Committee/ Corporate Governance
Sub-Committee/Risk Management Sub-Committee/
President of Accounting, Finance and Administration
Group/ President of Corporate Secretary Bureau |

Executives not attending to the meeting: None

Corporate Secretary:

Miss Sumateta Jitsiripol, Corporate Secretary, was appointed as the secretary of the meeting.

Legal Consultant

Mr. Sumath Arsirapot, Legal Consultant from Siam Palace Law and Business Company Limited, is appointed to check a quorum and count the vote in the meeting. Mr. Sumath Arsirapot then clarified for the Company's Articles of Association and the law that related to 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 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. to consider fixing the remuneration of directors as mentioned in agenda 6.

In a case, the law prescribes that the votes are not less than three-fourths ($3/4$) of the total votes of shareholders presenting at the meeting and entitled to vote, i.e. the revising of the Company's Articles of Association as mentioned in agenda 8.

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 9, 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, Mr. Sumath Arsirapot, Legal Consultant, 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. 22/2017

The Chairman informed to the meeting that the Annual General Meeting No.22/2017 was held on April 5, 2017 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.22/2017 by informed that the majority votes should be applied 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. 22/2017 was confirmed by 309,722,330 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 309,722,330 votes.

Agenda 2. To acknowledge the Company's operating results for the year ending December 31, 2017 and the Company's Annual Report for 2017

The Chairman assigned Mr. Kitti Techataveekijkul, Vice Chairman and Mr. Wanarak Eakachai, Director, reported the Company's operating results to the meeting.

Mr. Kitti Techataveekijkul, Vice Chairman, reported the Company's operating results for the year 2017 which has 4 topics as follows:

1. The operating results

The details of Consolidated Financial Statement and the Separate Financial Statements for the fiscal year ended December 31, 2017 and the revenue structure are appeared as follows:

The Summary of Consolidated Statements of Financial Position for the year ended as of December 31, 2017 in comparison with the year 2016.

	(In Millions of Baht)	
Statement of Financial Position	2016	2017
Total Assets	3,136	3,156
Total liabilities	1,508	1,417
Shareholders' equity	1,628	1,739
Statement of Comprehensive Income		
Total revenue	7,701	7,444
Gross profit	1,083	1,177
Selling and administrative expenses	874	912
Finance costs	22	18
Corporate income tax	43	60

(In Millions of Baht)

Statement of Comprehensive Income	2016	2017
Net profit	188	235
Earnings per share (THB)	0.52	0.65
Essential Financial Ratios		
Return on assets (%)	5.8	7.5
Return on equity (%)	11.8	14.0
Current Ratio (time)	1.7	1.9
Debt to Equity Ratio (time)	0.9	0.8
Revenue Structure		
Type of product		
Enterprise Systems Group	2,472	2,560
Solutions Integration Group	2,192	2,057
Office Supplies Group	2,133	1,994
Other Service	854	784

The Summary of Separate Financial Statements for the year ended as of December 31, 2017 in comparison with the year 2016.

(In Millions of Baht)

Statement of Financial Position	2016	2017
Total Assets	2,590	2,553
Total liabilities	1,245	1,115
Shareholders' equity	1,345	1,438
Statement of Comprehensive Income		
Total revenue	6,614	6,176
Gross profit	897	967
Selling and administrative expenses	752	793
Finance costs	15	11
Corporate income tax	33	31
Net profit	178	219
Earnings per share (THB)	0.49	0.61
Dividend per share (THB)	0.35	0.43
Essential Financial Ratios		
Return on assets (%)	6.7	8.5
Return on equity (%)	13.6	15.7

(In Millions of Baht)

Essential Financial Ratios	2016	2017
Current ratio (time)	1.6	1.8
Debt to Equity Ratio (time)	0.9	0.8

2. Investment

2.1 Comprehensive Digital Printing Center

The Company has appointed as a distributor of Hewlett Packard Enterprise. As well as increasing the investment in the field of printing and also display the various models of HP PageWide printer, multifunction printer, matching with the various demand of customers in small business to large business, together with 3D printer "HP Jet Fusion 3D Printing" that customers can print out a thing as virtual reality. It is the first advanced technology printer of Southeast Asia. All printers are displayed at "PageWide Technology Center" in order to present how to be leadership of technology which benefit to the customers who prefer to experience high-quality printing in the save cost. Therefore, the customer can visit our center and test all kind of printers before making decision to investment together with viewing our works both in 2 dimension and 3 dimension which are very satisfied to our customers.

2.2 Risk Management

The Company recognizes the importance of risk management, both operation level and organization level, by hired the specific professional consultants to advice about the risk management. In process, the Company have to take the risk assessment and provide risk control measures for ensuring that the risk is able to be in control. Therefore, every processes are in good cooperation by the employees and the executives.

3. Award

The Company got many awards from partners and institutes such as VMware - Strategic Win of the Year 2016/ Qlik ASEAN Elite Solution Provider of the Year 2016/ K2- Top Performer of 2016. It shows that the Company has a good performance in management of sales and services as the distributor of many products. In addition, the Company also regards to the social responsibility by certificated from Thaipat Institute to be 1 of 100 company where are outstanding in environment, social and good governance, as known as ESG100. The Company also got the very good level of CGR score in good corporate governance which is assessed by Thai Institute of Directors (IOD) from the company's public information. The company's CGR score is 87 points, equal to the average in the SET100 companies. It was more than the average score of the listed companies which were marked at 80 points. Moreover, the Company has certified ISO 9001:2015 which is the quality management from Bureau Veritas (Thailand) Ltd. since March 14, 2017 to March 13, 2019.

4. Activity

In 2017, the Company has had the activities continuously, such as sale promotion part, supporting technical knowledge to partners and customers, works related to enhancing

employee potential and the Corporate Social Responsibility (CSR) activities. The details are as follows:

4.1 The Company held seminars throughout the year totaling to 12 times, with at least 2,500 participants attending the seminars by arranged update technology to customer, such as Cloud /Internet of Thing /AI / PageWide etc, to ensure that the Company could transformed new technology to customers continuously (IT Transformation).

4.2 CSR Activity, The Company recognizes the importance of Corporate Social Responsibility (CSR) in many parts as follows:

- Corporate Governance (CG), such as invitation to shareholders to propose agenda and nominee's name for being the director in advance for the Annual General Meeting.

- Community and Social Development, such as knowledge development to teachers including support devices of computer and instructional media to the primary schools nearby the company.

- Education, such as project of program computer instruction to students.

- Environment, such as being the example company where navigates the use of solar cell for energy saving. This project was very impressed to our partners' companies and customers so there are many persons who interested to this project request to visit our site numerously. Moreover, the Company also set the project of waste management by recognize to our employee how important of environment and reduce wastes in the company which are for economic growth to sustainable development.

- Anti-Corruption, the Company did step by step of the Private Sector Collective Action Coalition Against Corruption (CAC) from declaration and did the process until got the certificate in 2016. This certificate has certified period for 3 years so it will expire in 2019. Therefore, to recertification, the Company has to prepare all of related document and do many campaigns both internal and external activities to against corruption.

The Chairman assigned Mr. Wanarak Eckachai, Director reported the Company's Human Resource part in the topic is 4.3 METRO Way to the meeting.

Mr. Wanarak Eckachai, reported about the human resource tasks that we always recognize in this part. As the Company's core policy "Customer success is our business", the employees are the key of success factors to our business by transferring the usefulness to the customers. The Company has continuously developed the employee capability which has received excellent advice from professional world-class company since the last 3 years. Moreover, the Company has officially launched METRO Way project on September 2017 with the purpose to determine core values of the organization and to be the guideline for work operation to the executives and employees of the Company and its subsidiaries by specified each letters of the word "METRO Way" to be clear. The meaning of each letters are M = Moral, E = Excellence, T = Teamwork, R = Respect & Trust and O = Ownership. The Company has arranged many activities involving this project such as orientation about the company's core value for new employees in every month, wearing METRO Way shirt every Friday, give award to employee who behave oneself according to METRO Way, etc.

The Chairman clarified to the shareholders that the Company's operating results ended December 31, 2017 was completely corrected then proposed the meeting to acknowledge. The detail appeared on the Annual Report 2017 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. Tanin Ngamvittayapong, shareholder, asked about the profit impact from company's sales strategy and revenue trend in services part.

Mr. Kitti Techataveekijkul, Vice Chairman clarified that the Company has focused on selling products which make more profit instead of selling products which has a high cost but low profit. Moreover, the Company has focus on service to the customers and try to earn more service revenue every year. However, the possibility of profit will change in any direction, it depends on the market conditions and the competition at that time.

Mr. Tanin Ngamvittayapong, shareholder, asked more information about the company has job opening for 100 additional positions, what is the purpose?

Mr. Kitti Techataveekijkul, clarified that the Company has recruited employees for 100 additional positions to carry out various projects that the Company was hired by the customers including to expand the service part which we need some experts. Therefore, our staffs must be trained to improve their knowledge to have all skills whether selling or servicing which raise the opportunity to get more revenues.

No further questions were asked. The Chairman then asked the meeting to acknowledge the Company's operating results ended December 31, 2017 and the Company's Annual Report for 2017.

RESOLUTION: There were 4 additional shareholders by 38,665 shares. Totaling to 309,760,995 votes of paid-up capital. However, 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, 2017 and the Company's Annual Report for 2017.

Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2017.

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2017 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 125-220 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, 2017 in order to comply with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked. The Chairman then requested the meeting to approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal period ending December 31, 2017 by informed that the majority votes should be used to approve in this agenda.

The meeting resolved by unanimity vote as follows:

RESOLUTION: There were additional shareholders by 300 shares. Totaling to 309,761,295 shares of paid-up capital the meeting resolved that the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ending December 31, 2017 be approved by 309,761,295 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 309,761,295 votes.

Agenda 4. To approve the profit allocation and the declaration of a dividend payment for 2017.

The Chairman reported the 2017 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 219,065,463 earning THB 0.61 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 2017 to the Company's shareholders amounting to 360,000,000 shares at the rate of THB 0.43 per share, total in THB 154,800,000 or equivalent to 70.66 percent of the Company's net profit which is consistent with the dividend payment policy of the Company by specified to pay the dividend to shareholders not less than fifty (50) percent of net profit after deduction of corporate income tax. Therefore, The Company has allocated net profits at least ten (10) percent of the registered capital according to the law and the Company's rules.

The record date for determination of which shareholders are entitled to obtain dividends is fixed on March 12, 2018. The payment of dividends will be made on April 30, 2018.

The Chairman asked the meeting to raise any questions of doubt. No further question was asked. The Chairman then proposed the meeting to approve the profit allocation and the declaration of a dividend payment for the year 2017.

The meeting resolved by unanimity vote as follows:

RESOLUTION: The meeting resolved to approve the declaration of dividend payment for the year 2017 at the rate of THB 0.43 per share, totaling THB 154,800,000 to the Company's shareholders or equivalent to 70.66 percent of the Company's net profit which is consistent with the dividend payment policy of the Company. The record date for determination of which

shareholders are entitled to obtain dividends is fixed on March 12, 2018. The payment of dividends will be made on April 30, 2018. It was approved by 309,761,295 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 309,761,295 votes.

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

As an interest person due to the Chairman was retired by rotation. The Chairman then ask Mr. Kitti Techataveekijkul, Vice Chairman, to propose this agenda and he left his duty temporarily.

Mr. Kitti Techataveekijkul, Vice Chairman, reported that Article 17 of the Company's Articles of Association states that one-third (1/3) 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.

The directors who will retire by rotation are:

- | | | |
|-----|-----------------------------|----------------------|
| (1) | Mr. Sunpitt Sethpornpong | Chairman |
| (2) | Mr. Narong Charuvajana | Director |
| (3) | Dr. Virach Aphimeteetamrong | 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.

Mr. Kitti Techataveekijkul requested the nominee to appear themselves before resolution.

Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana, Dr. Virach Aphimeteetamrong appeared themselves to the shareholders.

Mr. Kitti Techataveekijkul clarified to the meeting about the reason why Nominating and Remuneration Sub-Committee re-elected Dr. Virach Aphimeteetamrong, Independent director who works as this position more than 9 years. It clears that he could give the independent suggestions and has the completed qualification according to the definition of the

independent director. His knowledge and experiences together with his visions related to technology industry could be useful and give the best guidance to our business.

Therefore, the Company invited the Shareholders to propose the qualified candidates' names to be elect as the Company's director on the Annual General Meeting in 2018 in advance from September 1, 2017 to November 30, 2017 by published the news via website of the Stock Exchange of Thailand (SET) and generally announced on the Company's website. However, there was no candidates' names, proposed by shareholder, to be elect as the Company's director.

Mrs. Poonsri Karnchareonkulawong, Proxy from Thai Investors Association, asked about the nomination of Dr. Virach Aphimeteetamrong, Independent Director who retired by rotation that what is the significant point why Nominating and Remuneration Sub-Committee consider to re-elect the retired Independent Director? Have the Nominating and Remuneration Sub-Committee ever discussed about how to maintain the independence of the Independent Director who occupied this position more than 9 years and asked the candidate appear to the meeting and inform about what part in his responsible duty that he could help the Company and how could he maintain the independence properly?

Mr. Suvij Suvaruchiporn, Chairman of Nominating and Remuneration Sub-Committee, clarified to the meeting that the profile in education and experiences of Dr. Virach Aphimeteetamrong was appeared in page 26 of the Notice of Annual General Meeting which the shareholders could examine all of the details by yourself. Although he has held this position more than 9 years long but he has abundant experiences, skills, expertise in specific part which could help and give the beneficial suggestion to our business consistently, such as the issue that the state will enact laws applying to the listed companies or the audit issue. However, the Company invited the shareholders to propose the qualified candidates' names to be elected as the Company's Director but no one is proposed. Moreover, Nominating and Remuneration Sub-Committee has always discussed about long holding position which we try to seek the Independent Director who has the completed qualify to be the new one. Nevertheless, if the shareholders prefer to propose any nominee who meet the definition of Independent Director, the Company will appreciate.

Dr. Virach Aphimeteetamrong, Independent Director, appeared to the meeting and inform his nomination for another term that he works for the Company both in the position of Independent Director and Audit Committee. With his educational background, he graduated in accounting and finance field so he has to examine the financial statement accurately in consistent to the accounting standards, including to disclose any related document to the public transparently which are the important roll to do.

Mr. Kitti Techataveekijkul 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 applied to approve this agenda.

The meeting resolved to elect the Director individually as follows:

RESOLUTION: The meeting resolved to re-elect three directors who retired by rotation, namely Mr. Sunpitt Sethpornpong, Chairman, Mr. Narong Charuvajana, Director and Dr. Virach Aphimeteetamrong, Independent Director as the Company's directors for another term in the total of 309,761,295 votes by follows:

(1) Mr. Sunpitt Sethpornpong		Chairman	
Approved	308,761,295	votes equivalent to	99.6772 %
Disapproved	0	votes equivalent to	0 %
Abstained	1,000,000	votes equivalent to	0.3228 %
Invalid ballot	0	votes equivalent to	0%
Mr. Sunpitt Sethpornpong, an interest person, abstained his vote.			
(2) Mr. Narong Charuvajana		Director	
Approved	293,049,964	votes equivalent to	94.6051 %
Disapproved	0	votes equivalent to	0 %
Abstained	16,711,311	votes equivalent to	5.3949 %
Invalid ballot	0	votes equivalent to	0 %
Mr. Narong Charuvajana, an interest person, abstained his vote			
(3) Dr. Virach Aphimeteetamrong		Independent Director	
Approved	309,760,295	votes equivalent to	99.9997 %
Disapproved	1,000	votes equivalent to	0.0003 %
Abstained	0	votes equivalent to	0 %
Invalid ballot	0	votes equivalent to	0 %

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

The Chairman reported that the Board proposed to the Annual General Meeting to consider fixing the remuneration of the Directors, Audit Committee and other Committees for the year 2018. Therefore, The Director's annual bonus, remuneration of the Audit Committee, remuneration of Executive Committee and other Committees is equal the year 2017 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

Therefore, The Board will allocate the annual bonus in appropriate within the said amount.

Remuneration of the Audit Committee

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

Remuneration of the Executive Committee

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

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

Remuneration of the other Committees

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

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked, make comments or give any suggestions.

The Chairman prescribes that the resolution in this agenda are not less than two-thirds (2/3) of the total votes of shareholders present at the meeting and entitled to vote, then proposed the meeting to consider fixing the remuneration of the Directors, the Audit Committee and other committee for the year 2018.

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 Board of Directors, the Audit Committee, the Executives and other Committees for the year 2018 as proposed by the Chairman be approved by 276,312,616 votes or equivalent to 89.2018% of the total votes of the shareholders who attended the meeting and had the right to vote. There was abstention by 33,448,679 votes or equivalent to 10.7982% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 309,761,295 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 2018.

The Chairman 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 2018 which consist of Mr. Veerachai Ratanajaratkul C. P. A. License No. 4323 and/ or 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 2018 as follows;

The audit fee for the annual financial statement of the Company shall be THB 1,550,000 and for the financial statement for three quarters shall be THB 450,000. Therefore, the total amount of the audit fee for the year 2018 is THB 2,000,000 which is increase from the year 2017 in the amount of THB 260,000.

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 2018 is total THB 1,280,000. 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 for 3 years consecutively.

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 2018 by informed that this agenda will be approved from counting the majority vote of attending and voting shareholders.

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 are from KPMG Phoomchai Audit Limited, be appointed as auditors of the Company for the year 2018 with remuneration as follows: for the annual financial statement the sum of THB 1,550,000 and for the financial statement for three (3) quarters the sum of THB 450,000. Therefore, the total amount of the auditor's remuneration for the year 2018 is THB 2,000,000. This agenda was approved by 309,761,295 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 309,761,295 votes.

Agenda 8. To consider revising the Articles of Association.

The Chairman informed the meeting that the Board of Director proposed to the meeting to revise the Articles of Association in Category 5 Article 33 because it is conflict to Public Limited Companies Act, B.E.2535, Section 100 which revised by Order of the Head of National Council for Peace and Order No. 21/2017 in order to specify the number of shareholders who can subscribe their names to call an Extraordinary Meeting. Therefore, it should be revised to comply with the law 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 is called “Extraordinary Meetings”.

One or more shareholders holding the number of shares not less than ten (10) 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 (45) 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 (45) 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 in Article 35 , the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

The Chairman asked the meeting to raise any questions of doubt. No further question was asked.

The Chairman prescribes that the resolution in this agenda are not less than third-fourth (3/4) of the total votes of shareholders present at the meeting and entitled to vote, then proposed the meeting to consider revising the Articles of Association.

The meeting resolved by the votes as follows:

RESOLUTION: Approved the revising of the Article of Association in category 5 article 33 by 302,618,805 votes or equivalent to 97.6942% of the total votes of the shareholders who attended the meeting and had the right to vote. There were abstention by 7,142,490 votes or equivalent to 2.3058% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 309,761,295 votes.

Agenda 9. Other business (If any)

The Chairman informed the meeting how to propose other business for consideration in the agenda 9. 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 (1/3) 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. There were the questions from the shareholders as follows:

Mr. Thanin Ngamvittayaphong, shareholder, asked about the period of time when the dispute between the Company and The Federation of Savings and Credit Cooperatives of Thailand Limited (FSCT) were final judgement?, Does the Company have any reputation impacts for hiring other job?

The Chairman assigned Mr. Kitti Techataveekijkul, Vice Chairman and Mr. Aroon Tor-Ekbundit, Executive Committee, to explain to the meeting.

Mr. Kitti Techataveekijkul and Mr. Aroon Tor-Ekbundit answered the questions to the Meeting

Mr. Thanin Ngamvittayaphong, shareholder, asked more questions about the revenue from cash as a distributor of 3D printer, the product of Hewlett – Packard.

The Chairman assigned Mr. Kitti Techataveekijkul, Vice Chairman, to explain to the Meeting.

Mr. Kitti Techataveekijkul clarified the doubt to the shareholders.

Colonel Udom Sawangchoti, shareholder, asked about the latest of Opportunity Day that Mr. Aroon Tor-Ekbundit has had providing the information to the investors related to the additional employee recruitment. How about the detail of these projects and would this project significantly increase the revenue to the Company?

The Chairman assigned Mr. Aroon Tor-Ekbundit, Executive Committee, to explain to the Meeting.

Mr. Aroon Tor-Ekbundit clarified the details to the shareholders.

Mr. Supakorn Shinphongpaiboon, shareholder, asked about the possible plan that the Company are going to bid more big projects with the government sector?

The Chairman assigned Mr. Aroon Tor-Ekbundit, Executive Committee to clarify to the Meeting.

Mr. Aroon Tor-Ekbundit clarified the doubts to the shareholders.

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 11.40 A.M.

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

Signed Sumateta Jitsiripol
(Miss Sumateta Jitsiripol)
Secretary of the Meeting