



## **Minutes of Annual General Meeting No. 25/2020**

**Date time & place:** Held on April 2, 2020, 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:** 41 shareholders and proxies, divided into 21 shareholders holding 44,117,014 shares, equivalent to 12.2547% of total shares of the Company, and 20 proxies, who represent the shareholders, holding 267,229,251 shares, equivalent to 74.2303% of the total shares of the Company. The number of Company shares represented at the meeting were 311,346,265 shares or 86.4851% 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:** Mrs. Sukanya Wimolsate, Human Resource Department Manager, introduced the members of the Board of Directors, the Executive Committees, the Corporate Secretary, the Auditor and the Legal Consultant as follows;

### **Directors attending the meeting:**

- |  |   |
|--|---|
| 1. Mr. Sunpitt Sethpornpong              | Chairman  |
| 2. Mr. Kitti Techataveekijkul            | Vice Chairman   |
| 3. Mr. Tavit Charuvajana                 | Director/ Chairman of Executive Committee/<br>Chief Executive Officer   |
| 4. Mr. Wanarak Eakachai                  | Director/ Deputy Chief Executive Officer  |
| 5. Mr. Narong Charuvajana                | Director  |
| 6. Mr. Pravitt Chattalada                | Independent Director/ Chairman of the Audit<br>Committee/Chairman of Sustainable Development<br>Sub-Committee |
| 7. Dr. Virach Aphimeteetamrong           | Independent Director/ Audit Committee/<br>Chairman of Corporate Governance Sub-Committee                      |
| 8. Assoc. Prof. Phornsiri Thivavarnvongs | Independent Director/ Audit Committee/<br>Chairman of Risk Management Sub-Committee                           |

### **Absent Directors:**

- |                             |  |
|-----------------------------|--|
| 1. Mr. Suvij Suvaruchiphorn | Director/ Chairman of Nominating and<br>Remuneration Sub-Committee |
|-----------------------------|--|

The Company has 9 directors, 8 directors attended to the Meeting, equivalent to 88.89% of the total directors of the Company.

**Executives attending the meeting:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Veeraphan Durongsang    | Executive Committee/ President of Digital Solutions Group  |
| 2. Mr. Aroon Tor-Ekbundit      | Executive Committee/ President of Solutions Integration Group  |
| 3. Mr. Suradet Lertthammajak   | Executive Committee/ President of Solutions Integration Group  |
| 4. Mrs. Nittaya Thanaviriyakul | Executive Committee/ President of Accounting, Finance and Administration Group/President of Corporate Affairs Group/ Chief Financial Officer |

**Absent Executives:**

- |                              |  |
|------------------------------|--|
| 1. Mr. Thongchai Lumveerakul | Executive Committee/ President of Digital Printing Group |
|------------------------------|--|

**Corporate Secretary:**

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

**Auditor:**

Mrs. Wilasinee Krishnamra C.P.A. License No.7098 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is the Company's Auditor for the year 2019.

**Legal Consultant:**

Mr. Nikorn Richucositsawat, Legal Consultant from Metro Systems Corporation Public Company Limited, is appointed to check a quorum and count the vote in the meeting.

Mr. Nikorn Richucositsawat 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.

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 8, the Public Limited Companies Act, Article 105 Section 2, prescribes that the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares issued and sold may request that the meeting consider matters other than those indicated in the notice calling for the meeting.

Upon the shareholder's acknowledgement of a quorum, the Company's Articles of Association, the law that related the meeting and voting manner concerning each agenda, Mr. Nikorn Richucositsawat, 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. 24/2019.**

The Chairman informed to the meeting that the Annual General Meeting No. 24/ 2019 was held on April 3, 2019 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.24/2019 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.24/2019 was confirmed by 311,346,265 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 311,346,265 votes. Therefore, no shareholder vote disapproval, abstention and there was no invalid ballot.

**Agenda 2. To acknowledge the Company's operating results for the year ending December 31, 2019 and the Company's Annual Report for 2019.**

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

Mr. Kitti Techataveekijkul, Vice Chairman, reported the Company's operating results for the year 2019 which has 2 topics as follows:

**1. The operating results**

The details of Consolidated Financial Statement for the fiscal year ended December 31, 2019 and the revenue structure are appeared as follows;

**The Summary of Consolidated Statements of Financial Position for the year ended as of December 31, 2019 in comparison with the year 2018.**

	<b>(In Millions of Baht)</b>	
	<b>2018</b>	<b>2019</b>
<b>Statement of Financial Position</b>		
Total Assets	3,510	3,282
Total liabilities	1,648	1,389
Shareholders' equity	1,862	1,893
<b>Statement of Comprehensive Income</b>		
Revenue from sales, service and rental	7,974	7,402
Other income	78	73
Gross profit	1,256	1,210

Selling and administrative expenses	970	998
Finance costs	18	13
Share of profit (loss) of investments in associates	0.5	2.1
Corporate income tax	64	51
Net profit attributable to owner of parent	283	220
Earnings per share (THB)	0.79	0.61

### Essential Financial Ratios

Return on assets (%)	8.5	6.5
Return on equity (%)	15.7	11.7
Current Ratio (time)	1.7	1.9
Debt to Equity Ratio (time)	0.9	0.7

(In Millions of Baht)

	2018	2019
<b>Revenue Structure</b>		
Type of product		
Hardware	2,870	2,153
Software	2,255	2,408
Supplies	1,893	1,774
Other Services	956	1,067

Furthermore, Mr. Kitti Techataveekijkul clarified more details to the meeting regarding to the Management Discussion and Analysis (MD&A) in revenue structures by product type, revenue structures by industry, gross profit and gross profit margin separated by products type respectively.

## 2. Sustainability Development Highlight

The Company remain committed to operate the business together with consideration of Corporate Social Responsibility (CSR) in the parts of environment, society and governance in order to drive the organization towards sustainability in accordance with the Company's goals. Therefore, the Company has set strategy by established the framework from sustainable development policy in 3 areas as follows;

### 2.1 Environment part

The Company pushed awareness to all employees about environmental protection in accordance with the environment framework and communicated these details to the employees about how important of this aspect through the METRO Green Clean Office project which organized by the Company for making participation with employees to ensure that they can manage the use of resources usefully and save the energy appropriately. The Company has internal campaigns by reducing power consumption, water saving, electricity saving, electronic waste disposal which are the waste reduction from business processes. Moreover, the Company campaigned to classify the waste and throw in the right trashcan which it resulted to reduce the

waste within organization and could dispose the remaining waste with eco-friendly processes, such as the conversion of wet waste into fertilizer for internal use.

## 2.2 Society part

The Company has organized various activities which support our surrounding community and society such as;

- MSC Academy Project : This project is for improving the potential of employees which is consistent with the individual development plan together with professional development career path and it is an important strategy to keep our employees move forward with the organization sustainably.

- METRO Donation Project : This project is for supporting various communities with many activities including to encourage the employees to participate in community and social development.

- Smart Classroom Project : The continuous project that the Company has contributed the donation of computer equipment or educational materials which are very helpful to students in nearby schools and in the rural areas.

- University Partnership Project : The Company has collaborated with leading universities by taking part in these universities and educate the students with IT knowledge which are useful for their career in the future.

- METRO Brain Based Start Up Project : This project gave employees an opportunity to express their thoughts, innovate of new technology or extend the business in order to make the innovation of the organization which will lead the benefit to the Company sustainably.

## 2.3 Governance part

The Company has set policies, regulations or rules to ensure that the Board of Directors and all employees comply with them strictly. Moreover, CG Code, a corporate governance manual, was newly made in accordance with the guideline of the Stock Exchange of Thailand (SET). In 2019, the company has been evaluated for Corporate Governance Report of Thai Listed Companies (CGR) by achieved 89%. For the evaluation of the quality of the arrangement of Annual General Meeting of Shareholder (AGM Checklist), the Company was rated at 97.5% which were higher than the average score of the listed companies in both evaluations. In addition, the company participated in the assessment of Thailand Sustainability Investment (THSI) in 2019 for the first year and sincerely hopes that in the near future, the company will pass the assessment criteria and being one of the listed companies in THSI certainly.

However, Anti-Corruption is the part that the Company has awareness and attach highest importance consistently. We did all processes by declared to be one of member of Thailand Private Sector of Collective Action Coalition against Corruption (CAC) and certified it since the year 2016. In the Present, the Company has been renewed CAC certification for the second time already on February 4, 2019.

The Chairman clarified to the shareholders that the Company's operating results ended December 31, 2019 was completely corrected then proposed the meeting to acknowledge. The detail appeared on the Annual Report 2019 which already sent to the shareholder together

with the Notice of Annual General Meeting (QR Code). Therefore, the Chairman asked the meeting to raise any questions of doubt.

No further question was asked. The Chairman then asked the meeting to acknowledge the Company's operating results ended December 31, 2019 and the Company's Annual Report for 2019.

**RESOLUTION:** This agenda is for acknowledgement. There was no vote so it deemed that the Meeting acknowledged the Company's operating results for the year ended December 31, 2019 and the Company's Annual Report for 2019.

**Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2019.**

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2019 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 175-253 which has been sent to the shareholders together with Notice of Annual General Meeting.

The Board of Directors and the Audit Committees had approved the Statements of Financial Position and the Statements of Comprehensive Income, which were audited by the auditor of the Company completely. 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, 2019 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 question was 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, 2019 by informed that the majority votes should be used to approve in this agenda.

The meeting resolved by unanimity vote as follows;

**RESOLUTION:** The meeting resolved that the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ending December 31, 2019 be approved by 311,346,265 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 311,346,265 votes. Therefore, no shareholder vote disapproval, abstention and there was no invalid ballot.

**Agenda 4. To approve the profit allocation and the declaration of a dividend payment for 2019.**

The Chairman reported the 2019 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 233,755,796 by earning THB 0.65 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 2019 to the Company's shareholders amounting to 360,000,000 shares at the rate of THB 0.45 per share, totaling to THB 162,000,000 or equivalent to 69.30% 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 50% of net profit after deduction of corporate income tax. Therefore, The Company has allocated net profits at least 10% 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, 2020. The payment of dividends will be made on April 30, 2020.

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 2019 by informed that the majority votes should be used to approve in this agenda.

The meeting resolved by unanimity vote as follows;

**RESOLUTION:** The meeting resolved to approve the declaration of dividend payment for the year 2019 at the rate of THB 0.45 per share, totaling to THB 162,000,000 to the Company's shareholders or equivalent to 69.30% of the Company's net profit which is consistent with the dividend payment policy of the Company. Therefore, the record date for determination of which shareholders are entitled to obtain dividends is fixed on March 12, 2020. The payment of dividends will be made on April 30, 2020. It was approved by 311,346,265 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 311,346,265 votes. No shareholder vote disapproval, abstention and there was no invalid ballot.

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

The Chairman, reported that Article 17 of the Company's Articles of Association states that one-third (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. Kitti Techathaveekijkul | Vice Chairman        |
| (2) | Mr. Suvij Suvaruchiphorn    | Director             |
| (3) | Mr. Pravit Chattalada       | Independent Director |

The Nominating and Remuneration Sub-Committee considered and proposed to re-elected three directors as the Directors of the Company for another term. The Board is of the opinion that the qualifications of the said three retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535. They possess sufficient knowledge and experience in the related business activities of the Company and can contribute to develop the Company. For Mr. Pravit Chattalada, he has taken a position of Independent Director for a period of 25 years. If he is elected to this position for another term, the totaling duration will be counted to 28 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. 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.

Furthermore, 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 2020 in advance from August 30, 2019 to December 2, 2019 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.

The chairman requested the nominee to appear themselves before resolution.

Mr. Kitti Techathaveekijkul and Mr. Pravit Chattalada appeared themselves to the shareholders.

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked 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. Kitti Techathaveekijkul, Vice Chairman, Mr. Suvij Suvaruchiphorn, Director and Mr. Pravit Chattalada, Independent Director as the Company's directors for another term in the total of 311,346,265 votes by follows;

<b>(1) Mr. Kitti Techathaveekijkul</b>		<b>Vice Chairman</b>	
Approved	311,346,265	votes	equivalent to 100 %
Disapproved	0	votes	equivalent to 0 %
Abstained	0	votes	equivalent to 0 %
Invalid ballot	0	votes	equivalent to 0%
Total	311,346,265	votes	equivalent to 100 %
<b>(2) Mr. Suvij Suvaruchiphorn</b>		<b>Director</b>	
Approved	310,896,265	votes	equivalent to 99.8555 %
Disapproved	0	votes	equivalent to 0 %
Abstained	450,000	votes	equivalent to 0.1445 %
Invalid ballot	0	votes	equivalent to 0 %
Total	311,346,265	votes	equivalent to 100 %

Mr. Suvij Suvaruchiphorn, the director who is interest person, abstained his vote in this agenda.

<b>(3) Mr. Pravit Chattalada</b>		<b>Independent Director</b>	
Approved	311,345,265	votes	equivalent to 99.9997 %
Disapproved	0	votes	equivalent to 0 %
Abstained	1,000	votes	equivalent to 0.0003 %
Invalid ballot	0	votes	equivalent to 0 %
Total	311,346,265	votes	equivalent to 100 %

**Agenda 6. To consider fixing the remuneration of Directors, Audit Committee and other Committees for 2020.**

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 2020. Therefore, The Director's annual bonus, remuneration of the Audit Committee, remuneration of Executive Committee and other Committees are equal to the year 2019 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

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 100,000 THB/quarter

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

For the Chairman	amounting to	14,000 THB/meeting
For each member	amounting to	14,000 THB/person/meeting

However, the Directors who take the position of Executive Committee 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>
Sustainable Development Sub-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 Chairman asked the meeting to raise any questions of doubt. No further questions were asked, make comments or give any suggestions then the Chairman requested the meeting to consider fixing the remuneration of Directors, Audit Committee and other Committees for 2020 by prescribed 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.

Mr. Sunpitt Sethpornpong, Mr. Tavit Charuvajana, Mr. Narong 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 Sub-Committees for the year 2020 as proposed by the Board of Director be approved by 277,897,430 votes or equivalent to 89.2567% of the total votes of the shareholders who attended the meeting and had the right to vote. There was abstention by 33,448,835 votes or equivalent to 10.7433% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 311,346,265 votes and no disapproval vote or invalid ballot. Therefore, the meeting 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 2020.**

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 Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditor for the year 2020 for the second year, which consist of Mrs. Wilasinee Krishnamra C. P. A. License No. 7098 and/or Mr. Chavala Tienpasertkij C. P. A. License No. 4301 and/or Mrs. Nisakorn Songmanee C. P. A. License No. 5035 and/or Ms. Kornthong Luangvilai C. P. A.

License No. 7210 together with proposed the meeting to consider fixing the auditor remuneration for the year 2020 as follows;

The audit fee for the annual financial statement of the Company shall be THB 1,280,000 and for the financial statement for three quarters shall be THB 1,380,000. Therefore, the total amount of the audit fee for the year 2020 is THB 2,660,000 which increased from the year 2019 in the amount of THB 260,000.

The auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are also the auditors of Metro Professional Product Co., Ltd., Metro Connect Co., Ltd. and HIS MSC Co., Ltd. Which are the Company's subsidiaries and associated company. The auditor's remuneration from the said companies for the year 2020 is total THB 1,135,000. The said auditors have no relationship or interest with the Company, its subsidiaries, executives, major shareholders or other connected persons.

The Chairman asked the meeting to raise any questions of doubt. No further question was asked. The Chairman then proposed the meeting to consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2020 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 Mrs. Wilasinee Krishnamra C.P.A. License No. 7098 and/ or Mr. Chavala Tienpasertkij C.P.A. License No. 4301 and/ or Mrs. Nisakorn Songmanee C.P.A. License No. 5035 and/ or Ms. Kornthong Luangvilai C.P.A. License No. 7210 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be appointed as auditors of the Company for the year 2020 for the second year with remuneration as follows; for the annual financial statement at THB 1,280,000 and for the financial statement for three (3) quarters at THB 1,380,000. Therefore, the total amount of the auditor's remuneration for the year 2020 is THB 2,660,000. This agenda was approved by 311,346,265 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 311,346,265 votes. Therefore, no shareholder vote disapproval, abstention and there was no invalid ballot.

#### **Agenda 8. Other business (If any)**

The Chairman informed the meeting how to propose other business for consideration in the agenda 8. According to Article 105 Section 2 of Public Limited Companies Act B.E.2535 which prescribes that the shareholders holding shares amounting to not less than one-third (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.

The Chairman asked the meeting to raise any questions of doubt or expressing opinions. There was no other business proposed by the shareholders.

The Chairman then informed to the meeting about how to confirm the Minutes of the Annual General Meeting No.25/2563 that the Company will disclose the Minutes on the Company's website within 14 days from the date of the meeting. In case that any shareholders wish to amend or propose the opinion related to the said meeting Minutes, please inform the Corporate Secretary via email [ir@metrosystems.co.th](mailto:ir@metrosystems.co.th) within 7 days from the date that the document is published. If the specified period has elapsed, it means that this Minutes of the Annual General Meeting No. 25/2020 would be approved rightfully. However, if there are any amendments, the Company reserves the right to amend the Minutes within the scope of the content relevant to the Annual General Meeting No. 25/2563 only.

In addition, The Chairman informed the meeting that the agenda of confirmation of the previous Annual General Meeting's Minutes is not required by the law. Therefore, the Company would no longer include this item on the agenda in the next meeting due to the Company has published the Minutes of Annual General Meeting of Shareholder on the Company's website and grant the right to shareholders to propose the amendment or give any opinions in accordance with the specified time frame.

There was no other matter proposed by the shareholders to consider, make comments or give any suggestions. The Chairman then thanked the attending shareholders and closed the meeting at 10.40 A.M.

Signed Sunpitt Sethpornpong

(Mr. Sunpitt Sethpornpong)  
Chairman of the Meeting

Signed Sumateta Jitsiripol

(Miss Sumateta Jitsiripol)  
Secretary of the Meeting