



**Notice of Annual General Meeting No. 24/2019**  
**Metro Systems Corporation Public Company Limited**  
**April 3, 2019 at 10.00 A.M.**

**At MSC head office, 2<sup>nd</sup> floor of G Tower,**  
**No. 400, Chalermprakiat Rama IX Road,**  
**Nong Bon, Prawet, Bangkok, 10250**



**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

SCO 010/2019

March 4, 2019

**Subject :** Notice of Annual General Meeting No. 24/2019  
**To :** Shareholders of Metro Systems Corporation Public Company Limited  
**Enclosures :**

1. Copy of the minutes of Annual General Meeting No. 23/2018
2. The Company's Annual Report for 2018
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 to 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
11. Annual Report Requisition Form

Notice is hereby given that the Board of Directors of the Company has resolved to convene the Annual General Meeting No. 24/2019 at 10.00 a.m. on April 3, 2019 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. 23/2018.**

**Facts and Reasons :** The Annual General Meeting No.23/2018 was held on April 4, 2018, 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 confirmation.

**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, 2018 and the Annual Report for 2018.**

**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 of Annual General Meeting to the shareholders.

The Company prepared the correct and complete report on the Company's Operations and the Annual Report for 2018 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, 2018 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, 2018.**

**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, 2018 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, 2018 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 2018.**

**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 :** From the operations in the year of 2018, the Company has achieved a profit after the deduction of corporate income tax, amounting to THB 242,893,701 or equivalent to THB 0.67 per share. 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 2018 to the Company's shareholders in the amount of 360,000,000 shares at the rate of THB 0.47 per share, totaling to THB 169,200,000 or equivalent to 70% of the Company's net profit which is consistent with the dividend payment policy. Nevertheless, the Company has been 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, 2019. The payment of dividends will be made on April 30, 2019.

**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 2017 to 2018:

<b>Details of dividend payment</b>	<b>For the year 2017</b>	<b>For the year 2018</b>
1. Net profit	219,065,463 THB	242,893,701 THB
2. Number of shares	360,000,000 Shares	360,000,000 Shares
3. Dividend payment per share	0.43 THB	0.47 THB
4. Total dividend amount paid	154,800,000 THB	169,200,000 THB
5. Dividend payment ratio	70.66 %	69.66 %

**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 Annual General Meeting 2019 are:

<b><u>Name of Director</u></b>	<b><u>Proposed Position</u></b>
Mr. Tavit Charuvajana	Director
Mr. Wanarak Eakachai	Director
Mr. Charcree-Amorn Tirachulisoonthorn	Independent Director

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

The name list of the Company's directors was considered and proposed by the Company's Nominating and Remuneration Sub-Committee.

**Board's Opinion :** The Board has considered and fully accepted the opinion of the Nominating and Remuneration Sub-Committee. The Board also holds the opinion that the qualification of Mr. Tavit Charuvajana, Mr. Wanarak Eakachai and Mr. Charcree-Amorn Tirachulisoonthorn 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 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 Mr. Charcree-Amorn Tirachulisoonthorn, he has taken a position of independent director for a period of 5 years. If he is elected to this position for another term, the totaling duration will be counted to 8 years. Therefore, the Board of Director has considered that this proposed person in the position of independent director could advise independently and he qualified completely as the definition of the independent director which can bring the knowledge, experience, skills including useful suggestion to the Company's business.

Therefore, the shareholder has the right to propose nominees to be considered for the election as director at the Annual General Meeting No.24/2019 which the submitting

period was from September 1, 2018 to November 30, 2018. After the period ended, there was no nominee to be proposed as director into the agenda.

Therefore, the Committees have considered that the Annual General Meeting should elect Mr. Tavit Charuvajana, Mr. Wanarak Eakachai and Mr. Charcree-Amorn Tirachulisoonthorn who are already retired, 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 2019.**

**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 for proposing to the meeting of Board of Directors then the Annual General Meeting for approval respectively. Therefore, this remuneration is compared to the same business as well as considering the business's expansion 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 2,700,000 THB/year
Directors's attendance fee	amounting to 22,000 THB/person/meeting

**Remuneration of the Audit Committee**

For the Chairman	amounting to 130,000 THB/quarter
For each member	amounting to 100,000 THB/person/quarter

### **Remuneration of the Executive Committee**

For the Chairman amounting to 14,000 THB/person/meeting  
For each member amounting to 14,000 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	17,000 THB	12,000 THB
Corporate Governance Sub-Committee	17,000 THB	12,000 THB
Risk Management Sub-Committee	17,000 THB	12,000 THB
Nominating and Remuneration Sub-committee	17,000 THB	12,000 THB

The annual bonus of Board of Directors, the Directors's attendance fee and the remuneration of other committees are higher than the previous year.

### **Other Benefits:**

- None -

### **Comparison for remuneration and other benefits for 2018 to 2019 (Unit : THB)**

<b>Remuneration</b>	<b>2018</b>	<b>2019</b>
<b>Director</b>		
The annual bonus of BOD	Not over than 2,400,000/year	Not over than 2,700,000 /year
The attendance fee of BOD	20,000 /person/meeting	22,000 /person/meeting
<b>Audit Committee</b>		
For the Chairman	130,000 /quarter	130,000 /quarter
For each member	90,000 /quarter	100,000 /quarter
<b>Executive Committee</b>		
For the Chairman	12,000 /person/meeting	14,000 /person/meeting
For each member	12,000 /person/meeting	14,000 /person/meeting
<b>The Other Committees (CSR Committee/CG Sub-Committee/Risk Management Sub-Committee/Nominating and Remuneration Sub-Committee)</b>		
For the Chairman	15,000 /person/meeting	17,000 /person/meeting
For each member	10,000 /person/meeting	12,000 /person/meeting

### **Other Benefits**

Director	Undisclosed	None
----------	-------------	------

**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 2019 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 2018)

**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 2019.**

**Facts and Reasons :** The Public Limited Companies Act B.E. 2535, Section 120, states that the Annual General Meeting shall appoint an auditor and determine the remuneration of the auditor every year. In appointing the auditor, the former auditor may be reappointed. Article 46 of the Company's Articles of Association states that the auditor of the Company shall not be a director, employee, or act in any other position in the Company. In addition, the notification of the Securities and Exchange of Commission No. Kor Jor. 40/2540 re: "the rules and conditions of disclosure of financial status and business operation information of the company" states that a company is not permitted to appoint the same auditor who has already served as the auditor of the Company for the previous consecutive period of five (5) years.

**Board's Opinion :** In order to comply with the above-mentioned criteria of the Public Limited Companies Act B.E. 2535, and the proposal of the Audit Committee, the Board has considered and is of the opinion that the Annual General should consider appointing the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited as the auditors of the Company for the first year in 2019 and fixing the auditor remuneration for the year 2019 as follows:

**Names of auditors proposed for appointment are as follows:**

- |     |                |                  |                                 |
|-----|----------------|------------------|---------------------------------|
| (1) | Mrs. Wilasinee | Krishnamra       | C.P.A. License No. 7098, and/or |
| (2) | Mr. Chavala    | Tienpasertkij,   | C.P.A. License No. 4301, and/or |
| (3) | Dr. Suwatchai  | Meakhaamnouychai | C.P.A. License No. 6638, and/or |
| (4) | Mr. Wonlop     | Vilaivaravit     | C.P.A. License No. 6797         |

**Auditors' Remuneration**

Audit fee for the annual financial statement of the Company shall be THB 1,050,000 and THB 1,350,000 for three quarterly financial statements. Therefore, the total amount of audit fee for the year 2019 is THB 2,400,000 which increase from the year 2018 at 20%. Its increase is appropriate rate.

The following is a summary of the audit fee and non-audit fee comparing from the years 2015 to 2019:

<b>Year</b>	<b>Audit fee (THB)</b>	<b>Non-Audit fee</b>	<b>Comparison with the previous year</b>
2015	1,260,000	-Undisclosed-	5.9 % increase from the year 2014
2016	1,740,000	-Undisclosed-	38.1% increase from the year 2015
2017	1,740,000	-Undisclosed-	same rate as the year 2016
2018	2,000,000	-Undisclosed-	14.9% increase from the year 2017
2019	2,400,000	Actual cost	20% increase from the year 2018

The auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited are also the auditors of Metro Professional Product Co.,Ltd., Metro Connect Co.,Ltd., HIS MSC Co.,Ltd. which are the Company's subsidiaries and associated company. Therefore, the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited have no relationship or



interest in the Company, its subsidiaries, executives, major shareholders or interested persons as biography of the auditors in enclosure no. 6.

**Audit Committee's Opinion :** The Audit Committee has approved and suggest the Board of Director to propose the names of the said auditors from Deloitte Touche Tohmatsu Jaiyos Audit Limited to the 2019 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2019 due to the said auditing company has a world class standard together with expertise in auditing internationally. Moreover, the Audit Committee further resolved that the amount of audit fee for the year 2019 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 objective of the Company**

**Facts and reasons :** The Company aims to conduct business along with social responsibility so that the Company did the project by invested in the installation of a solar cell system which its project is friendly to environment by transform the natural energy to the electricity and use in the company's own business. This is consistent to the Company's environmental policy and according to the legal process, it is necessary for the company to revise the Company's Certificate by adding objective that the Company is able to produce electricity with solar cells for use in own business.

**Board's Opinion :** The Board has an opinion that the objective of the Company should be added 1 more items to 35 items as follows; "35. To produce electricity with solar cells for use in the business of the company only." The meeting then proposes the said objective to the meeting of Annual General Meeting to consider this matter.

**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 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, 2019.

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. Charcee-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.metrostems.co.th](http://www.metrostems.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).

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. 23/2018

**Date time & place:** Held on April 4, 2018, 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:** 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. 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. 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<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Digital Printing Group   |
| 2. Mr. Veeraphan Durongsang    | Executive Committee/ Corporate Governance<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Digital Solutions Group  |
| 2. Mr. Aroon Tor-Ekbundit      | Executive Committee/ Corporate Governance<br>Sub-Committee/Risk Management Sub-Committee/<br>President of Solutions Integration Group  |
| 4. 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 |

**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)

<b>Statement of Financial Position</b>	<b>2016</b>	<b>2017</b>
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)

<b>Statement of Comprehensive Income</b>	<b>2016</b>	<b>2017</b>
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)**

<b>Statement of Financial Position</b>	<b>2016</b>	<b>2017</b>
Total Assets	2,590	2,553
Total liabilities	1,245	1,115
Shareholders' equity	1,345	1,438

<b>Statement of Comprehensive Income</b>		
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

<b>Essential Financial Ratios</b>		
Return on assets (%)	6.7	8.5
Return on equity (%)	13.6	15.7

**(In Millions of Baht)**

<b>Essential Financial Ratios</b>	<b>2016</b>	<b>2017</b>
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 directions, 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:

<b>(1) Mr. Sunpitt Sethpornpong</b>		<b>Chairman</b>	
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.

<b>(2) Mr.Narong Charuvajana</b>		<b>Director</b>	
Approved	93,049,964	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

<b>(3) Dr. Virach Aphimeteetamrong</b>		<b>Independent Director</b>	
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**

<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, 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.

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

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

## Biography of directors proposed for election as directors of the Company

<b>Name</b>	<b>Mr. Tavit Charuvajana</b>	
<b>Position</b>	Director	
<b>Age</b>	69 years	
<b>Education</b>	- Honorary Master of Science, Information Technology Field, Chandrakasem Rajabhat University	
<b>Training</b>	-Executive Development Program, Commerce and Accounting Faculty, Thammasat University -Anusorn Business College	
<b>Experience</b>	He has been as MSC's director for 33 years (11 terms)	
Listed companies	1 listed company	
- Director - Chairman of Executive Directors - Chief Executive Officer	Metro Systems Corporation PCL.	1986 - Present
Others (Non listed companies)	4 non listed companies	
-Director	HIS MSC Co., Ltd	1991 - Present
-Director	Metro Connect Co., Ltd.	2009 - Present
-Director	Metro InfoTech Co., Ltd.	2010 - Present
-Director	Metro Info Dynamics Co., Ltd	2012 - 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. 12/12 times of the Executive Committee Meeting.	
<b>Number of Shares (Amount / %)</b>	15,287,348 shares/ amounting to 4.25%	
<b>Family relationship with directors</b>	Mr. Narong Charuvajana 's brother	

<b>Name</b>	<b>Mr. Wanarak Eakachai</b>		
<b>Position</b>	Director		
<b>Age</b>	66 years		
<b>Education</b>	<ul style="list-style-type: none"> <li>- BA (Political Science), University of Wisconsin, USA</li> <li>- Master of Philosophy, University of Wisconsin, USA</li> </ul>		
<b>Training</b>	- Certificate of Director Accreditation Program (DAP) 2016, Thai Institute of Directors		
<b>Experience</b>	He has been as MSC's director for 6 years ( 2 terms)		
Listed companies	1 listed companies		
-Director	Metro Systems Corporation PCL.	2013 - Present	
-Deputy Chief Executive Officer	Metro Systems Corporation PCL.	2014 - Present	
- Corporate Social Responsibility Committee	Metro Systems Corporation PCL.	2015 – Present	
- Corporate Governance Sub-Committee	Metro Systems Corporation PCL.	2015 – Present	
- Risk Management Sub-Committee	Metro Systems Corporation PCL.	2015 – Present	
- President of Human Resources Group	Metro Systems Corporation PCL.	2016 – Present	
Others (Non listed companies)	1 non listed companies		
-Director	Phoenix World Energy Co., Ltd	2017- 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. 12/12 times of the Executive Committee Meeting. 3/3 times of the CSR Committee Meeting. 3/3 times of the CG Sub-Committee Meeting. 4/4 times of the Risk Management Sub-Committee Meeting.		
<b>Number of Shares (Amount / %)</b>	None		
<b>Family relationship with directors</b>	None		

<b>Name</b>	<b>Mr. Chacree-Amorn Tirachulisoonthorn</b>		
<b>Position</b>	Independent Director		
<b>Age</b>	51 years		
<b>Education</b>	<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> </ul>		
<b>Training</b>	<ul style="list-style-type: none"> <li>- Certificate of Director Accreditation Program (DAP) 2012, Thai Institute of Directors</li> </ul>		
<b>Experience</b>	He has been as MSC's director for 5 years (2 terms)		
<b>Listed companies</b>	1 listed companies		
- Independent Director/ Audit Committee	Metro Systems Corporation PCL.		2014-Present
- Chairman of Risk Management Sub- Committee	Metro Systems Corporation PCL.		2015-Present
<b>Others (Non listed companies)</b>	7 non listed companies		
- Managing Partner	Aquarius Capital Co., Ltd.		2007 – Present
- Chief Executive Director	Tan Power Co., Ltd.		2013 – Present
- Executive Director	Energy Progress Co., Ltd.		2016 – Present
- Chief Executive Officer/ Executive Director	Dolphin Group Co., Ltd.		2017 – Present
- Executive Director	Whale Synergy Co., Ltd.		2017 – Present
- Executive Director	Phoenix World Energy Co., Ltd		2017 – Present
- Executive Director	Dolphin Capital Resources Co., Ltd		2017 – 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. 6/6 times of Audit Committee Meeting. 4/4 times of Risk Management 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 been 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	86 Years	
Company's share in hand	0.06%	
Education	<ul style="list-style-type: none"> <li>- BS.(Mathematics, Physics), Oregon State University, USA</li> <li>- Certificate of Director Accreditation Program (DAP) in 2003, Thai Institute of Directors</li> </ul>	
Special Interest	- None -	
<b>Experience</b>		
(In 5 previous years)		
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, Vatthapra, Bangkokyai, Bangkok 10600	
Position	Audit Committee	
Age	75 Years	
Company's share in hand	-None-	
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>	
Special Interest	- None-	
<b><u>Experience</u></b>		
(In 5 previous years)		
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	51 years	
Company's share in hand	-None-	
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>	
Special Interest	<ul style="list-style-type: none"> <li>- Agenda 1-3 and Agenda 6-8 are none.</li> <li>- Agenda 5 is special interest</li> </ul>	
<u>Experience</u>		
(In 5 previous years)		
2014 - Present	Independent Director/Audit Committee	Metro Systems Corporation PCL.
2015 - Present	Chairman of Risk management Sub-Committee	Metro Systems Corporation PCL.
2007 - Present	Managing Partner	Aquarius Capital Co., Ltd.
2013 - Present	Chief Executive Director	Tan Power Co., Ltd
2016 - Present	Executive Director	Energy Progress Co., Ltd.
2017 - Present	Chief Executive Officer/ Executive Director	Dolphin Group Co., Ltd.
2017 - Present	Executive Director	Dolphin Capital Resources Co., Ltd
2017 - Present	Executive Director	Phoenix World Energy Co.,Ltd
2017 - Present	Executive Director	Whale Synergy Co., Ltd

## Biography of the Auditors

Name Position CPA. Number Education Background  Work Experience	<p>Ms. Wilasinee Krishnamra</p> <p>Auditor Partner</p> <p>7098</p> <ul style="list-style-type: none"> <li>- Master of Commerce in Accounting, University of Sydney, Australia</li> <li>- Bachelor of Finance and accounting, Kasetsart University</li> <li>- Certified Public Accounting (CPA), Thailand</li> </ul> <p>- Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2006 - Present.</p>
Name Position CPA. Number Education Background  Work Experience	<p>Mr.Chavala Tienpasertkij</p> <p>Auditor Partner</p> <p>4301</p> <ul style="list-style-type: none"> <li>- Master of Accountancy, Chulalongkorn University</li> <li>- Master of Management Program, College Of Management, Mahidol University</li> <li>- Bachelor of Accountancy, Bangkok University (2<sup>nd</sup> class honors)</li> <li>- Certified Public Accountant (CPA), Thailand</li> </ul> <p>- Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 1990 - Present.</p>
Name Position CPA. Number Education Background  Work Experience	<p>Dr. Suwatchai Meakhaamnouychai</p> <p>Auditor Partner</p> <p>6638</p> <ul style="list-style-type: none"> <li>- Doctor of Public Administration Program in Public and Private Management, International Program, Ramkhamhaeng University</li> <li>- Master of Accounting Program (International Program), Thammasat University</li> <li>- Master of Financial accounting, Chulalongkorn University</li> <li>- Master of Business Administration (Finance), National Institute of Development Administration</li> <li>- Bachelor of Laws, Thammasat University</li> <li>- Bachelor of Finance and accounting, Kasetsart University</li> <li>- Thai Barrister-at-Law</li> <li>- Certified Public Accountant (CPA), Thailand</li> <li>- Chartered Financial Analyst (CFA), CFA Institute, USA</li> </ul> <p>- Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2008 - Present.</p>
Name Position CPA. Number Education Background  Work Experience	<p>Mr. Wonlop Vilaivaravit</p> <p>Auditor</p> <p>6797</p> <ul style="list-style-type: none"> <li>-Bachelor of Accountancy, Assumption University</li> <li>-Certified Public Accountant (CPA), Thailand</li> </ul> <p>-Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 1997- Present.</p>

**The Company's Articles of Association concerning to  
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 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."

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 is 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 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.

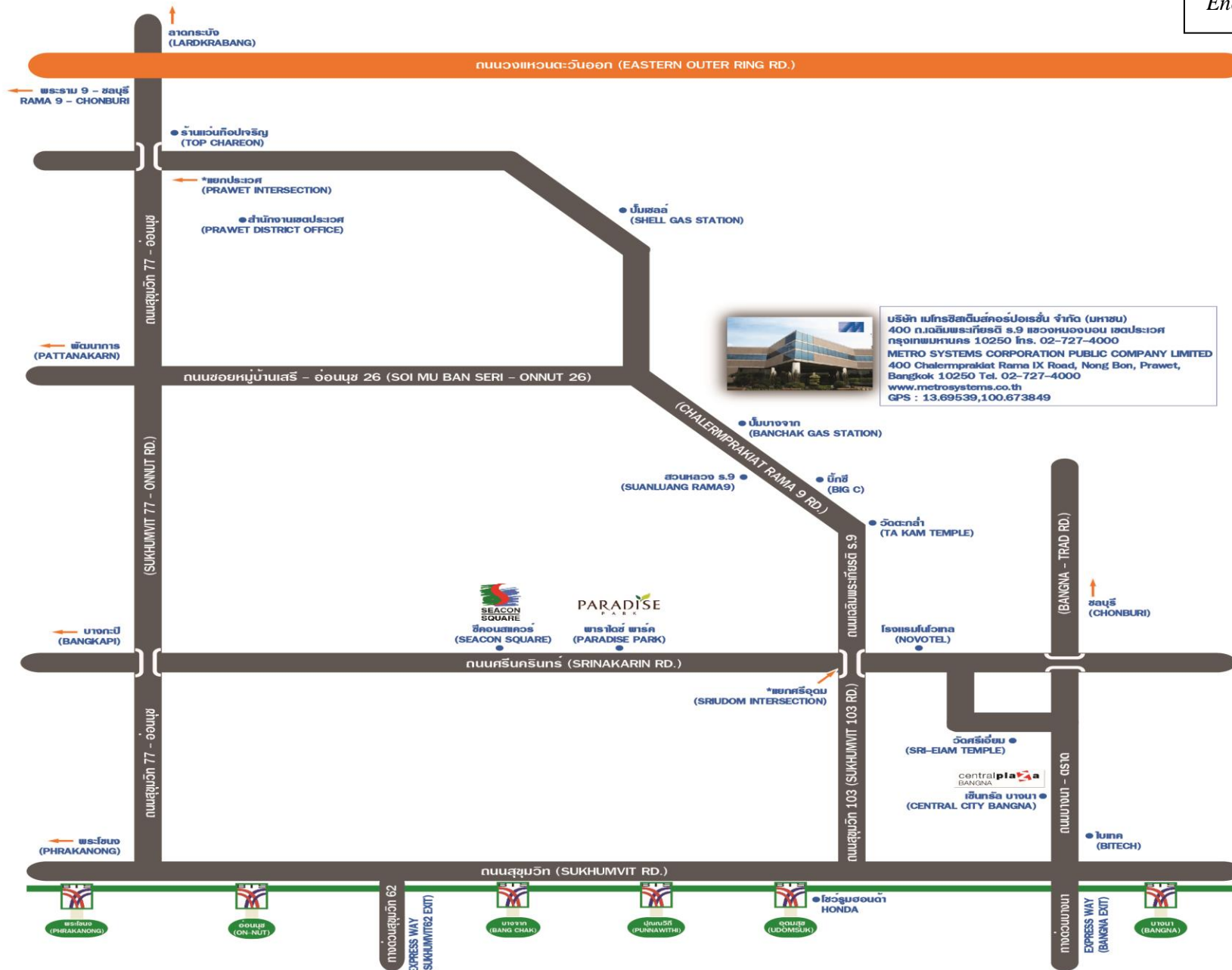
- b. A copy of a current Affidavit of a juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who signs the proxy.
- c. A certified copy of the identification card of the authorized director(s) who signs the proxy (or passport 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>
---------------------

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.



**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 2019  
April 3, 2019**

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 2019 through the following channels.

1. Email Address : ir@metrosystems.co.th
2. Post To : Corporate Secretary,  
Metro Systems Corporation Public Company Limited.  
400 Chalermprakit 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



**Annual Report Requisition Form**

A shareholder, who would like to receive a hard copy of Annual Report, please fill in the details below and send this form to the channel as follows;

1. Email Address : ir@metrosystems.co.th  
2. Post To : Corporate Secretary,  
Metro Systems Corporation Public Company Limited.  
400 Chalermprakit Rama IX Road  
Nong Bon, Prawet, Bangkok 10250

To Corporate Secretary Department

I, \_\_\_\_\_

Address, \_\_\_\_\_

Contact number : Home \_\_\_\_\_ Office \_\_\_\_\_ Mobile \_\_\_\_\_

would like to receive a hard copy of the following reports. (Please mark your choice)

2019 Annual Report (Thai version)

2019 Annual Report (English version)

Send to :

Above address

Following address \_\_\_\_\_

Contact number : \_\_\_\_\_