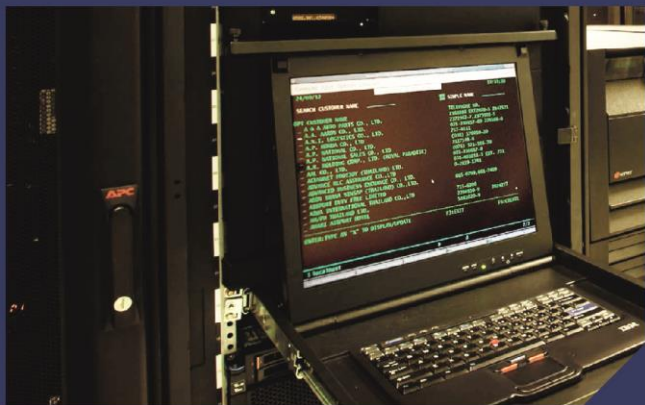


Annual Report 2013



Metro Systems Corporation Public Company Limited

400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok 10250 Tel: 0-2727-4000, 0-2726-2828 Fax: 0-2726-2630

Table of Contents

➤1	<i>Messages from Chairman</i>
➤2	<i>Corporate Policy and Background</i>
➤5	<i>Nature of Business</i>
➤12	<i>Risk Factors</i>
➤13	<i>Corporate Overview</i>
➤17	<i>Shareholders</i>
➤18	<i>Dividend Policy</i>
➤19	<i>Management Structure</i>
➤32	<i>Control of Business</i>
➤38	<i>Corporate Social Responsibility</i>
➤39	<i>Internal Control and Risk Management</i>
➤40	<i>Inter – Company Transaction</i>
➤45	<i>Financial Summary</i>
➤46	<i>Analysis and Explanation from the Management</i>
➤49	<i>Auditing Committees Report</i>
➤50	<i>Responsibilities Report of Board of Director</i>
➤51	<i>Financial Statement</i>



Messages from Chairman

Throughout the year of 2013, the whole business sector had to confront challenges due to economic uncertainty and political factor that affected purchasing and investor's confidence. However, amidst the volatility, some business in Thai economy could expand well. To have a potential for growth, a business must have strong foundation and be able to enhance its competitiveness. In addition, an entrepreneur has to adjust himself, add more value to his goods or services, and create more business opportunities via various channels. Service quality, personnel skill development, and customer satisfaction creation must be emphasized so that customers will come back and use the provided services again and again.

Due to the popularity of Big Data Technology usage and the growth of BYOD, such as smartphone and tablet, the demand in mobile applications and application interface creation increased rapidly. Moreover, Cloud Computing technology started to have a major role in an organization because it can concretely reduce the expenditure of investment in information technology. The Company has anticipated the trend of change and market demand to use the above, new technology, therefore professional personnel has been prepared in order to be able to serve the Company's customers comprehensively and inclusively.

The Company always commits to the vision, as its business conduct, to be the leading distributor of major products in IT industry, and to enhance and develop comprehensive IT services in order to add more value to the Company, as well as to support the personnel to be skilled and able to provide standardized services and to create customer's progress so that the customer can respond to technology changes. With those visions, the Company has arranged many projects to develop its personnel in terms of IT knowledge and also has arranged many training programs for students in various projects so that the students have on-the-job knowledge before being employed in the labour market.

On behalf of the Board of Directors of the Company, we would like to thank all of our customers and shareholders who always support the Company's business operation. Thank you all executives and employees who always commit to their work and perform their duties to the best of their ability and knowledge. The Company will always manage the business with transparency and morality and promise to promote the sustainable IT society.

Mr. Sunpitt Sethpornpong

Chairman

1

Corporate Policy and Background

Corporate Background

Metro Systems Corporation (Public) Co., Ltd. was founded on 6 January 1986 with 4-million-Baht registered capitals. The Company started its business by being the first distributor of IBM products in Southeast Asian. After that, the Company expanded by distributing IT solutions and providing services from other leading IT companies so that the services provided would be comprehensive and meet the needs of customers.

In 1995, the Company resolved to increase its registered capital to 180 million Baht and restructured its business by registering to be the public company limited with the Stock Exchange of Thailand (SET). The first common stock was traded on 9 May 1996. Throughout the Company's operation period, the Company has changed its registered capital properly to its size of

business. Today the Company's registered capital is 360 million Baht (paid-up capital).

The Company divided its management into three product groups, namely, hardware products, software solution products, and consumable products. In addition, the management operation is divided into subsidiary companies and affiliated companies which are 8 companies on aggregate, in order to be able to cover all commercial and industrial sectors. There has been the establishment of IT Training Centre, and Technology Demonstration Centre to provide knowledge to society, in which any customer, organization, government agency, or education institution can visit to learn or test the performance of various solutions before investing in IT products to create the most efficiency.

Significant Improvement and Development

Metro Systems Corporation (Public) Co., Ltd. has continuously developed its organization, by aiming to achieve the operating efficiency based on the business environment, especially in these following improvement and development:

2013	Certified by ISO/IEC 27001:2005 in Business Continuity Solutions relating to the corporate information protection.
2012	Metro Info Dynamics Co., Ltd. was established.
2011	Completed Jointed Venture Business in JBCC (Thailand) Co., Ltd.
2010	Certified by ISO/IEC 20000-1:2011 and ISO/IEC 27001:2005 in Managed Services 27001:2005
2009	Metro Connet Co., Ltd. was established.
2008	Certified by ISO 9001:2008

Mission

The main mission of the Company is “To be a world-class information technology total solutions provider with effective business continuity management by professional teamwork, with commitment to customer success and to make significant contribution to the development of the information society”

Vision

- To be the leading distributor of major products in IT industry.
- To enhance and develop comprehensive IT services in order to add more value to the Company.
- To support the personnel to be skilled and able to provide standardized services and to create customer's progress so that the customer can respond to technology changes.

Quality Policy

The quality policy of the Company is “Accuracy, Timeliness, and Commitment to Continuous Improvement”.

Business Objectives

In 2014, the Company targets that the growth of gross revenue and gross profit will be close to that of 2013 and the Company still maintains the emphasis on various operations to achieve the goals, which are:

1. To maintain the sales target of existing customers and increase sales target in the new customers base by closely cooperating with business partners to offer comprehensive solutions which correspond to the target customer's requirements;
2. To provide the high quality products or solutions in term of hardware, software and visualization technology for work efficiency improvement, and expenses reduction;
3. To focus on the investment of new technology so that the customers will rely on the technology used by the Company and to supply the efficient and practical products for the customers;
4. To benefit from the certified standard ISO/IEC 20000:2005 and ISO/IEC 27001:2005 as the business advantage in expansion of outsourcing service which assists the customers in managing IT security, preventing the risk of threat and facilitating the flow of business transactions.
5. Researching and developing sales to track potential changes, such as Cloud, Big Data and Mobility.

Corporate Shareholding Structure

By promoting and supporting its main business operation, the Company has invested in 8 related IT companies (consisting of 4 subsidiaries and 4 associated companies) in order to meet the customers' demand and effectively provide full-range of service. The shareholding structure and management policy are determined by the Company as follows.



Relationship Between Main Groups of Corporate Shareholders

At present, the company's largest shareholder group consists of companies with the same group of shareholders ' group and Charuvajana Family who founded the company.

2

Nature of Business

Based on the business operation under new mission framework, the Company has determined clear work division among the main Company, Metro System Corporation Public Company Limited and its subsidiaries covering products IT products and services as follows.

Metro System Corporation Public Co., Ltd. has divided its product and service lines into the following categories:

- **Enterprise Systems Group (ESG)** to distribute software solution and IT services comprising with middle-sized computer, PC, storage, retail system, printer for large-sized computer system generating 37.4% of total revenue in 2013.

- **Solutions Integration Group (SIG)** to distribute software solution and IT services for enhancing effective business management with 29.8% of total revenue in 2013.

- **Office Supplies Group (OSG)** to distribute the consumable or office supplies products relating to computer, small-sized printer, camera and projector, etc. with 32.2% of total revenue in 2013.

The Company also developed demonstration center for new integrated technology could be utilized for maximum operation such as information management solution for executive's business decision, data centre development in line with business direction and risk prevention.

Mixed concept regarding IT technology and types of communication is known as Unified Communication leads to the idea of working or doing business at all places and time. The facility is open for customers, government agencies, private sectors and education institutions to visit, test and try out those technologies according to Proof of Concept.

Revenue Structure

The revenue structure of the Company and its subsidiaries could be divided into these following categories based on the nature of business during the period of last 3 years.

(Unit : Million Baht)

Products and Services	Operated By	2013		2012		2011	
		Income	%	Income	%	Income	%
Part 1 : Sale and Service Incomes							
Enterprise Systems Group (ESG)	MSC/MPP/MCC/ MID	2,532	37.4	2,285	35.6	2,667	43.0
Solution Integration Group (SIG)	MSC/MIT	2,184	32.2	1,920	30.0	1,610	25.9
Office Supplies Group (OSG)	MSC	2,019	29.8	2,173	33.9	1,903	30.7
Others		8.4	0.1	5.3	0.1	9.7	0.2
Total Sale and Service Incomes		6,743	99.6	6,383	99.6	6,189	99.7
Part 2 : Other Incomes		29	0.4	32	0.5	22	0.4
Total Company's and Subsidiaries' Incomes		6,773	100.0	6,416	100.1	6,211	100.1
Part 3 : Profit (Loss) of Associated Companies PSP/MS/HIS/JBTH							
		0.3	0.01	-4	-0.06	-5	-0.1
Total Income		6,773	100	6,412	100	6,206	100

Source : Combined Financial Statement

Products and Services

Presently, Metro System Corporation PCL runs business as the dealer and service provider for complete information technology under the world's leading brand, such as, IBM, Hewlette-Packard, Cannon, Lenovo, Cisco, Dell, Acer, Epson, Microsoft, Solidwork. The products and services have been divided into 3 groups as the following:

Enterprise Systems Group (ESG)

This ESG is running its business on Hardware Products Distribution, consisting of mid-range computer, PC, data storage device, retail system, and printer for large-scale computer system. In case that there is purchase of large-sized IT system, the customer's key decision relies on the seller's expertise and service after

sale. On the other hand, the small-sized computer system will focus on price factor.

The crucial strategy is to develop officers' expertise that can response customer's demand, create value added to products and services instead of only price mechanism. It also includes the cooperation with manufacturing companies or other software developers to present complete solution with both hardware and software in market expansion into business and industry customers.

Solutions Integration Group (SIG)

The **SIG** is responsible for Software Solutions Distribution, relating to management process for ERP Software, Business Analysis Software, Office and Workflow System Software, Security Solutions for Network and Database, Network and IT Solutions, including other types of IT, such as, recovery system, hosting service, training service, and etc.

The appointment as software dealer doesn't make difference from Seller Company and IT. The Company needs to develop expertise in products and services by focusing on trained officer with certificate from product owner. The Company provides software at various prices corresponding customers' demand. However, some software has been modified to be smaller.

Industry and Competition

In general, the competition in dealer business does not depend much on different product brands or product specifications. So, most dealers put focus on marketing activities especially pricing and service quality competition. Also, they are required to be aware of affecting policy factor such as contract termination, dealer's role downgrade, new dealer appointment by manufacturer or manufacturing Company's policy on direct sale to customers.

As the result, the Company has prepared the strategic plan in managing external factors to reduce business risks as the following:

It results in the appropriate price enough to expand Company into more middle and small ranges of customers.

Office Supplies Group (OSG)

The OSG is operating its business relating to distribution on computer, personal printer, camera, projector, and etc. through the telesales marketing system and e-Procurement via www.metro-oa.com

Considering high competition in both price and many sellers who have imitated products, the Company focuses on complete product sale with genuine brand, quality. It can be delivered very fast and also includes additional marketing in middle-class and small customer groups in Bangkok and other provinces.

Regarding **product management**, the Company focuses on the increase in wide ranges of product and service from multiple manufacturers. The Company also finds the way to add value to products as proven to manufacturing Company and customer by leverage of officers' expertise. All strategies have the aim to make distinguishing quality out of other dealers and competitors in the market, and to reduce the risk arising from the mentioned issue.

For **customer-based management**, the Company places the importance on the expansion of customers in private sector from SMEs to larger organizations and those in various industries, such as, electronic parts, automobile and financial institutions with

the aim to diversify the risk in case of industrial investment recession. The Company also seeks the cooperation with manufacturing Company and software developer to expand the business into the new group of customer such as education institution etc. The Company attempts to avoid engaging in highly competitive business such as mega project bidding, government agency project and wholesale business. Moreover, the Company has prepared the business risk management plan by diversifying the revenue equally received from each customer or one particular customer base to mitigate the impact in case of lost customer.

It includes the development of sale and marketing activity to maintain good relationship with customers who could boost the repeated purchase rate from old customer by 74 per cent of total customer and the accumulated amount reaches 94 per cent of total revenue.

The next strategy is **Management on Customer Shares and Distribution Channels** which works through

Industry Trend and Competitive Situation

NSTDA assessed that the overall computer hardware market has continuously reduced growth rate from 2012-2013. Specifically, in 2012, the growth rate was reduced 2.6% and it further reduced by 4% in 2013. Proportion of sales of personal computer reduced a lot from 70.5% in 2012 to 64.3% in 2013. However, the proportion of system sales increased from 10.8% in 2012 to 11.6% in 2013 and proportion of peripheral device sales increased from 18.7% in 2012 to 20.1% in 2013.

In 2014, it is expected that average growth for the overall computer hardware market is 4.3%. It is also expected that investment in system will expand 11% which in

both Direct Sale and Dealers. However, the Company tends to concentrate on Direct Sale more than Dealers at the ratio of 87:23 since the Company has long experience and expertise in this kind of sale. It can expand great deal of market shares with high profit and also manage the risk about debtor more effectively. On the contrary, Dealers method encourages the product distribution to retail customers, customer group in provincial areas or industries in which the Company does not have expertise.

The continuous human resources ability development has been designed for officers to be able to give advice on IT investment and present IT solution corresponding to the customer's need. This development will create added value and distinction in application effectiveness more than only mechanism in pricing competition. It also includes the development of technology demonstration centre based on Proof of Concept which gives opportunity for study and direct experience in actual usage. Customer will have more confidence in making decision on IT investment.

accordance with that of organizational technology such as Bring Your Own Device (BYOD), Virtualization, Cloud and Big Data. Personal computer, printer, and enterprise storage are expected to grow 1.7%, 4.6% and 13.1%, respectively, in accordance with more information to handle with and the investment to support BYOD, Cloud and Big Data. However, in 2014, there are also negative factors such as political instability, reduced consumer's purchasing power, and stagnant IT business in overall image.

In 2014, IT service that is expected to be highly popular is the Software as a Service (SaaS) because

there are more and more domestic and international software companies that have started to provide SaaS service in Thailand. Gartner puts more emphasis on mobile devices as IT users now use more and more of smartphone and tablet and therefore the importance of application coding to connect information with the organization is increasing. The use of Cloud Computing will grow at the faster rate, with the expectation from Cisco system that the growth would be 6 times within 2016 since various systems and information that used to be limited by traditional methods will start to be operated more flexibly. Many organizations will realize the importance of Cloud usage and will demand the standardized platform that is commonly used and practical in order to prepare for perfect use of Cloud Computing in the future.

Big Data will still expand because many organizations will utilize the in-depth information analysis to create competitiveness. Those organizations will be able to reap the benefits of Big Data to improve their flexibility to operate business and filter the information for

Supplies on IT Products and Services

The Company focuses on the IT products and services which are well-known and acceptable as international effective standard, as well as the products that have been researched and developed continuously, in which such products can either increase both customers' and Company's benefit or be different from the competitors' products.

As the product supplies for Company's distribution, such purchase shall be mainly made through

more efficiency and better return on investment. However, such information will be multiplied but outdated quickly; therefore organizations have to find an efficient tool to present and to analyse such huge and complicated information.

The Company has been tracking the technological advancement and prepared to support the possible trend by supplying the products and services that meet the needs of customers, such as Cloud Computing and new applications related to Big Data which will ensure that information processing and management can be done quickly, efficiently and cost-effectively for IT system management. In addition, the Company offers the solutions related to IP technology to support the information access at all times and enhance potential to work through network. The Company also develops mobile application and provides the services of business continuity to support continuous operation at the time an emergency occurs. Last but not least, the Company develops its personnel by allowing them to learn new technology to create strength in business operation.

manufacturers' representatives' branch located in Thailand in order to reduce the fluctuation of currency rate which shall affect to the cost of products and price determination. Except some products, if necessary, the Company would have ordered the products through distribution representatives in Singapore and United States, in which the Company had made the international currency agreement in advance in order to reduce the risk of currency market.

Main Agreements Related to Business Operation

Majority of business operation of the Company and its subsidiaries are contracted as “Distribution Agreement” in which the existing related parties are detailed as follows.

Parties / Agreement	Term of Agreement	Details
1. IBM (Thailand) Co., Ltd. / Partner Agreement	2 Years (November 2011-2013)	This is categorized as “Distributorship Agreement” for the products in the group of System-X and retailed computers.
2. IBM (Thailand) Co., Ltd. / Partner Agreement	2 Years (November 2011-2013)	This is categorized as “Distributorship Agreement” for the products in the group of System-X, AIX/Linux Operating Systems, banking equipments and services.
3. IBM (Thailand) Co., Ltd. / Partner Agreement	2 Years (May 2012-2014)	This is categorized as “Distributorship Agreement” for the products in the group of System-X, AIX/Linux Operating Systems which have been upgraded (IBM Pure System), banking equipments and services.
4. IBM (Singapore) Co., Ltd. / Partner Agreement	6 Months (July – December 2013)	This is categorized as “Distributorship Agreement” for the products in the group of software, i.e. Lotus, IBM, Tivoli, and Cognos.
5. Hewlett-Packard Thailand Ltd. / Authorized Dealer Agreement	Unspecified	This is categorized as “Distributorship Agreement” for the products in the group of personal computers, printers, database, and office supplies.
6. Microsoft Regional Sales Corporation, Singapore / Microsoft Channel Agreement	1 Year (September 2013 – August 2014)	This is categorized as “Distributorship Agreement” for Microsoft software.

Parties / Agreement	Term of Agreement	Details
7. SolidWorks Corporation, USA / Software Reseller Agreement	1 Year (April 2013 – March 2014)	This is categorized as “Distributorship Agreement” for SolidWorks.
8. Epson (Thailand) Co., Ltd.	1 Year (April 2013 – March 2014)	Epson Products, both authentic products and accessories.
9. Lexmark International (Singapore) Pte., Ltd.	Unspecified	Toner Cartridges to be used with printers.
10. Cisco Systems	2 Years (28 January 2013 – 27 January 2015)	Peripheral Devices for Computers, Telephone System, Remote Meeting, Computer System Security.
11. Imation South Asia Region (Authorized Distributor Certificate)	1 Year (January– December 2013)	Imation Product Brand Distributor

3

Risk Factors

Risks affecting to the stability of IT product and service dealer business could be divided into the following:

Risk Caused by Manufacturers' Policy :

The Company's manufacturers can appoint additional dealers or make direct sale to consumers. Also, the period of contract the Company is holding as dealer is quite short for only 1-3 years. This short contract period could result in contract termination or dealer's role reduction. Therefore, the Company precedes the strategic plan to add more varieties of product and service, appropriately manage the proportion of sale and profit receiving from products and services with balanced allocation in order to diversify the risks.

Price Risk: This could result in the reduction of sale and profit. Therefore, it needs to concentrate on value added to products and services by utilizing the officers' constant developed expertise to make unique difference from competitors.

Risk of Product Depreciation: Due to the rapid change in technology and customer's requirements, they have significant impact on cost and inventory. Consequently, the Company has arranged inventory management system to monitor and check the movement of product, planned investment project and marketing campaign activities to reduce the number of days inventory turnover and obsolete items,

Debt Management Risk: For any debts which has been caused by Company's approval to the customers for direct credits without paying back or following to the terms and conditions required by the Company, the Company has reduced the risk on bad debt, the Company, therefore, determined the credit approval standard and appropriate credit policy, followed up and controlled the debt management continuously, and determined the policy on allowance of doubtful debt which has been unexpected to pay back according to the Account Receivable Aging.

Currency Exchange Risk: Based on the oversea purchase order, the Company has the preventive policy on Currency Fluctuation by making an advance currency contract with the manufacturers in order to reduce the risk on costs.

Human Resource Risk: To keep up with the shift of technology and customer's demand, the Company has prepared continuous and comprehensive human resources plan at all levels such as career training or other relevant knowledge for creating well-rounded officers, sale and service skill ranking test according to the manufacturing Company's requirement, team building seminar and incentive fair payment.

4

Corporate Overview

Details of Company, Subsidiaries, Associated Company and Related Persons

Metro Systems Corporation (Public) Co., Ltd.

Head Office :

Company Name:	:	Metro Systems Corporation (Public) Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Distribution Agency for Computer Hardware and Software Solutions, including full IT services
Registration No.	:	0107538000347
Registered and Paid Capital	:	THB 360,000,000.00
Number of Shares	:	360,000,000 shares
Par Value	:	THB 1.00
Head Office Location	:	400 Chalemprakiat Rama 9 Rd., Nongbon, Pravat, Bangkok 10250
Telephone	:	02-726-2555, 02-727-4000
Fax	:	02-726-2630
Website	:	http://www.metro systems.co.th

Branches :

Bangkok Advanced Learning	:	979/27-31 16 th Floor, SM Tower, Phaholyothin Road, Samsen-nai, Phayathai, Bangkok 10400
Purpose of Business	:	Microsoft Training and Demonstration Center
Telephone	:	02-727-4015, 02-727-4724
Fax	:	02-298-0038
Website	:	http://www.bal2001.com
Envisioning Center	:	888/15 -17 Mahatun Plaza Building, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
Purpose of Business	:	IBM Training and Demonstration Center
Telephone	:	02-727-4437, 02-7274379, 02-727-4082
Fax	:	02-253-0563
Website	:	- - -

Subsidiaries / Associated Companies

Company Name:	:	Metro Professional Products Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Service Provider of Complete Computer System
Registered and Paid Capital	:	THB 20,000,000.00
Number of Shares	:	200,000 shares
Par Value	:	THB 100.00
Head Office Location	:	98/44 Factory Land 2 Alley 3, Moo 11, Bhudhamolthon 5, Rai Khing, Sam Pran, Nakorn Pathom 73210
Telephone	:	02-811-8098
Fax	:	02-811-8099
Website	:	http://www.mpp.co.th
Company Name:	:	Metro Infotech Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Installation and Service Provider and Distributor of Software of Customer Relationship Management, Business Process Management and Business Intelligence
Registered and Paid Capital	:	THB 5,000,000.00
Number of Shares	:	50,000 shares
Par Value	:	THB 100.00
Head Office Location	:	400 Chalermprakit Rama 9 Rd., Nongbon, Pravat, Bangkok 10250
Telephone	:	02-727-4564, 02-727-4551
Fax	:	02-726-2530
Website	:	http://www.metroinfotech.co.th
Company Name:	:	Metro Connect Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Distributor of Computer Product, Peripheral devices, and Softwares through IT Service Providers
Registered and Paid Capital	:	THB 10,000,000.00
Number of Shares	:	1,000,000 shares
Par Value	:	THB 10.00
Head Office Location	:	400 Chalermprakit Rama 9 Rd., Nongbon, Pravat, Bangkok 10250
Telephone	:	02-726-2555
Fax	:	02-727-4466
Website	:	http://www.metroconnect.co.th

Company Name:	:	Metro Info Dynamics Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Distributor of Computer Product, Peripheral devices, and Softwares
Registered and Paid Capital	:	THB 10,000,000.00
Number of Shares	:	100,000 shares
Par Value	:	THB 100.00
Head Office Location	:	400 Chalermprakiat Rama 9 Rd., Nhongbon, Pravet, Bangkok 10250
Telephone	:	02-726-2555
Fax	:	02-727-4989
Website	:	---

Associated Companies

Company Name:	:	HIS MSC Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Service Provider and Distributor for Hotel Management Software, for example, Epitome Software
Registered and Paid Capital	:	THB 4,000,000.00
Number of Shares	:	40,000 shares
Par Value	:	THB 100.00
Head Office Location	:	400 Chalermprakiat Rama 9 Rd., Nhongbon, Pravet, Bangkok 10250
Telephone	:	02-727-4101, 02-727-4107-8
Fax	:	02-726-2910
Website	:	http://www.hismc.com

Company Name:	:	Metrosoft Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Service Provider and Developer for System Software Based on Customers' Demand
Registered and Paid Capital	:	THB 1,500,000.00
Number of Shares	:	60,000 shares
Par Value	:	THB 25.00
Head Office Location	:	141/16 Sakulthai-Surawong Building, Surawong Rd., Surawong, Bangrak, Bangkok 10500
Telephone	:	02-237-4220-5
Fax	:	02-237-4226
Website	:	---

Company Name:	:	PSP (Thailand) Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	Database Management Software Distribution and Development
Registered and Paid Capital	:	THB 10,000,000.00
Number of Shares	:	100,000 shares
Par Value	:	THB 100.00
Head Office Location	:	973 Room No. 10F, 10 th Floor, President Tower Building, Pleonchit Rd., Lumpini, Pathumwan, Bangkok 10330
Telephone	:	02-656-1616
Fax	:	02-656-0606
Website	:	- - -

Company Name:	:	JBCC (Thailand) Co., Ltd.
Group of Industry/ Business	:	Technology/ Information Technology and Communications
Nature of Business:	:	IT Products Distribution for Japanese Customers
Registered and Paid Capital	:	THB 10,000,000.00
Number of Shares	:	10,000 shares
Par Value	:	THB 1,000.00
Head Office Location	:	591 Samatchavanich 2 Building, 21 st Floor, Sukhumvit Road, Klongton Nua, Wattana, Bangkok
Telephone	:	02-662-2218
Fax	:	02-662-2219
Website	:	- - -

Other Referrees

Share Registrar:	Thailand Securities Depository Co., Ltd. 62 Rachadabhisek Road, Klong Toey, Bangkok 10110 Tel. 02-229-2800	
Certified Public Accountant:	Mr. Pornchai Kittipanyangam	CPA Licence No. 2778 and/or
	Mrs. Suwanee Kittipanyangam	CPA Licence No. 2899
	Bunchikij Accounting Co., Ltd. 87/102 Modern Town Building, 9 th Fl., Ekkamai 3, Sukhumvit 63, Klong Toey Nue, Wattana, Bangkok 10110 Tel. 02-382-0414	
Legal Consultant:	Legal Office of Metro Systems Corporation (Public) Co., Ltd. Tel. 02-727-4349	
Financial Consultant:	- None-	
Consultant or Manager under Management Contract	- None-	

5

Shareholders

As of 31 December 2013, the Company has the registered capital as paid-up amount with 360 million baht.

Shareholders

The first 10 shareholders list and the shareholding ratio evaluated on 15 January 2014 are detailed as follows.

Group of Shareholders	Type of Business	Amount of Shares	Ratio (%)
1. Metro Value Creation Co., Ltd.	Holding	88,331,363	24.54
2. Charuvajana Family		71,420,567	19.84
3. Metrophose Co., Ltd.	Holding	65,665,402	18.24
4. Chuerattanapong Family		33,957,010	9.43
5. Miss Phanit Ngamkerkchote		15,430,000	4.29
6. Tangtrongsakdi Family		10,921,200	3.03
7. Mrs. Khema Wisuttiwattanakorn		9,138,220	2.54
8. Suvarujiporn Family		7,592,490	2.11
9. Mr. Somchai Pongsuriyanan		3,760,800	1.04
10. Mrs. Chaweewan Achavaniyut		3,249,000	0.90
Total		309,466,052	85.96

Source: Report of Shareholders List (As of 15 January 2014), Thailand Securities Depository Co., Ltd.

Shareholders List of Metro Value Creation Co., Ltd. and Metrophose Co., Ltd.

Metro Value Creation Co., Ltd. (As of 28 April 2013)

Group of Shareholders	Amount of Shares	Ratio (%)
1 Miss Seangchit Laohathai	80,000	20.00
2 Mr. Aeron Tangtrongsakdi	80,000	20.00
3 Miss Somchit Charuvajana	40,000	10.00
4 Mrs. Khema Wisuttiwattanakorn	40,000	10.00
5 Miss Phanit Ngamkerkchote	40,000	10.00
6 Miss Kanya Pathomburana	40,000	10.00
7 Mr. Sunpitt Sethpornpong	40,000	10.00
8 Mr. Pheerapon Sethpakdee	40,000	10.00
Total	400,000	100.00

Metrophose Co., Ltd. (As of 20 January 2014)

	Group of Shareholders	Amount of Shares	Ratio (%)
1	Metro Co.,Ltd.	4,270,000	85.40
2	Prachin Lap Co., Ltd.	525,000	10.50
3	N.K.L. Co., Ltd.	150,000	3.00
4	Trans Asia Pacific Co., Ltd.	45,000	0.90
5	Mr. Sawangtham Laohathai	2,999	0.06
6	Mr. Aeron Tangtronsakdi	2,499	0.05
7	Metro Group Co., Ltd.	1,503	0.03
8	Mr. Sunpitt Sethpornpong	1,500	0.03
9	Mr. Pheerapon Sethpakdee	1,499	0.03
	Total	5,000,000	100.00

6

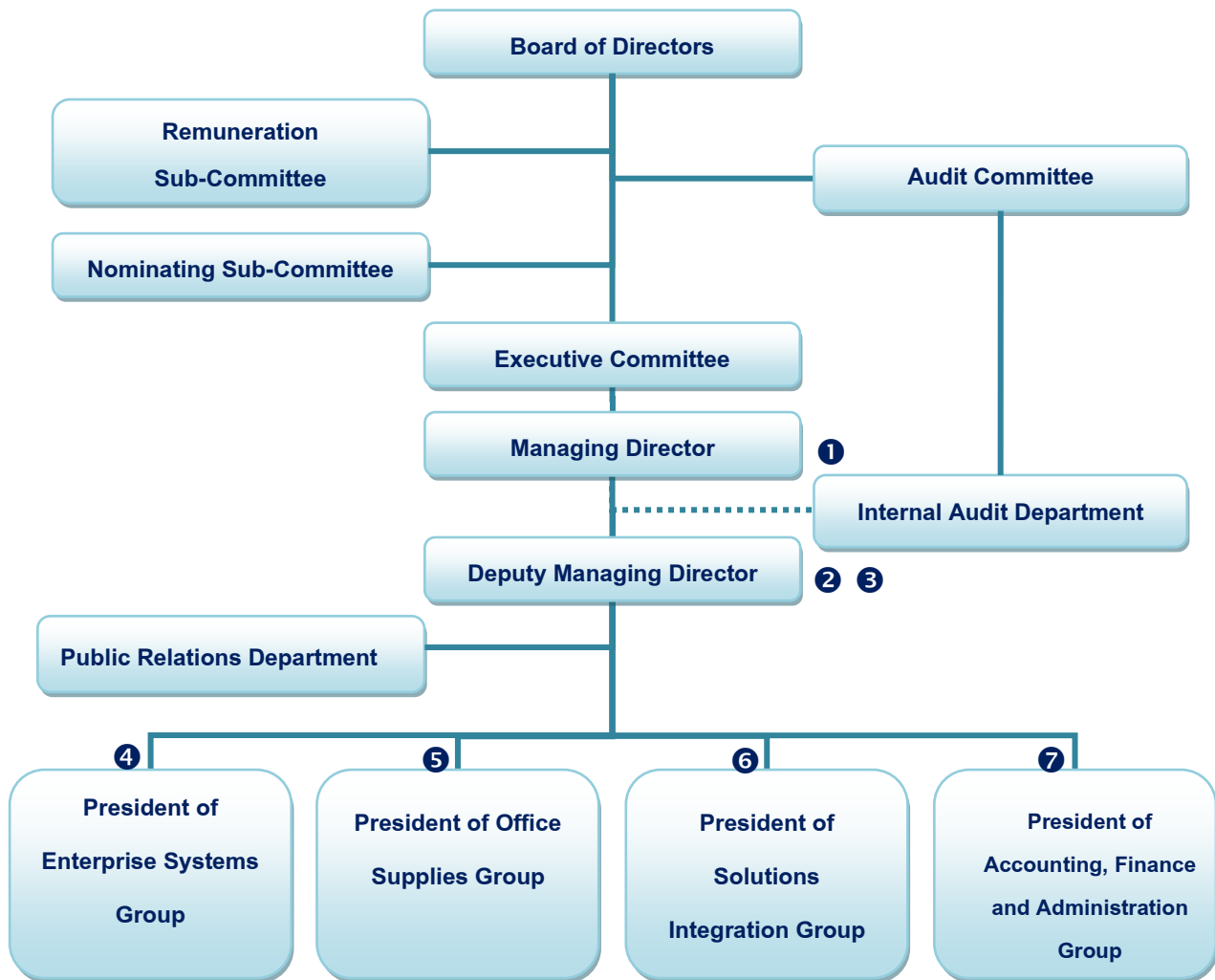
Dividend Policy

The Company's dividend policy determines that the dividend payment under the specific financial statement under the specific financial statement shall be made at the rate not lower than 50 percent of net profit after tax, unless the Company has the accumulated loss, brought forward or any investment for earning more revenue is needed.

The dividend payment of the subsidiaries shall be made by considering to the subsidiaries' accumulated profits and financial liquidity.

7

Management Structure



①-⑦ are the Executive Director as notified by The Securities and Exchange

Management Structure

The Board of Committees is the group of persons who are entrusted by the shareholders to give the directions of the company's business control, to supervise the Company's executives, to manage the Company's risks and operational system, and audit the Company's management as referred to COSO, including careful consideration in the conflict of interest for all management and operational levels' efficient and transparent performances.

The board of committees has the period of service as specified in the articles of association. In addition, the Company requires that the chairman of committees shall neither be the same person as a Managing Director nor a Non-Executive Committees. Any executives taking the

roles of committees in other companies shall thus disclose this matter to their superiors. The company shall prepare the manual of committee. The company's secretary is responsible for giving any legal advices and informing any provisions of which is the board of committees should acknowledge. Furthermore, the company's secretary has the responsibility for taking care of any activities of the board of committees, including providing the operating coordination under the resolution of the board of committees.

The structure of committees consist of 5 groups of committees, namely, Board of Directors, Executive Committees, Audit Committees, Remuneration Sub-committees, and Nominating Sub-committees as follows.

1. Board of Directors

The Board of Directors consists of three executives and six non-executive directors (included three independent committees) as the following:

No.	Title	Name
1	Chairman	Mr. Sunpitt Sethpornpong
2	Vice Chairman	Mr. Narong Charuvajana
3	Director	Mr. Tavit Charuvajana
4	Director	Mr. Kitti Techataveekijkul
5	Director	Mr. Suvij Suvaruchiphom
6	Independent Director	Mr. Wanarak Eakachai
7	Independent Director	Mr. Pravit Chattalada
8	Independent Director	Mr. Chuchart Vatanatham
9	Independent Director	Dr. Virach Aphimeteetamrong

Remarks:

- 1) *The Chairman had been appointed as the Chairman of Board of Directors as on 20 February 2013.*
- 2) *The sixth Independent Director has been appointed as on 27 March 2013.*

2. Executive Committees

There are 7 members of Executive Committees as follows.

No.	Title	Name
1	Chairman of Executive Committee	Mr.Tavit Charuvajana
2	Vice Chairman of Executive Committee	Mr.Kitti Techataveekijkul
3	Vice Chairman of Executive Committee	Mr.Narong Charuvajana
4	Executive Director	Mr.Thongchai Lumveerakul
5	Executive Director	Mr.Aroon Tor-Ekbundit
6	Executive Director	Mr.Veeraphan Durongsang
7	Executive Director	Mrs. Nittaya Thanaviriyakul

3. Audit Committees

The audit committees consist of three members of the independent committees who are fully qualified under the announcement of the Stock Exchange of Thailand (SET), regarding the qualification and working scope of the audit committees. They shall not relate with the company, its subsidiaries, associated companies or any juristic persons who may have any conflicts.

No.	Title	Name
1	Chairman of Audit Committee	Mr. Pravit Chattalada
2	Audit Committee	Mr. Chuchart Vatanatham
3	Audit Committee	Dr. Virach Aphimeteetamrong

Remarks:

- 1) *Dr.Virach Aphimeteetamrong has adequate knowledge and experience to review the reliability of financial statement.*

4. Remuneration Sub-Committees

Three members of the remuneration sub-committees consist of an independent committee, a non-executive committee and an executive committee. The chairman of committees and managing directors shall not be the chairman or a members of the remuneration sub-committees.

No.	Title	Name
1	Chairman of Remuneration Sub-Committee	Mr. Suvij Suvaruchiphom
2	Vice Chairman of Remuneration Sub-Committee	Mr. Pravit Chattalada
3	Remuneration Sub-Committee	Mr. Narong Charuvajana

Nominating Sub-Committees

Three members of the Nominating Sub-Committees consist of an independent committee, a non-executive committee and an executive committee. The chairman of committees and managing directors shall not be the chairman or a member of the nominating sub-committees.

No.	Title	Name
1	Chairman of Nominating Sub-Committee	Mr. Suvij Suvaruchiphom
2	Vice Chairman of Nominating Sub-Committee	Mr. Pravit Chattalada
3	Nominating Sub-Committee	Mr. Narong Charuvajana

Board of Executives

There are 16 executives in the Company as follows.

No.	Title	Name
1	Mr. Tavit Charuvajana	Managing Director
2	Mr. Kitti Techataveekijkul	Deputy Managing Director
3	Mr. Narong Charuvajana	Deputy Managing Director
4	Mr. Veeraphan Durongsang	President of Enterprise Systems Group - ESG
5	Mr. Aroon Tor-Ekphundit	President of Solutions Integration Group - SIG
6	Mr. Thongchai Lumveerakul	President of Office Supplies Group - OSG
7	Mrs. Nittaya Thanaviriyakul	President of Accounting Finance and Administration / <i>Secretary of Company</i>
8	Mr. Chirasak Trangkineenart	Vice President of Enterprise Systems Group - ESG
9	Miss Areerat Vitooraporn	Vice President of Enterprise Systems Group - ESG
10	Mr. Thitipong Charanachitta	Vice President of Solutions Integration Group - SIG
11	Mr. Yongyut Srivanthaneeyakul	Vice President of Solutions Integration Group - SIG
12	Mr. Suradet Lertthammajak	Vice President of Solutions Integration Group - SIG
13	Mr. Somsak Manayingcharoen	Vice President of Solutions Integration Group - SIG
14	Miss Orawan Vichiangawee	Vice President of Solutions Integration Group - SIG
15	Mr. Kritsada Panlamyai	Vice President of Office Supplies Group - OSG
16	Mrs. Naowanit Limprasertsiri	Vice President of Office Supplies Group - OSG

1. *The Director No.1-7 are defined by the Stock Exchange of Thailand (SET).*
2. *The Board of Directors has the resolution to appoint Mrs. Nittaya Thanaviriyakul to be the Secretary of Company from 7 August 2008.*

Board of Directors' Meeting

The Company will set the Board meeting schedule for the whole year in advance and inform each Director at the beginning of the year. It should be at least 5 meetings a year.

In each Board meeting, the Chairman and/or Vice Chairman and Managing Director are independent to propose and consider the Board meeting's agendas. The Company has encouraging policy to have the Management attend the Board meeting to acknowledge or directly clarify additional details in related issues, and also allocate the time for the Management to present and discuss the topics in many perspectives. The Company will deliver invitation letters and meeting documents to all Directors and other meeting participants in advance except the confidential matters to strictly reveal for discussion in the meeting only.

Moreover, the Company usually hold monthly Management meeting to brief and analyze operating performance and then present the report to the Board of Directors for acknowledgement in every meeting. The Board of Directors could request for additional necessary materials from Managing Director or Corporate Secretary or other Management who has been assigned within job description.

The Board of Director has issued the policy that non-executive Directors should have meeting together at least once a year to have discussion on issues and assess the situation without the attendance of the Management. Then, the minutes of meeting should be submitted to Managing Director for acknowledgement.

The details of Committees and Executives attending the meetings during the previous year are listed as follows.

List of Committees and Executives			No. of Meeting Attendance / No. of Meeting Held in Year 2013				
			Directors	Executive Committees	Audit Committees	Nominating Committees	Remuneration Sub-Committees
1	Mr. Prasert Tangtrongsakdi	2/5					
2	Mr. Sunpitt Sethpornpong	5/5	11/12				1/1
3	Mr. Tavit Charuvajana	5/5	12/12				
4	Mr. Narong Charuvajana	5/5	11/12		3/3	1/1	
5	Mr. Kittit Techataveekijkul	5/5	12/12				
6	Mr. Suvij Suvaruchiphorn	5/5			3/3	1/1	0/1
7	Mr. Wanarak Eakachai	3/5					1/1
8	Mr. Pravitt Chattalada	5/5		5/5	3/3	1/1	1/1
9	Mr. Chuchart Vatanatham	5/5		5/5			1/1
10	Dr. Virach Aphimeteetamrong	5/5		5/5			1/1
11	Mr. Aroon Tor-Ekbundit	5/5	12/12				
12	Mr. Thongchai Lumveerakul	5/5	12/12				
13	Mr. Veeraphan Durongsang	5/5	12/12				
14	Mrs. Nittaya Thanaviriyakul	5/5	12/12				

Remarks: 1) The 1st Director has resigned from his position on 20 February 2013.

2) The 7th Independent Director has been appointed as on 27 March 2013.

Board of Directors and the Management's Development and Self-Assessment

Board of Directors shall have annual performance assessment on individual basis and then, the result shall be concluded and presented to Board of Directors so to make suggestion for Board of Directors' improved performance on next occasion.

The Company promotes training or seminar regarding corporate governance for Directors, Audit Committee, the Management, Corporate Secretary, including officers whose works involve corporate governance activities from both internal arrangement and service from external institutions such as Thai Institute of Directors (IOD).

Managing Director and the Management shall prepare development plan and succession scheme and present it to Board of Directors. Every time the member of Directors has been changed, Corporate Secretary shall send new Director the useful documents related to Board duties and give new Director orientation outlining the business characteristic and policy that the Company follows with.

Also, the Company has Directors and Officers Liability Insurance which offers the protection to Directors and officers against the loss or financial damage resulting from "violation or offence" that Directors or Officers is liable.

Remuneration for Board of Directors, Managements, and Audit Committees

The Company's policy requires that the remuneration of any management and committees shall be at same rate as other similar industries for purpose of inducing and properly rewarding them for the competence and responsibilities. The above-said remuneration rate shall be approved by the remuneration sub-committees and shall be offered to the board of committees and the shareholder meeting for approval.

The remuneration for the executives shall be considered by relying on the Company's performance and individual executive's working performance.

The ordinary shareholders meeting for the year 2013, held on 27 March 2013, passed the resolution stating that the remuneration for the managements and audit committees should be paid according to the these following categories; with the amount of 2,400,000 baht / group as annual pension, 17,000 baht / meeting as individual meeting allowance; 130,000 baht / quarter as Chairman of Audit Committees Remuneration; and 90,000 baht / quarter as Audit Committee Remuneration.

Remuneration Comparison Between Directors, Executives, and Committees

(Unit: Baht)

Type of Remuneration	Remuneration for Directors and Audit Committees		Remunerataion for Executives	
	2012	2013	2012	2013
Salary/Bonus/Provident Fund	--	--	50,801,392	45,390,856
Meeting Allowance	1,540,000	1,681,000	800,000	982,000
Pension	1,080,000	1,080,000	1,260,000	1,260,000
Total	2,620,000	2,761,000	52,861,392	47,632,856
Number of Persons	6	6	7	7

Summary of Meeting Allowance and Pension for Each Member of Committees and Executives

(Unit : Baht)

	Type of Remuneration	2012		2013	
		Meeting Allowance	Pension	Meeting Allowance	Pension
1	Mr. Prasert Tangtrongsakdi	45,000	180,000	15,000	180,000
2	Mr. Sunpitt Sethpompong	75,000	180,000	81,000	180,000
3	Mr. Narong Charuvajana	120,000	180,000	130,000	180,000
4	Mr. Tavit Charuvajana	120,000	180,000	142,000	180,000
5	Mr. Kitti Techataveekijkul	120,000	180,000	142,000	180,000
6	Mr. Suvij Suvaruchiphorn	75,000	180,000	81,000	180,000
7	Mr. Wanarak Eakachai			51,000	
8	Mr. Pravitt Chattalada	555,000	180,000	591,000	180,000
9	Mr. Chuchart Vatanatham	395,000	180,000	431,000	180,000
10	Dr. Virach Aphimeteetamrong	395,000	180,000	431,000	180,000
11	Mr. Thongchai Lumveerakul	110,000	180,000	142,000	180,000
12	Mr. Aroon Tor-Ekbundit	110,000	180,000	142,000	180,000
13	Mr. Veeraphan Durongsang	100,000	180,000	142,000	180,000
14	Mrs. Nittaya Thanaviriyakul	120,000	180,000	142,000	180,000
Total		2,340,000	2,340,000	2,663,000	2,340,000

Remarks:

- 1) The 1st Committee was resigned from his position as on 20 February 2013.
- 2) The 7th Committee was appointed as on 27 March 2013.

Board of Directors, Executives, and Committees



Mr. Sunpitt Sethpornpong

Chairman *

48 year, Number of Shares: 0.28%

Educational Background / Certificates:

- M.M.Kellogg School of Management, Northwestern University, Evanston, Illinois, USA
- B.S.Mechanical Engineering (Graduate Cumiaude), Massachusetts Institute of Technology, USA
- Certificate of Director Certificate Program (DCP), Thai Institute of Directors

Professional Experience:

- 19February 2013 – Present: Chairman of Board of Directors of Metro Systems Corporation (Public) Co., Ltd.
- 2000-Present: Director, Metro Systems Corporation (Public) Co., Ltd.
- 2001-Present: Director, Woodwalk (Thailand) Co., Ltd.
- 2008-Present: Executive Director, Metro Co., Ltd.
- 2010-Present: Director of MDEC International (1991) Co., Ltd.

**The appointment was made from February 2013.*



Mr. Narong Charuvajana

Vice Chairman / Deputy Managing Director / Vice Chairman of Executive Committee

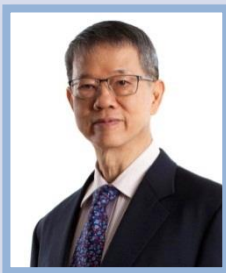
59 years, Number of Shares: 5.67%

Educational Background / Certificates:

- MBA Executive, Chulalongkorn University
- Master of Accounting, Thammasart University
- Bachelor of Accounting, Ramkamhaeng University
- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors
- Certificate of Certification Program (DCP), Thai Institute of Directors

Professional Experience:

- 1986 – Present: Director/ Executive Director, Metro Systems Corporation Public Co., Ltd.
- 1991 – Present: Director, HIS MSC Co., Ltd.
- 1992 – Present: Director, Metro Professional Product
- 1993 – Present: Director, Metro Soft Co., Ltd.
- 1994 – Present: Director, PSP (Thailand) Co., Ltd.
- 2009 – Present: Director, Metro Connect Co., Ltd.



Mr. Tavit Charuvajana

Director /Managing Director/Chairman of Executive Committee

64 years, Number of Shares: 8.14%

Educational Background / Certificates:

- Honorary Master of Science, Information Technology Field, Jankasem Rajabhat University
- Executive Development Program, Commerce and Accounting Faculty, Thammasat University
- Anusorn Business College

Professional Experience:

- 1986-Present: Director/Managing Director, Metro Systems Corporation (Public) Co., Ltd.
- 1991 - Present: Director, HIS MHC Co., Ltd
- 2009 - Present: Director, Metro Connect Co., Ltd.
- 2010-Present: Director, Metro Infotech Co., Ltd.
- May2012-Present: Director, Metro Info Dynamics Co., Ltd.



Mr. Kitti Techathaveekijkul

Director/Deputy Managing Director/Vice Chairman Of Executive Committee

61 years, Number of Shares: 0%

Educational Background / Certificates:

- Higher Vocational Certificate, Telecommunication Department, King Mongkut's Institute of Technology Ladkrabang
- Certificate of Director Certification Program (DCP), Thai Institute of Directors

Professional Experience:

- 1993-Present: Director /Executive Director, Metro Systems Corporation (Public) Co., Ltd.
- 1991-Present: Director, HIS MSC Co., Ltd.
- 1992-Present: Director, Metro Professional Products Co., Ltd.
- 1994-Present: Director, PSP (Thailand) Co., Ltd.
- 2009-Present: Director, Metro Connect Co., Ltd.



Mr. Suvij Suvaruchiphorn

Director

71 years, Number of Shares: 0.13%

Educational Background / Certificates:

- Bachelor of Law, Thammasat University

Professional Experience:

- 1986-Present: Director, Metro Systems Corporation Public Co., Ltd.
- 1983-Present: Vice Chairman, HMC Polymers Co., Ltd.
- 1984-Present: Managing Director, Metro Co., Ltd.
- 1988-Present: Chairman, United Flour Mill Public Co., Ltd.
- 1988-Present: Chairman, Polymers Marketing Co., Ltd.
- 1991-Present: Committee, MDEC International (1991) Co., Ltd.



Mr. Pravitt Chattalada

Independent Committee /Chairman of Audit Committee

81 years, Number of Shares: 0.06%

Educational Background / Certificates:

- BS.(Mathematics, Physics), Oregon State University, USA
- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors

Professional Experience:

- 1995-Present: Independent Director/Chairman of Audit Committee, Metro Systems Corporation (Public) Co., Ltd.
- 1995-Present: Director, Association of Thai Communication (ATCI)



Mr. Chuchart Vatanatham

Independent Committee / Audit Committee

75 years, Number of Shares: 0%

Educational Background / Certificates:

- Higher Vocational Certificate, Accounting Field, Bangkok Technical College

Professional Experience:

- 1995-Present:Independent Director/Audit Committee, Metro Systems Corporation Public Co., Ltd.



Dr. Virach Aphimeteetamrong

Independent Committee / Audit Committee

70 years, Number of Shares: 0%

Educational Background / Certificates:

- Ph.D Finance, University of Illinois, USA
- M.B.A. Gothenburg, Sweden
- M.A.S. University of Illinois at Urbana-Champaign (UIUC), USA
- Bachelor of Accounting (honor), Chulalongkorn University
- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors

Professional Experience:

Professional Experience:

- 1995-Present: Independent/Audit committee, Metro Systems Corporation Public Co., Ltd.
- 1998-Present: Chairman, Office of Dr. Virach & Associates
- 1990-Present: Director, Supalai Public Co., Ltd.
- 2002-Present: Independent Director, Tris Rating Co., Ltd.
- 2002-Present : Independent Director/Chairman of Inspecting Director, Tris Corporation Co., Ltd.
- 2004-Present : Independent Director/Chairman of Inspecting Director, Asia Plus Securities Public Co., Ltd.
- 2004-Present: Independent Director/Chairman of Inspecting Director, Bangkok Chain Hospital Public Co., Ltd.
- 2007-Present: Chairman, Shin Corporation Public Co., Ltd.
- August 2013 -Present: Independent Director, Thai Agro Energy (Public) Co., Ltd.



Mr. Wanarak Eakachai

Independent Committee

56 years, Number of Shares: 0%

Educational Background / Certificates:

- BA (Political Science), University of Wisconsin, USA
- Master of Philosophy, University of Wisconsin, USA

Professional Experience:

- April 2013-Present: Independent Director, Metro Systems Corporation (Public) Co., Ltd.
- 2006-2009: General Consultant, Corporate and Organization Restructuring Professional, CP All (Public) Co., Ltd.
- 2006-2009: Consultant of Deputy Director and Vice President of Executives, CP All (Public) Co., Ltd.



Mr. Thongchai Lumveerakul

President of Office Supplies Group (OSG) / Executive Director

53 years Number of share: 0.28%

Educational Background / Certificates:

- Bachelor of Commerce, Bangkok University
- Executive Development Program, Commerce and Accounting Faculty, Thammasat University
- Certificate of Director Certification Program (DCP), Thai Institute of Directors

Professional Experience:

- 2007- Present: President of Office Supplies Group/Executive Director, Metro Systems Corporation Public Co., Ltd.
- 1995-2007: Director / Executive Director, Metro Systems Corporation Public Co., Ltd.



Mr. Aroon Tor-Ekbundit

President of Solutions Integration Group (SIG) / Executive Director

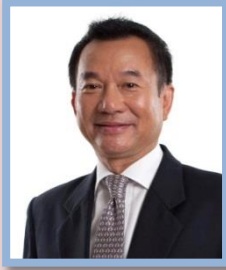
53 years Number of share: 0%

Educational Background / Certificates:

- Vocational Certificate, Rajamangala Technology Institute, Borphitphimuk Jakkrawat Campus
- Executive Development Program, Commerce and Accounting Faculty, Thammasat University
- Certificate of Director Certification Program (DCP), Thai Institute of Directors

Professional Experience:

- 2007-Present: President of Solution Integration Group/ Executive Director, Metro Systems Corporation Public Co., Ltd.
- 1995-2007: Director / Executive Director, Metro Systems Corporation Public Co., Ltd.
- 1991-Present: Director, HIS MSC Co., Ltd.
- 1993-Present: Director, Metro Soft Co., Ltd.
- 2000-present: Director, Metro Infotech Co., Ltd.



Mr. Veeraphan Durongsang

President of Enterprise System Group (ESG) / Executive Director

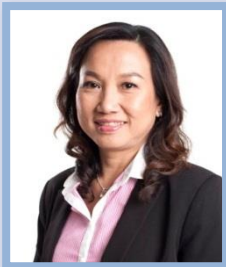
53 years Number of share: 0.17%

Educational Background / Certificates:

- Business Advertising and Marketing (BS),
Emporia State University, USA
- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors

Professional Experience:

- 2007-Present: President of Enterprise Systems Group/Executive Director, Metro Systems Corporation Public Co., Ltd.
- 2007-2002: Director / Executives Director, Metro Systems Corporation Public Co., Ltd.
- 2009-Present: Managing Director, Metro Connect Co., Ltd.
- May 2012-Present: Managing Director, Metro Info Dynamics Co., Ltd.



Ms. Nittaya Thanaviriyakul

**President of Accounting, Finance and Administration Group/ Executive Director,
Secretary of Company**

52 years Number of share: 0.003%

Educational Background / Certificates:

- Master of Accounting, Thammasat University
- BA (Accounting), Thammasat University
- Certificate of Director Accreditation Program (DAP), Thai Institute of Directors

Professional Experience:

- 2011-Present: President of Accounting, Finance and Administration Group/ Executive Director, Metro Systems Corporation Public Co., Ltd.
- 2009-Present: Director, Metro Connect Co., Ltd.
- May –2012Present: Director, Metro Info Dynamics Co., Ltd.
- June 2013-Present: Director, Metro Infotech Co., Ltd.
- June 2013-Present: Director, Metro Professional Products Co., Ltd.

8

Corporate Governance

Control of Business

The Company has determined good corporate governance policy as good practice guideline for Board of Directors, the Management and officers at all levels. It intends to support as effective business organization with transparency and auditing process for the best interest distributing to shareholders, stakeholders communities and society.

Shareholders' Right: The Shareholders have the right to purchase and sell or transfer their shares, and entitled to the profit payment, meeting attendance and voting in Shareholders Meeting, invitation of meeting, information access prior to and after meeting through various communication channel, such as Thailand Security Depository Co., Ltd., The company's website etc.

Fair Treatment of All Shareholders: They can attend the Shareholders' Annual General Meeting and cast the votes. Or they can appoint the proxy to vote (by using auditable ballots) for them in important matters which have significant effect in term of policy. Also, they can express their opinions and raise the questions concerning the Company's activities and Including the opportunity to submit questions related to the agenda prior to the meeting date.

In 2013, the Company held the Shareholders' Annual General Meeting on 27 March 2013 at its head office.

The Role of Stakeholders: By recognizing the importance of social responsibility and community, which is synonymous with the business, the Company is committed to conducting its business in accordance with

the Code of Conduct, Good Corporate Governance policy and policies on corporate social responsibility such as Anti-Corruption policy, Safety, Health and Environmental Workplace policy, Human Rights Protection policy and Intellectual Property or Copyright policy. All stakeholders including customers, competitor, business partners or creditors, employees, government, and government authorities, and community and societies are treated by the Company in accordance with fair and reasonable benefits and protection, such as distribution of goods and services at a fair price, refraining from creating the bargaining power with commercial terms by reciprocal or forced contract, fair strategies and competition by following fair trade conditions and fair contract, reasonable wages and benefits determination to the employees, training support and personnel development, in order to enhance the capabilities and advances in the profession. Additionally, the Company has given its assistances in various issues useful to society and the community, as well as to comply with law as a good citizen.

Information Disclosure And Transparency:

These shall include the Company's general information and financial statement disclosure according to the regulation imposed by SET, the disclosed corporate governance and relevant policies and performance record of Board of Directors and other Committees correctly and completely through communication channels as appeared in annual report, annual information disclosure form, and website. Investor Relations will be in charge and responsible for above tasks.

Board of Directors' Responsibilities: The responsibilities of the Board of Director appear in "Structure and Role & Duty of Board of Directors" considered as the duty to reconsider management

Management Structure

The structure of corporate committees consists of 5 groups of the following committees:

Board of Directors

Scope of Board of Directors' Authorities

- The Board of Committees shall comply with the law, the Company's objectives and regulations or the resolution of the Shareholders' Meeting.
- The committees shall be responsible for corporate policy making and determination of Company's direction, as well as supervision on management level to perform their duties in accordance with the determined policies.
- The committees shall have right to appoint and delegate any of executive directors, including management assessment and determination of remuneration for the management.
- The committees shall monitor and evaluate the auditing and internal control systems in order to be effective in both operational and accounting and financial sectors, including considering the operational performance on quarterly basis.

Qualifications of Independent Committees

- The independent Committee shall not hold the share not exceeding to 1 percent of all shares with the voting rights, of the Company, its subsidiaries, associated companies or any juristic persons which may have any conflicts. In addition, the shares of any related persons of such independent Committees shall be counted.
- The independent Committee shall not be or were not the directors involving the management, employees, staffs, consultants receiving any regular remuneration or the persons having the power to control the Company, its

structure, compliance and internal control policy, business ethic and performance assessment so to fit in current work condition and business circumstance.

subsidiaries, associated companies or other juristic persons which may have any conflicts, unless they have been retired not less than two years before this appointment.

- The independent Committee shall not have blood relationship or the relationship under the legal registration, such as parents, spouses, siblings and children, including the spouses of the executives' children, major shareholders, persons having the control power or persons nominated to take the role of the executives or persons having the controlling power in the Company and its subsidiaries.
- The independent Committee shall not do or did not have any business relation with the Company, its subsidiaries, associated companies or any juristic persons who may have any conflicts resulting in the obstacles to their independent discretion and who are not or were not the major shareholders, independent Committees or executives working for any persons having the business relation with the Company, its subsidiaries, associated companies or any juristic persons who may have any conflicts, unless such persons have been retired as specified above, not less than two years before this appointment.
- The independent Committee shall not be or were not the auditors of the Company, its subsidiaries, associated companies or any juristic persons who may have any conflicts, and who are not or were not the major shareholders, independent Committees or executives or managing partners of any audit firms where the auditors of the Company, its subsidiaries, associated companies or any juristic persons who may have any conflicts, is a

member, unless such persons have been retired as specified above, not less than two years before this appointment.

- The independent Committee shall not be or were not the professionals in any fields, including legal counsels or financial consultants who have/had been paid for the service more than THB two million per annum by the Company, its subsidiaries, associated companies or any juristic persons who may have any conflicts. In case the professionals are the juristic persons, it shall include the major shareholders, committee members who are not the independent Committees, executive officers or managing partners providing the professional services for such persons, unless such persons have been retired as specified above, not less than two years before this appointment.
- The independent Committee shall not be the committee members appointed to act for the Company's committee members, major shareholders or any shareholders relating to the Company's major shareholders.
- The independent Committee shall not be in other natures resulting in freely giving the opening on the Company's performance.

Board of Executive Committees

Scope of Executive Committees' Authorities

- To establish the organization and management structure, to prepare, give any suggestions, determine any policies and business strategy plan of the Company covering the description on products selection, training, and cost estimation, including approval of annual budgets in accordance with the policies and business guidelines as determined by the Company;
- To consider and approve any matters relating to the finance with the limit not more than two hundred million baht or equivalent or as per the determination of the Company's committees;

- To approve any financial transaction with any banks, such as to open all types of deposit accounts with any commercial banks, both inside and outside of the country, with the power to draw any cheque and sign any documents relating to any banks under the deposit accounts, as well as to close any of Company's deposit accounts with any banks;
- To consider and approve for entering into any contracts or agreements related to the purchase or sale of products or services or any contracts relating to the procurement or any other contract beneficial to the Company's business;
- To appoint and delegate any of executive directors, including management assessment and determination of remuneration for the management.
- To perform other duties as assigned by the Company's committee for each period;

Moreover, the executive committee may grant the authorization to the directors, deputy or assistant directors or any staffs in the executive level with the power to make the approval on the finance or contract or contracts as the executive committee deems fit, but they cannot approve any matter, which they or other persons having any conflicts, interests or other of conflicts of interests conducted with the Company, its subsidiaries, associated companies, except the approval of the matter under the normal business and/or the terms approved by the Company's committee .

Board of Audit Committees

Scope of Audit Committees' Authorities

- To review the operational correctness and efficiency of the Company's financial report, to verify the internal control and internal audit of the Company, and to verify the Company's compliance on the law regarding to the securities and stock exchange, the requirements of the SET and other law regarding to the Company's business;
- To certify the independency of the Internal Audit Unit, to approve for any appointments, transfers, employment termination of the heads of Internal Audit Unit or other

units being responsible for the internal audit, selection and nomination of any independent person to act as the Company's auditor and to offer the remuneration for the said person, including to attend the meeting with the auditor at least once a year without any involvement of the management division

- To considerate any relevant matters or any matters which are in the conflict of interests for keeping it conforming to the laws and requirements of the SET.
- To prepare the audit committee's report detailed in the Company's annual report. The said report shall be signed by the chairman of audit committee and at least it shall consist of these information, namely, the opinion on the accuracy, completeness and reliability of the Company's financial report, the opinion on the sufficiency of the Company's internal control system, the opinion on the compliance on the law regarding to the securities and stock exchange, requirements of the SET or other laws regarding to the Company's business, the opinion on the suitability of the auditor, the opinion on any matters being in conflict of interests, the frequency of the audit committee meeting and the meeting attendance of each member of the audit committee, the opinion and overall observation of the audit committee during the operation under the charter and/or other matters that should be acknowledged by the shareholders and general investors under the scope of roles and responsibilities assigned by the Company's committee .
- To do other acts assigned by the Company's committee under the agreement of the audit committee;

For the said performance of its duties, the audit committee is directly responsible for the performance of the Company's committee and the Company's committee is responsible for its operation against any outsiders.

Remuneration Sub-Committees

Scope of Remuneration Sub-Committees' Authorities

- To determine the proper remuneration on yearly basis for purpose of inducing and retaining the committee, sub-committee and managing directors;
- To establish the principles and policies requiring the remuneration of the committee and managing directors and offer to the committee and/or the Meeting of Shareholders for approval, as the case may be; The remuneration sub-sommittee shall be responsible for the Company's committee and shall give the answer to any questions regarding to the remuneration of the committee and chief executive officers, to the Meeting of Shareholders;
- To report the policy regarding to the remuneration of any committee members and reveal in the annual report.

Nominating Sub-Committees

Scope of Nominating Sub-Committees' Authorities

- To set the criteria and policy regarding the nomination of the board of committees and sub-committee;
- To consider and nominate any appropriate persons to be the committees and offer the list of nominated persons to the board of committees and/or the shareholder meeting for approval, as the case may be;
- To consider and nominate any appropriate persons to be the managing directors when there is any vacancy, including considering the criteria on the succeeding of the chief executive officers.

Board of Executive Directors

Scope of Executive Directors' Authorities

- The Management is empowered to operate the business to meet the policy or target set forth by the Board of Directors or the Board of Executive Directors under the action plan and budget approved by the Board of Directors with honesty, integrity and due diligence, including considering and approving any matters under the authority or power of attorney given by the Board of Directors or Board of Executive Directors.

Selection Criteria on Committees and Directors

Any persons to be appointed as the Company's committee members shall be nominated by the recruitment subcommittee. They shall have the qualification conforming to the Company's requirements and the criteria set by the Securities and Exchange Commission. The recruitment subcommittee shall offer the list of selected persons to the Company's committee for consideration before offering to the Meeting of Shareholders for passing the resolution under the Company's following terms:

- Each shareholder is entitled to the vote as the same number of his/her share holding. The shareholder is able to cast total amount of his/her votes for electing one person or several persons to be the committee, but unable to divide his/her share holding to any person with neither more nor less amount of his/her total votes entitled.

- The member of the committee shall be elected by relying on the higher number of votes of which their received and running respectively until it reaches the number of committee members that is required or should be elected at that time. In case the elected persons have the equal number of votes, the chairperson of the meeting shall be entitled to a vote for judgment.

- For all of the annual ordinary meeting, one-third of all committee members or the similar number, shall be

retired. The retirement of the committee members in the first and second years after the Company's incorporation, shall be determined by the means of drawing lots. For the following years, the committee members who hold the position for the longest period shall be retired. Any committee members, who have been already retired, can be reelected.

- The Meeting of Shareholders may pass the resolution to dismiss any committee members prior to their due date of retirement. In such case, it is required the votes not less than three-fourth of the shareholders and their combined shares shall not less than the half of total shares held by the shareholders presenting in the meeting and having the rights to cast their votes.

For selection criteria of Executive Committees, the Company's committees shall appoint the executive committee members under the articles of association specifying that the committee has the power to elect any committee members or any persons to be the members of the executive committee for doing thing or things under any conditions or assign a member or members of the committee or other persons to do any acts for the committee, provided any persons taking the role of the executive committee shall be qualified and competent for their performance.

Business Control of Subsidiaries and Associated Companies

In order to comply with the control regulations, the Company is responsible for the supervision of subsidiaries and associated companies. To protect the interests of the Company's investment, the Company has appointed its representative to be the directors of subsidiaries and associated companies in proportion to

their shareholding, except the associated company where the company holds less than 20 % of total shares.

The representatives of the Company as the director of subsidiaries and associates shall participate in the administrative policy and provide the quarterly performance reports.

Terms of Internal Information Usage

The committee members and executives are prohibited from exploiting any internal information of which its contents regarding to the Company that is still not disclosed to the public, for their own benefits or for other persons' benefits. This includes the securities exchange of the Company. The committee members, executives and employees receiving any internal information due to their works, are prohibited from purchasing and selling any Company's securities for one month before the financial statement will be disclosed to

the public. The Company shall inform its committee members and executives of the period in which the exchange of the securities should be suspended.

Additionally, the Company' policy requires any related persons to receive any information as long as it is necessary to their work and the said persons shall keep various information in confidence. The disclosure of the said information can be made with the approval of the executives of that unit.

Audit Fee

The Company and its subsidiaries paid for the remuneration of accounting audit to Bunchikij Accounting Co., Ltd. for the year 2013 with amount of 2,121,000 baht.

9

Corporate Social Responsibility

The Company is committed to operate its business in accordance with business ethics and in consistent with good corporate governance. To achieve that, the Company has set its policies relating to corporate social responsibility as follows.

1. Goods and service distributor

The Company is committed to supply quality products to create customer's maximum satisfaction. Therefore, the Company procures the goods and services from a supplier or distributor who pays attention to standard and quality of its goods or services.

2. Customer

The Company pays attention to the standard of goods and services. Therefore the marketing policy, product offers, and service for society of the Company are including, but not limited to, the following.

- The offered products are of good quality and up to standard, with the guarantee from the product manufacturer.
- The services provided are up to standard, which must be accompanied by certification and guarantee.
- Customer's trade secret will be kept confidential.

3. Employee

The Company realizes the importance of employees at all level. The Company's employees have to perform their duties according to the practices as prescribed by the Company. The Company will give fair treatment to all employees and support them to progress in their career and in their future work by arranging training regularly.

4. Shareholder and investor

The Company communicates equally to all shareholders and investors with transparency and timeliness by presenting the correct and sufficient

information via various channels that are easily and equally accessible.

5. Environment and energy conservation

The Company promotes an activity that is related to the development and conservation of environment and energy, such as saving electricity power, using paper efficiently and reducing paper usage, to follow environmental and energy conservation standards.

6. Responsibility for community and education promotion

The Company realized the importance of education which is the foundation for living and considers that responsibility for society and community must go along with business operation. Thus the Company has policies to promote activities and projects that are related to education. For example, the Company allows students from various education institutions to study about information technology of the company and arrange the program to train the newly graduated students by the certified company until getting a certificate after which they can start working at the Company right away. In addition, the Company also supports education media for schools that lack of such media in rural areas as well.

7. Against Corruption

To ensure that the business operation of the Company is in accordance with the good corporate governance and business ethics, the Company emphasizes and is aware of the issue related to corruption. Therefore, the Company prepares the method to prevent corruption both internally and externally. All employees at all levels have to participate in looking after any corruption act and deny all kinds of corruption.

Internal Control and Risk Management

The Company has well prepared appropriate internal control system, including monitor and assessment. Those systems consist of certified ISO 9001:2008 standard for Business Process, certified ISO/IEC 20000-1:20011 for continuous business development and certified ISO/IEC27001:2005 for contingency plan in case of crisis. Moreover, the Company annually reviews the Management's authorized approval and designated authorization for balance of power, hires external consult for giving correct financial advices, monthly follow up performance by the Management committee and quarterly present the result to Board of Directors for consideration.

The Company has the monitoring and evaluation system operated by the executive committee on monthly basis. Its result shall be quarterly provided to the Company's committee for performance evaluation, condition of business competition on quarterly basis.

The Audit Committee has appointed Mrs. Thasa Varochathanin to be the Head of Internal Control Division (see also the "Attachment No.3, Description of Head of Internal Control Division in form 56-1) whom is considered by the committees that Mrs. Thasa Varochathanin is qualified to effectively perform the duty of the said position, therefore, such Head of Internal Control Division shall be approved by the Audit Committees in any cases of appointment, deposition, and transfer.

In the committee meeting No. 2/2557, held on 20 February 2014, there were the Audit Committees and committees presented in the meeting and considered the sufficiency of the internal control.

The committee gave the opinion on the operation control of the management division stating that the Company has clearly determined the power scope of the executives in each level and set any strict measures for monitoring any transaction between the Company and major shareholders, committee members, executives or any persons related to the those and it shall be approved according to the procedures determined by any persons related to such transaction emphasizing on the best benefits of the Company. The Company sets its measures to keep the transaction conforming to the relevant laws for purpose of reducing any risks in business operation and keeping the Company's reputation.

In case of the approval given to any transactions made with the related persons that bind the Company in the long term, the Company shall monitor and keep it conforming to the agreed conditions throughout the period of said binding. The Company regularly monitors and controls any investment fund of its subsidiaries or associated companies, including giving the direction to the persons who are appointed by the Company to take the role of committee members or executives thereof.

11

Inter-Company Transaction

Inter-Company Transaction

In 2013, the Company had the Inter-Company Transactions between Company and its Sub-sidiaries with related people for approximately 4 main categories of transactions, consisted of normal business transaction, normal business supporting transaction, short-term assets rental or letting transaction, and properties or services transaction. For other Inter-Company Transactions between Company and its Sub-sidiaries or Associated Companies, there can be reviewed from the Company's Note to Financial Statement found in attachment.

The details of individual Inter-Company Transaction are listed as follows.

1) Relations : Some of MSC directors are the directors of other related juristic persons.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
HMC Polymer Co., Ltd. N.I.M Co., Ltd. MC Foods Co., Ltd. MCF Marketing Co., Ltd. MDEC International (1991) Co., Ltd. Sri Krung Wattana 21 Co., Ltd. United Flour Mill (Public) Co., Ltd.	Normal Business	MSC Revenue: - Product Sales - Service Sales - Other Sales MSC Expense: - Product Purchase - Service Purchase	6,540,742 3,187,235 349,274 6,818,432 630,560	In accordance with the normal business based on the same price of product and service compared with external parties regarding to the terms and conditions of general trade.
MCF Products Co., Ltd. Samut Transport Co., Ltd. United Grains Co., Ltd.	Assets/Services	MSC Expense: - Assets Purchase - Other Expenses	3,561,324 126,482	In accordance with the normal business based on the same price of product and service compared with external parties regarding to the terms and conditions of general trade.

2) Relations: Some of MSC committees are main shareholders (> 10%) in other related juristic persons.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
Metro Co., Ltd. MC Bakery Co., Ltd.	Normal Business	MSC Revenue: - Product Sales - Service Sales	216,710 425,000	In accordance with the normal business based on the same price of product and service compared with external parties regarding to the terms and conditions of general trade.
	Short-term Rental For Assets	MSC Expense: - Office Rental Fee	340,800	In accordance with the normal business based on the same rate of rental fee compared with external parties regarding to the terms and conditions of general trade.
	Assets/Services	MSC Expense: - Public Utilities Fee	178,800	In accordance with the normal business based on the same price of product and service compared with external parties regarding to the terms and conditions of general trade.

3) Relations : The related person is the daughter of MSC committee.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
Mrs. Thippawan Charuvajana	Short-term Rental For Assets	MSC Expense: - Rental Fee for Document Storage	480,000	In accordance with the normal business based on the same rate of rental fee compared with external parties regarding to the terms and conditions of general trade.

4) Relations: Some of MSC director are shareholders or executive of other related juristic person.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
Ocean Wire Products Co., Ltd. Intellion Co., Ltd.	Normal Business	MSC Revenue:		In accordance with the normal business based on the same price of product and service compared with external parties regarding to the terms and conditions of general trade.
		- Product Sales	161,100	
		- Service Sales	27,373	
		MSC Expense:		
		- Service Purchase	980,000	

5) Relations : Main MSC Shareholders are main shareholders (> 10%) in other related juristic persons.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
Chin Seng Huat Auto Parts Co., Ltd. Treemit Marketing Co., Ltd. Roj Anan Consultancy Co., Ltd. UFM Fuji Super Co., Ltd. UFM Food Center Co., Ltd.	Normal Business	MSC Revenue: - Product Sales - Service Sales	5,549,614 6,911,179	In accordance with the normal business based on the same rate of rental fee compared with external parties regarding to the terms and conditions of general trade.
MC Plastic Co.,Ltd MC Industrial Chemical Co., Ltd. Siam Flour Trading Co., Ltd.	Business Support	MSC Expense: - Insurance Premium - Other Expense	640,820 2,002,429	In accordance with the normal business based on the same price of service compared with external parties regarding to the terms and conditions of general trade.

6) Relations : Sub-sidiaries and Jointed Venture Companies and other related MSC Juristic Persons.

6.1 Metro Professional Products Co., Ltd.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
UFM Food Center Co., Ltd. Center Container Co., Ltd.	Normal Business	MPP Revenue: - Product Sales	91,900	In accordance with the normal business based on the same rate of rental fee compared with external parties regarding to the terms and conditions of general trade.
	Business Support	MPP Expense: - Other Expense	54,975	In accordance with the normal business based on the same price of service compared with external parties regarding to the terms and conditions of general trade.

6.2 Metro Infotech Co., Ltd.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
Siam Aroon Group Co., Ltd.	Business Support	MIT Revenue: - Product Sales - Service Sales	615,250 509,000	In accordance with the normal business based on the same price of service compared with external parties regarding to the terms and conditions of general trade.

6.3 Metro Connect Co., Ltd .

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
UFM Food Center Co., Ltd.	Business Support	MCC Expense: - Other Expense	214,798	In accordance with the normal business based on the same price of service compared with external parties regarding to the terms and conditions of general trade.

6.4 HIS MSC Co., Ltd .

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
UFM Food Center Co., Ltd.	Business Support	HIS Expense: - Other Expense	325,123	In accordance with the normal business based on the same price of service compared with external parties regarding to the terms and conditions of general trade.

6.5 Metro Info Dynamics Co., Ltd.

Related Person/ Juristic Person	Type of Transaction	Characteristics of Transaction	Transaction Value (Baht)	Necessity and Reasonability
UFM Food Center Co., Ltd.	Business Support	MID Expense: - Other Expense	37,618	In accordance with the normal business based on the same price of service compared with external parties regarding to the terms and conditions of general trade.

Reasonability of Inter-Company Transaction

Related transaction between the Company and the subsidiary company of related person for the accounting year of 2013, according to the board of director resolution at the meeting No. 2/2557 on 20 February 2014 on which there was an attendance of the Audit Committee was deemed to be necessary, reasonable and for the

maximum benefit of the Company. Currently, all of the four related transactions are transactions with trade agreements that are arranged in the same way that any ordinary prudence ought to do with his contractual party in the same situation.

Future Inter-Company Transaction

According to the resolution of the board of the directors at the meeting No. 9/2545 on 24 July 2002 and resolution of the board of the directors at the meeting No. 3/2551 on 7 August 2008 on which there was an attendance of the Audit Committee, the possible future related transactions were prescribed to be as follows.

The Company will prescribe the terms and conditions in the related transactions to be in accordance with general trade terms and market price which can be compared to the price incurred to third party. The Audit Committee or the auditor of the Company, or any other independent expert, as the case may be, will be the one who considers and gives a suggestion about the appropriateness of the price and reasonableness of the transaction.

The Board of Directors of the Company is responsible for ensuring that the possible future related transactions are in accordance with the Law on Security and Stock Exchange, regulation, notification, order or

specification of the Stock Exchange of Thailand or other related agency, as well as the requirement regarding the disclosure of related transaction information and the acquisition or disposal of major assets of the Company.

If the Company engages in a transaction between persons that may be in conflict in the future, the Audit Committee shall be the one who gives the opinion about the reasonableness of such transaction. In case it is found that the Audit Committee is not specialized in considering such occurring related transaction, other skilled person, such as the Company's auditor or independent experts shall be the one who gives the opinion about such related transaction.

The opinion of the Audit Committee and specialized person shall be used as a factor accompanying the decision making of the Board of Directors or shareholders, as the case may be. The Company is required to disclose such related transaction in the Notes to Financial Statement.

12

Financial Summary

	Total Financial Statment			Specified Financial Statement		
	2013	2012	2011	2013	2012	2011
Statement of Comprehensive Income						
Gross Income (Million Baht)	6,784	6,446	6,211	5,668	5,731	5,492
Sale and Service Income(Million Baht)	6,743	6,383	6,189	5,625	5,668	5,473
Net Profit (Loss) (Million Baht)	204	201	104	145	190	85
Statement of Financial Position						
Total Assets (Million Baht)	2,819	2,516	2,461	2,234	2,140	2,127
Total Liabilities (Million Baht)	1,414	1,190	1,276	1,012	937	1,054
Equity Ratio (Million Baht)	1,405	1,326	1,185	1,222	1,203	1,073
Net Profit (Loss) (per share)	0.57	0.56	0.29	0.40	0.53	0.24
Dividend (per share)		--	--	0.30	0.35	0.25
Financial Ratio:						
Gross Profit Margin (%)	14.1	14.3	15.1	14.0	14.1	15.2
Net Profit (Loss) Margin (%)	3.0	3.1	1.7	2.6	3.3	1.6
Dividend)%(	--	--	--	74.5	66.2	105.9
ROA (%)	7.7	8.1	4.4	6.6	8.9	4.2
ROE(%)	15.0	16.0	8.7	12.0	16.7	7.8
Current Ratio (Times)	1.6	1.7	1.7	1.7	1.8	1.7
Dept to Equity Ratio (Times)	1.0	0.9	1.1	0.8	0.8	1.0
Shares Information						
No.of Registered Shares (Millon Shares)	360	360	360	360	360	360
Paid up Capital (Million Baht)	360	360	360	360	360	360
Par Value (Baht / Share)	1	1	1	1	1	1
Book Value (Baht / Share)	3.90	3.68	3.29	3.39	3.34	2.98

Analysis and Explanation From The Management

Operating Performance

In 2013, the Company and subsidiary companies earned 6,773 million Baht on aggregate (excluding the revenue from reversal provision for litigation and claim) which was more than the previous year for 5 percent, resulting from 6-percent increase in revenue from selling goods and services while other revenue reduces by 9 percent.

Revenue from selling goods and services, classified by product group, was as follows.

- **Revenue from Enterprise Systems Group (ESG)** was 2,532 million Baht which was equal to 37 percent of total revenue from selling goods and services and increased from the previous year by 10 percent.

- **Revenue from Solutions Integration Group (SIG)** was 2,184 million Baht which was equal to 32 percent of total revenue from selling goods and services and increased from the previous year by 14 percent.

- **Revenue from Office Supplies Group (OSG)** was 2,019 million Baht which was equal to 30 percent of total revenue from selling goods and services and reduced from the previous year by 7 percent.

Gross profit margin reduced a little from 14.3 percent in 2012 to 14.1 percent in 2013 due to more competition in IT market. However, the Company tried to maintain the gross profit margin to be close to the previous year.

Regarding the Company's expenses, the details of expense consisted of the following:

- Selling and administrative expense and management benefit expenses increased from the previous year by 47 million Baht. It was 10.7 percent compared to revenue from selling goods and services in 2013, which was close to 10.6 percent in 2012.

- Financial cost increased from the previous year by 3 million Baht which was equal to 22 percent. It was 0.27 percent compared to revenue from selling goods and services in 2013, which increased a little from 0.24 percent in 2012.

- Income tax reduced by 34 million Baht which was equal to 45 percent. It was 0.6 percent compared to revenue from selling goods and services in 2013, which reduced from 1.2 percent in 2012.

Therefore, the Company's net profit was 204 million Baht. Comparing to the net profit in 2012 which was 201 million Baht, the Company's net profit increased by 3 million baht, which was equal to 1.5 percent.

For profitability ratio, the Company's net profit margin was equal to 3 percent, increased from the previous year which was equal to 1.7 percent. Return on equity was 15 percent, reduced from the previous year which was equal to 16 percent.

Financial Status

As of 31 December 2013, total asset of the Company was 2,819 million Baht, increased by 303 million Baht, or 12 percent, from the previous year. Total asset consisted on current asset at the amount of 2,049 million Baht, or 73 percent of total asset, and noncurrent asset at the amount of 770 million Baht, or 27 percent of total asset. The reasons that caused an increase in total asset were the following.

- The current asset at the amount of 2,049 million Baht increased by 15 percent. This was the result of 212 million Baht increase in trade receivables and other receivables, more than 99 of which was trade receivables from other companies. In addition, the average collection period of the Company was 62 days. Finance Lease Receivable increased by 30 million Baht, inventory increased by 43 million Baht, and average day sale was 19 days. Current asset increased by 6 million Baht, while cash and cash equivalent reduced by 6 million Baht.

- Noncurrent asset at the amount of 770 million Baht increased by 5 percent resulting from 22 million Baht increase in building and equipment improvement and return on fixed asset was 56 percent. Other asset increased by 25 million Baht, investment in subsidiary companies increased from the reversing allowance investment devaluation by 1 million Baht. Other long-term investment reduced by 2 million Baht and receivables from financial lease reduced by 8 million Baht.

Total liability as of 31 December 2013 was 1,414 million Baht, increased by 223 million Baht, or 17 percent, compared to the previous year. Total liability consisted on current liability at the amount of 1,259 million Baht, or 89 percent of total liability, and noncurrent liability at the amount of 155 million Baht, or 11 percent of total liability.

The reasons that caused an increase in total liability were the following.

- The current liability at the amount of 1,259 million Baht reduced by 5 percent. This was the result of 130 million Baht increase in overdraft and short-term loan from financial institution. In addition, trade account payable and other payable increased by 77 million Baht, 99% of which was the trade creditors from other companies. The Company had payable conversion period of 43 days. Liability under short term financial lease increased by 12 million Baht, and other current liability increased by 12 million Baht.

- Noncurrent liability at the amount of 155 million Baht reduced by 27.7 due to 32 million-Baht reduction in provision for litigation and claim and 11 million Baht reduction in deferred tax. Long-term loan from financial institution increased by 15 million Baht, liability under financial lease increased by 9 million Baht and employee benefit obligation increased by 11 million Baht.

- Shareholder's equity as of 31 December 2013 was equal to 1,405 million Baht, increased by 6 percent, because the Company obtained more net profit than that of the previous year. The dividend payment in 2013 was paid at the rate of 0.35 Baht per shares, for the total of 126 million Baht.

- The Liquidity Ratio as of the end of year 2013 was equal to 1.63, which is decreased from the previous year. For the Liability Ratio per shareholder in 2013 was fully increased in one time from 2012, mainly from overdraft and short-term loan transactions, accounts payable, and other creditors. Conversely, the the net profit of shareholder was increased from the previous year.

Cash Flow

As of 31 December 2013, Company has Cash and Cash equivalents reduced 26 million Baht net was 158 million Baht result from

- Net cash from operating activities was 12 million Baht, mainly resulting from profit before tax. In addition, operating income was 331 million Baht, change in trade receivables and other receivables increased by 214 million Baht, inventory increased by 47 million Baht, receivables under financial lease increased by 22 million Baht, trade account payable and other payable increased by 68 million Baht, other current liability increased by 11 million baht, expected liability and damages from lawsuit reduced by 20 million Baht, and employee benefit obligation reduced by 2 million Baht. These caused the Company to have cash inflow from operating activities equal to 104 million Baht. Besides, the Company paid for interest expense at the amount of 18 million Baht and income tax expense 74 million Baht, which caused the

Company to have net cash inflow from operating activities equal to 12 million Baht.

- Net cash used in investing activities was 78 million Baht, because the Company improved its building whose cost was 12 million Baht, and bought furniture and office equipment at the amount of 60 million Baht.

- Net cash used in financing activities was 40 million Baht, because short-term loan from financial institution increased by 126 million Baht, cash inflow from selling and leasing back increased by 62 million baht, and long-term loan from financial institution increased by 30 million Baht, while the Company paid liability under financial lease at the amount of 50 million Baht, repaid long-term loan from financial institution at the amount of 5 million Baht and paid for dividend at the amount of 126 million Baht.

**Investors can learn more about the Company information from the Annual Registration Statement (Form 56-1) of the Company presented in the website www.sec.or.th or in the Company's website: www.metrosystems.co.th*

Auditing Committees Report 2013

The Audit Committee, consisting of Mr. Pravit Chattalada, Dr. Virach Aphimeteetamrong and Mr. Chuchart Vattanatham, performed the duties according to the scope of duties and responsibilities as per the criteria and practical guideline of the audit committee which were in consistent with the requirements of the Stock Exchange of Thailand.

In 2013, there were 5 meetings between the Audit Committee and the Internal Auditors, one of which was attended by Accounting Auditor. Moreover, the Audit Committee attended the Board of Directors' meeting for five times and met with non-managing directors once to be informed about the information and exchange opinion. In summary, the essence was as follows.

- Verify financial statements and financial report for both quarterly and annual report for the year of 2013 by asking and giving valuable suggestion and opinion to ensure that financial statement preparation process and essential information disclosure were true, accurate, and reliable in consistent with applicable laws and notifications, that the financial report presented financial status of the Company according to the Generally Accepted Accounting Principles, and that the executives paid attention to the compliance with Generally Accepted Accounting Standard.

- Verify items, item preparation, and disclosure of information about related transaction, by considering the accuracy and sufficiency of the disclosure of information about related transaction and the items that may create conflict of interest to ensure the compliance with the law and criteria as promulgated by the Securities and Exchange Commission.

- Verify the sufficiency and appropriateness of internal control system and risk management to ensure that all risks were monitored, investigated and prevented, that the Company had prescribed necessary measures to manage such risks, and that the executives of the Company and subsidiary companies realized the importance of risk management by providing sufficient governance and internal control system.

- Verify whether the operation was in compliance with the law or not to ensure that the Company followed the Law on Security and Stock Exchange, requirements of the Stock Exchange of Thailand or other laws related to the Company's business

- Consider to appoint the auditor for the year of 2013. In this respect, the Audit Committee proposed to appoint the Company's auditor from Bunchikij Company Limited and determine the auditing fee for the year of 2013. The Audit Committee appointed an auditor by considering past performance and independency, and such auditor must not have any relationship with the Company and subsidiary companies. Such appointment has been proposed for approval to the Board of Directors and shareholders of the Company.

Mr. Pravit Chattalada

Chairman of Auditing Committees

Responsibilities Report of Board of Directors

Board of Directors has responsibility for the Company and subsidiaries' financial consolidated statements; financial information appeared in annual report or on the internet. The mentioned statement is made in accordance with the General Accepted Accounting Principles in Thailand by choosing appropriate accounting policy and practicing it constantly and carefully for the maximum benefit. In addition, it includes adequate disclosure of information in financial statement notes.

Moreover, the Board of Directors has the duty to maintain efficient internal audit control system in order to assure that the accounting record is correct, complete and adequate to protect assets. At the same time, they alarm the Company to be aware of weak point as to prevent any frauds or irregular activities with significances.

Furthermore, the Board of Directors has appointed Audit Committees which consist of independent directors who have duties and responsibilities to oversee the quality of financial statement and internal audit control system. Audit Committees' opinions regarding the mentioned issues have been shown in this annual report.

Thus, the Board of Directors has agreed that the Company's internal audit control system is at satisfactory level and is able to create reasonable confidence for the Company and subsidiaries' creditability of financial statement as of 31 December 2013

(Mr. Sunpitt Sethpornpong)
Chairman

(Mr. Tavit Charuvajana)
Managing Director

Financial Statement

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED
AND ITS SUBSIDIARIES
FINANCIAL STATEMENTS AND INDEPENDENT AUDITOR'S REPORT
JANUARY 1, 2013 TO DECEMBER 31, 2013

Independent Auditor's Report

To the Shareholders of Metro Systems Corporation Public Company Limited

I have audited the accompanying consolidated and separate financial statements of Metro Systems Corporation Public Company Limited and its subsidiaries, and of Metro Systems Corporation Public Company Limited, respectively, which comprise the consolidated and separate statements of financial position as at December 31, 2013, the consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated and separate financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated and separate financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated and separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position as at December 31, 2013 and the financial performance and cash flows for the year then ended of Metro Systems Corporation Public Company Limited and its subsidiaries and Metro Systems Corporation Public Company Limited, respectively, in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

I draw attention to Note 3 to the financial statements, the Company and its subsidiaries have adopted Thai Accounting Standards No. 12 “Income taxes”, and the financial statements have been restated. In my opinion, the adjustments made for the preparation of the restated financial statements have been properly applied.

(Mr. Pornchai Kittipanya-ngam)

Certified Public Accountant

Registration No. 2778

Bunchikij Co., Ltd.

Bangkok

February 20, 2014

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

As at December 31, 2013

Unit : Baht

	Note	Consolidated Financial Statements			Separate Financial Statements		
		Dec. 31, 2013	Dec. 31, 2012	Jan. 1, 2012	Dec. 31, 2013	Dec. 31, 2012	Jan. 1, 2012
		Restated			Restated		
ASSETS							
CURRENT ASSETS							
Cash and cash equivalents	4.2 and 6	157,603,978	184,086,081	124,023,795	55,207,459	125,365,367	76,282,948
Trade and other receivables	4.3 and 7	1,349,390,899	1,137,481,250	1,132,538,621	1,107,036,877	1,015,688,860	1,026,212,514
Current portion of finance lease receivables	13	82,742,402	52,535,733	41,016,438	18,954,451	16,123,394	0
Inventories	4.4 and 8	434,210,945	390,808,908	468,811,819	329,661,874	296,073,343	376,109,930
Other current assets		25,412,145	19,167,709	13,605,539	15,077,561	8,663,059	4,850,449
Total current assets		2,049,360,369	1,784,079,681	1,779,996,212	1,525,938,222	1,461,914,023	1,483,455,841
NON-CURRENT ASSETS							
Investments in associated companies	4.5.1 and 9	19,902,735	18,962,171	24,189,717	11,918,800	10,478,800	10,478,800
Investments in subsidiary companies	4.5.1 and 9	0	0	0	43,219,370	37,219,670	33,219,970
Other long-term investments	4.5.2 and 10	0	8,000,000	8,020,159	0	8,000,000	8,020,159
Deposits at banks used as collateral	11 and 27	103,655,342	98,040,062	98,104,535	87,220,016	93,000,000	93,000,000
Property, plant and equipment	4.7,12 and 27	494,481,738	472,108,997	498,185,942	476,991,860	452,226,623	485,218,379
Finance lease receivables	13	79,632,286	87,620,109	37,382,175	20,332,997	33,229,973	0
Intangible assets	4.8 and 14	11,781,835	8,312,095	5,283,768	11,781,835	8,312,095	5,283,768
Deferred tax asset, net	26	12,310,793	19,902,750	30,173,392	10,868,460	18,215,655	29,396,835
Other non-current assets	15	47,983,811	19,198,358	10,794,616	45,770,013	17,416,876	8,748,715
Total non-current assets		769,748,540	732,144,542	712,134,304	708,103,351	678,099,692	673,366,626
Total assets		2,819,108,909	2,516,224,223	2,492,130,516	2,234,041,573	2,140,013,715	2,156,822,467

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

As at December 31, 2013

Unit : Baht

	Note	Consolidated Financial Statements			Separate Financial Statements		
		Dec. 31, 2013	Dec. 31, 2012	Jan. 1, 2012	Dec. 31, 2013	Dec. 31, 2012	Jan. 1, 2012
		Restated			Restated		
LIABILITIES AND SHAREHOLDERS' EQUITY							
CURRENT LIABILITIES							
Bank overdrafts and short-term loans from							
financial institutions	16 and 27	273,084,818	143,360,638	107,925,748	128,863,829	133,836,443	67,925,748
Trade and other payables	17	892,212,657	815,516,312	899,032,072	705,614,484	640,329,914	767,145,519
Current portion of long-term liabilities	18	55,133,688	43,158,957	39,687,861	28,897,254	18,175,272	22,152,609
Accrued income tax		3,999,038	2,769,818	13,332,354	0	0	6,711,594
Other current liabilities		34,343,414	23,223,135	6,401,303	31,763,391	19,780,087	5,663,625
Total current liabilities		1,258,773,615	1,028,028,860	1,066,379,338	895,138,958	812,121,716	869,599,095
NON-CURRENT LIABILITIES							
Long-term loans from financial institutions	19	14,764,253	0	0	14,764,253	0	0
Liabilities under finance lease contracts	20	48,299,253	38,830,370	48,763,618	18,246,375	19,264,175	30,361,230
Deferred tax liabilities	26	265,604	10,992,498	2,177,443	0	0	0
Employee benefit obligations	4.13 and 21	91,812,829	81,006,851	73,013,781	84,301,514	74,332,842	66,834,379
Provision for litigation and claims	22	0	31,579,223	87,612,278	0	31,579,223	87,612,278
Total non-current liabilities		155,141,939	162,408,942	211,567,120	117,312,142	125,176,240	184,807,887
Total liabilities		1,413,915,554	1,190,437,802	1,277,946,458	1,012,451,100	937,297,956	1,054,406,982
SHAREHOLDERS' EQUITY							
Share capital							
Authorized share capital							
360,000,000 Ordinary shares of Baht 1 each,		360,000,000	360,000,000	360,000,000	360,000,000	360,000,000	360,000,000
Issued and paid-up share capital							
360,000,000 Ordinary shares of Baht 1 each,							
fully paid		360,000,000	360,000,000	360,000,000	360,000,000	360,000,000	360,000,000
Premium on ordinary shares		234,221,748	234,221,748	234,221,748	234,221,748	234,221,748	234,221,748
Retained earnings							
Appropriated for legal reserve		47,900,000	47,900,000	47,900,000	47,900,000	47,900,000	47,900,000
Unappropriated		754,586,071	676,283,576	564,952,859	579,468,725	560,594,011	460,293,737
Total equity holders of the parent		1,396,707,819	1,318,405,324	1,207,074,607	1,221,590,473	1,202,715,759	1,102,415,485
Non-controlling interests		8,485,536	7,381,097	7,109,451	0	0	0
Total shareholders' equity		1,405,193,355	1,325,786,421	1,214,184,058	1,221,590,473	1,202,715,759	1,102,415,485
Total liabilities and shareholders' equity		2,819,108,909	2,516,224,223	2,492,130,516	2,234,041,573	2,140,013,715	2,156,822,467

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

For the year ended December 31, 2013

Unit : Baht

	Note	Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2013	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2012
		Resated		Resated	
Revenues from sales and services					
Revenues from sales of goods		5,988,333,622	5,721,918,726	4,965,918,738	5,086,892,108
Revenues from rendering of services		572,734,037	500,809,311	478,219,148	420,613,251
Rental income		182,293,545	160,512,375	181,083,793	160,377,263
Total revenues from sales and services		6,743,361,204	6,383,240,412	5,625,221,679	5,667,882,622
Costs of sales and services					
Costs of sales of goods		(5,246,903,041)	(5,018,681,576)	(4,343,680,261)	(4,461,157,891)
Costs of the rendering of services		(375,839,630)	(299,404,253)	(320,862,319)	(254,722,676)
Cost of rent		(172,624,028)	(153,291,472)	(172,411,062)	(153,143,231)
Total costs of sales and services		(5,795,366,699)	(5,471,377,301)	(4,836,953,642)	(4,869,023,798)
Gross profit		947,994,505	911,863,111	788,268,037	798,858,824
Other incomes		27,940,838	32,281,432	29,981,338	31,854,043
Reversal provision for litigation and claims		11,579,223	30,807,243	11,579,223	30,807,243
Reversal of allowance for diminution in value of investments		1,440,000	0	1,440,000	0
Profit before expenses		988,954,566	974,951,786	831,268,598	861,520,110
Selling expenses		(121,763,588)	(104,969,235)	(109,025,812)	(94,369,823)
Administrative expenses		(546,461,727)	(512,593,533)	(478,932,514)	(455,255,024)
Provision for litigation and claims		0	(1,924,983)	0	(1,924,983)
Management benefit expenses		(55,688,634)	(59,742,284)	(50,393,855)	(55,481,392)
Profit before share of profit (loss) from investments in associated companies		265,040,617	295,721,751	192,916,417	254,488,888
Share of profit (loss) from investments in associated companies		340,061	(3,628,506)	0	0
Profit before finance costs and income tax expenses		265,380,678	292,093,245	192,916,417	254,488,888
Finance costs		(18,499,875)	(15,095,357)	(9,871,117)	(10,021,205)
Profit before income tax expenses		246,880,803	276,997,888	183,045,300	244,467,683
Income tax expenses	4.15 and 26	(40,739,919)	(74,303,775)	(38,170,936)	(54,167,659)
Profit for the years		206,140,884	202,694,113	144,874,364	190,300,024
Other comprehensive income		-	-	-	-
Total comprehensive income for the years		206,140,884	202,694,113	144,874,364	190,300,024
Profit attributable to					
Equity holders of the parent		204,302,190	201,330,467	144,874,364	190,300,024
Non-controlling interests		1,838,694	1,363,646	0	0
		206,140,884	202,694,113	144,874,364	190,300,024
Basic earnings per share					
Profit of equity holders of the parent	4.16	0.57	0.56	0.40	0.53

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONSOLIDATED FINANCIAL STATEMENTS)

For the year ended December 31, 2013

Unit : Baht

	Note	Equity holders of the parent				Non-controlling	Total	
		Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Total	Interests	Shareholders' Equity
				Appropriated for legal reserve	Unappropriated			
Balance as at December 31, 2011 - as previously reported		360,000,000	234,221,748	47,900,000	535,772,245	1,177,893,993	6,948,565	1,184,842,558
Impact of change in accounting policy,	3							
Income taxes					27,835,063	27,835,063	160,886	27,995,949
Income taxes in associated companies					1,345,551	1,345,551	0	1,345,551
Balance as at December 31, 2011 - After adjusted		360,000,000	234,221,748	47,900,000	564,952,859	1,207,074,607	7,109,451	1,214,184,058
Dividend paid	23.1				(89,999,750)	(89,999,750)	(1,092,000)	(91,091,750)
Total comprehensive income for the year 2012 (as restated)					201,330,467	201,330,467	1,363,646	202,694,113
Balance as at December 31, 2012 - After adjusted		360,000,000	234,221,748	47,900,000	676,283,576	1,318,405,324	7,381,097	1,325,786,421
Balance as at December 31, 2012 - as previously reported		360,000,000	234,221,748	47,900,000	666,317,759	1,308,439,507	7,323,014	1,315,762,521
Impact of change in accounting policy,	3							
Income taxes					8,852,169	8,852,169	58,083	8,910,252
Income taxes in associated companies					1,113,648	1,113,648	0	1,113,648
Balance as at December 31, 2012 - After adjusted		360,000,000	234,221,748	47,900,000	676,283,576	1,318,405,324	7,381,097	1,325,786,421
Increase in share capital of the subsidiary							300	300
Result from changes of shareholding in subsidiaries					(45)	(45)	45	0
Dividend paid	23.1				(125,999,650)	(125,999,650)	(734,600)	(126,734,250)
Total comprehensive income for the year 2013					204,302,190	204,302,190	1,838,694	206,140,884
Balance as at December 31, 2013		360,000,000	234,221,748	47,900,000	754,586,071	1,396,707,819	8,485,536	1,405,193,355

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (SEPARATE FINANCIAL STATEMENTS)

For the year ended December 31, 2013

Unit : Baht

	Note	Issued and paid-up share capital	Premium on ordinary shares	Retained earnings		Total Shareholders' Equity
				Appropriated for legal reserve	Unappropriated	
Balance as at December 31, 2011 - as previously reported		360,000,000	234,221,748	47,900,000	430,896,902	1,073,018,650
Impact of change in accounting policy,	3					
Income taxes					29,396,835	29,396,835
Balance as at December 31, 2011 - After adjusted		360,000,000	234,221,748	47,900,000	460,293,737	1,102,415,485
Dividend paid	23.1				(89,999,750)	(89,999,750)
Total comprehensive income for the year 2012 (as restated)					190,300,024	190,300,024
Balance as at December 31, 2012 - After adjusted		<u>360,000,000</u>	<u>234,221,748</u>	<u>47,900,000</u>	<u>560,594,011</u>	<u>1,202,715,759</u>
Balance as at December 31, 2012 - as previously reported		360,000,000	234,221,748	47,900,000	542,378,356	1,184,500,104
Impact of change in accounting policy,	3					
Income taxes					18,215,655	18,215,655
Balance as at December 31, 2012 - After adjusted		360,000,000	234,221,748	47,900,000	560,594,011	1,202,715,759
Dividend paid	23.1				(125,999,650)	(125,999,650)
Total comprehensive income for the year 2013					144,874,364	144,874,364
Balance as at December 31, 2013		<u>360,000,000</u>	<u>234,221,748</u>	<u>47,900,000</u>	<u>579,468,725</u>	<u>1,221,590,473</u>

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

For the year ended December 31, 2013

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements		
	Dec. 31, 2013	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2012	
	Note	Resated	Resated		
Cash flows from operating activities					
Profit before income tax expenses		246,880,803	276,997,888	183,045,300	244,467,683
Adjustments to reconcile profit before income tax expenses					
to net cash provided by operating activities					
Depreciation		66,527,414	62,294,097	62,376,933	59,431,262
Amortization of leases		1,144,662	1,147,798	1,144,662	1,147,798
Amortization of intangible assets		2,214,199	2,029,054	2,214,199	2,029,054
Bad debt and doubtful accounts		2,053,355	3,115,403	1,495,315	2,657,353
Withholding income tax - written off		0	715,984	0	715,984
Allowance for obsolete goods (reversal)		(34,961)	88,996	(35,201)	88,041
Allowance for diminution in value of investments (reversal)		(1,440,000)	0	(1,440,000)	0
Amortization of investment		0	20,159	0	20,159
Gain on sales, donation and writing-off of fixed assets		(239,260)	(2,238,536)	(58,611)	(2,311,080)
(Gain) loss on exchange rate		(51,175)	491,336	(357,171)	492,419
Share of (profit) loss from investments in associated companies		(340,061)	3,628,506	0	0
Gain on sale investment in other company		(500,000)	0	(500,000)	0
Employee benefit expenses		12,312,378	11,481,150	11,475,072	10,781,943
Provision for litigation and claims		0	1,924,983	0	1,924,983
Reversal provision for litigation and claims		(11,579,223)	(30,807,243)	(11,579,223)	(30,807,243)
Dividend income		(325,000)	(250,000)	(6,691,896)	(7,257,040)
Interest income		(4,121,670)	(4,087,446)	(3,426,598)	(3,289,731)
Interest expenses		18,499,875	15,095,060	9,871,116	10,021,205
		331,001,336	341,647,189	247,533,897	290,112,790
Change in operating activities					
(Increase) decrease in assets					
Trade and other receivables		(213,756,299)	(7,886,974)	(93,086,810)	8,027,245
Inventories		(47,341,837)	97,409,516	(37,528,091)	99,444,148
Other current assets		(861,944)	(5,480,993)	(2,177,381)	(3,812,609)
Other non-current assets		0	8,000	0	8,000
Finance lease receivables		(22,218,845)	(61,757,229)	10,065,918	(49,353,367)

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

For the year ended December 31, 2013

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	Dec. 31, 2013	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2012
Note		Resated		Resated
Change in operating activities (Continued)				
Increase (decrease) in liabilities				
Trade and other payables	67,746,549	(85,585,886)	56,842,894	(128,976,805)
Other current liabilities	10,805,633	15,475,400	11,872,239	13,085,030
Employee benefit obligations	(1,506,400)	(3,488,080)	(1,506,400)	(3,283,480)
Provision for litigation and claims	(20,000,000)	(27,150,796)	(20,000,000)	(27,150,796)
Cash generated from operations	103,868,193	263,190,147	172,016,266	198,100,156
Interest paid	(18,123,768)	(15,166,763)	(9,697,133)	(10,003,022)
Income taxes refund	0	2,275,666	0	1,979,284
Income taxes paid	(74,031,419)	(78,391,257)	(60,321,539)	(62,217,302)
Net cash provided by operating activities	11,713,006	171,907,793	101,997,594	127,859,116
Cash flows from investing activities				
(Increase) decrease in fixed deposits used as collateral	(5,615,280)	64,474	5,779,984	0
Increase in fixed assets	(78,759,663)	(55,275,183)	(76,945,521)	(44,780,357)
Purchase for intangible assets	(5,584,339)	(5,057,381)	(5,584,339)	(5,057,381)
Increase in investment in subsidiary company	0	0	(5,999,700)	(3,999,700)
Proceeds from government bond	3,000,000	0	3,000,000	0
Proceeds from sale of investments in other company	5,500,000	0	5,500,000	0
Interest received	4,229,378	3,892,845	3,674,189	3,127,372
Dividend received	1,164,496	1,849,040	6,691,896	7,257,040
Payment for accounts payable for fixed assets	(3,408,777)	(664,642)	(3,408,778)	(664,642)
Proceeds from sales of fixed assets	1,766,334	4,986,739	1,529,529	4,342,101
Net cash used in investing activities	(77,707,851)	(50,204,108)	(65,762,740)	(39,775,567)

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (Continued)

For the year ended December 31, 2013

Unit : Baht

		Consolidated Financial Statements		Separate Financial Statements	
		Dec. 31, 2013	Dec. 31, 2012	Dec. 31, 2013	Dec. 31, 2012
	Note	Resated		Resated	
Cash flows from financing activities					
Increase (decrease) in bank overdrafts		3,696,793	506,255	0	(17,940)
Increase (decrease) in short-term loans from financial institutions		126,027,387	34,928,635	(4,972,613)	65,928,635
Increase in long-term loans from financial institutions		30,000,000	0	30,000,000	0
Payment of long-term loans from financial institutions		(5,396,852)	0	(5,396,852)	0
Repayment of liabilities under finance lease contracts		(49,942,816)	(45,309,915)	(21,044,990)	(22,938,331)
Proceeds from sale and leaseback transactions		61,547,536	38,847,761	20,910,278	7,863,940
Proceeds from shares of subsidiary company		300	300	0	0
Dividend paid		(126,419,606)	(90,614,435)	(125,888,585)	(89,837,434)
Net cash provided by (used in) financing activities		39,512,742	(61,641,399)	(106,392,762)	(39,001,130)
Decrease in cash and cash equivalents, net		(26,482,103)	60,062,286	(70,157,908)	49,082,419
Cash and cash equivalents as at January 1,		184,086,081	124,023,795	125,365,367	76,282,948
Cash and cash equivalents as at December 31,	4.2 and 6	157,603,978	184,086,081	55,207,459	125,365,367

Supplemental cash flows information :

Non-cash items :

Accounts payable for fixed assets	7,792,405	3,185,773	7,792,405	3,185,773
Increase in assets from inventory transfer	3,974,761	3,470,236	3,974,761	3,470,236
Transfer assets to inventories	0	22,965,838	0	22,965,838
Accrued dividend expenses	314,645	1,640,053	111,065	312,778

Notes to financial statements are an integral part of these statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements)

For the year December 31, 2013

1. General information

1.1 The Company was incorporated in Thailand on January 6, 1986, and has been listed in the Stock Exchange of Thailand since 1995. The operations of the Company and its subsidiaries are distributors of computers and equipments, softwares, office equipments, telecommunication equipments and other related services.

1.2 The address of the Company is 400 Chelermprakiat Rama 9 Road, Nhongbon, Prawet, Bangkok 10250. There are 5 branches and rental as follows :

Branch 1	888/15-17 Ploenjit Road, Lumpinee Phatumwan Bangkok.
Branch 2	141/15-18 Skulthai Tower Surawong Road, Suriyawong Bangrak Bangkok 10500.
Branch 3	979/27-31 SM Tower Pahonyothin Road, Samsennai Phayathai Bangkok 10400.
Branch 4	7/405 Central Pinklao Floor 3 Room 323, Baromrajchonanee Road, Aroonummarin Bangkoknoi Bangkok.
Branch 5	18 haransanitwong Road 81, Bangaow Bangplad Bangkok.

1.3 During the year, the major shareholders of the Company are Metro Value Creation Co., Ltd, Charuvajana Family and Metrophose Co., Ltd.

2. Basis for the preparation and presentation of the financial statements

2.1 The financial statements have been prepared in accordance with the Thai Financial Reporting Standards which are issued under the Accounting Professions Act B.E. 2547, and have been presented under the Accounting Act B.E. 2543, and according to the requirements of the Securities and Exchange Commission, and the regulation of the Stock Exchange of Thailand.

2.2 The financial statements are prepared and presented for Thai currency reporting purposed and prepared in Thai language. This English translation of financial statements has been prepared for the convenience of the readers who were not conversant with Thai language.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

2. Basis for the preparation and presentation of the financial statements (Continued)

2.3 Basis for the preparation of consolidated financial statements

The consolidated financial statements included the accounts of the Company and its subsidiary companies. (See attachment 1)

Outstanding intragroup balances, significant intragroup transactions, the investment of parent company in subsidiaries and shareholders' equity of the subsidiaries have been eliminated in this consolidation.

The financial statements of the subsidiaries are prepared by using the same significant accounting policies as applied to the Company.

2.4 Notifications of applying the Financial Reporting Standards

2.4.1 The Financial Reporting Standards which are effective for accounting periods beginning on or after January 1, 2013 are as follow :

Accounting Standards

TAS 12	Income Taxes
TAS 20 (revised 2009)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2009)	The Effects of Change in Foreign Exchange Rate

Financial Reporting Standards

TFRS 8	Operation Segments
--------	--------------------

Standard Interpretations Committee

TSIC 10	Government Assistance-No Specific Relation to Operating Activities
TSIC 21	Income taxes-Recovery of Revalued Non-Depreciable Assets
TSIC 25	Income taxes-Changes in the Tax Status of an Entity or its Shareholders

Accounting Treatment Guidance

Accounting Treatment Guidance for Transfers of Financial Assets

These Financial Reporting Standards will have no material impacts on the financial statements for this accounting period, except that mentioned in notes 3 to the financial statements.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

2. Basis of preparation and presentation of the financial statements (Continued)

2.4 Notifications of applying the Financial Reporting Standards (Continued)

2.4.2 The Financial Reporting Standards which are effective for accounting periods beginning on or after January 1, 2014 and 2016 are as follow :

Accounting Standards (effective beginning on or after January 1, 2014)

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rate
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Venture
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible assets

Financial Reporting Standards (effective beginning on or after January 1, 2014)

TFRS 2 (revised 2012)	Share – Based Payments
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments

Financial Reporting Standard Interpretations Committee (effective beginning on or after January 1, 2014)

TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Right to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

2. Basis of preparation and presentation of the financial statements (Continued)

2.4 Notifications of applying the Financial Reporting Standards (Continued)

2.4.2 The Financial Reporting Standards which are effective for accounting periods beginning on or after January 1, 2014 and 2016 are as follow (Continued)

Financial Reporting Standard Interpretations Committee (effective beginning on or after January 1, 2014)

TFRIC 7	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economics
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers

Standards Interpretations Committee (effective beginning on or after January 1, 2014)

TSIC 15	Operating Leases-Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Service Concession Arrangements – Disclosure
TSIC 32	Intangible Assets-Web Site Costs

Financial Reporting Standards (effective beginning on or after January 1, 2016)

TFRS 4	Insurance Contracts
--------	---------------------

The Company and its subsidiaries would not yet adopt the above standards before the effective date. The management of the Company and its subsidiaries are in the process of evaluation the impacts of these accounting standards on the financial statements in the year when they are initially applied.

2.5 Preparation of financial statements in conformity with Thai Financial Reporting Standards requires management to make judgments , estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

3. Changes in accounting policies

From January 1, 2013, The Company and its subsidiaries have adopted the new and revised Thai Financial Reporting Standards as mentioned in note 2.4.1 to the financial statements, the Company and its subsidiaries have changed their accounting policies as follow :

TAS 12 Income Taxes

This standard requires the Company and its subsidiaries to account for the deferred tax assets and liabilities, by calculating in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts used for taxation purpose.

The impact of change in the accounting policy to the financial statements, are as follow :

Unit : Baht

	Consolidated Financial Statements			Separate Financial Statements		
	Dec. 31, 2013	Dec. 31, 2012 (Restated)	Jan. 1, 2012	Dec. 31, 2013	Dec. 31, 2012 (Restated)	Jan. 1, 2012
Statement of financial position						
Increase in deferred tax assets	12,310,793	19,902,750	30,173,392	10,868,460	18,215,655	29,396,835
Increase in deferred tax liabilities	265,604	10,992,498	2,177,443	-	-	-
Increase (decrease) in retained earnings	3,134,937	(19,085,695)	27,995,949	(7,347,195)	(11,181,180)	29,396,835

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012 (Restated)	2013	2012 (Restated)
Statement of comprehensive income for the years				
Increase (decrease) in income tax expenses	(3,134,937)	19,085,695	7,347,195	11,181,180
Increase (decrease) in comprehensive income	3,134,937	(19,085,695)	(7,347,195)	(11,181,180)
Increase (decrease) in Basic earnings per share	0.009	(0.053)	(0.020)	(0.031)

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

4. Summary of Significant Accounting Policies

4.1 Summary of Significant Accounting Policies

Historical cost is used as measurement basis in preparing these financial statements except some items indicated in relevant notes.

4.2 Cash and cash equivalents

Cash represents cash on hand and demand deposits with bank.

Cash equivalents comprise fixed deposits and short-term highly liquid investments which are not restricted in their uses, and that are readily convertible to known amount of cash and which are subject to an insignificant risk of change in value, such as deposit expiring less than 3 months from acquisition date or investments.

4.3 Trade receivables and other receivables

Trade and other receivables are stated at net realizable value which are the amount of invoices netted from allowance for doubtful account. Allowance for doubtful accounts is based on the estimated uncollectible amounts by considering from the present financial status of each account receivable, and the management's opinions.

4.4 Inventories

Inventories are valued at cost or net realizable value, whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

The costs of purchased inventories comprise the purchase price and other costs directly attributed to the acquisition of goods. The costs of inventories are calculated on the following bases:

Finished goods	-	Valued at cost price under at average and specific methods
Goods in transit	-	Valued at cost price
Raw material	-	Valued at cost price under at average method

The company and its subsidiaries have policy to approximate the allowance for obsolete goods by considering from each item of merchandises that has not been moving.

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

4. Summary of Significant Accounting Policies (Continued)

4.5 Investments

4.5.1 Investments in subsidiary, associated, and other companies

Investments in associated companies for the consolidated financial statements are accounted for by the equity method. (See attachment 2)

Investments in subsidiary and associated companies for the separate financial statements are accounted for by the cost method less allowance for decline in value of investments. (See attachment 3)

Investments in other companies are recorded at cost method less allowance for decline in value of investments.

4.5.2 Investments in Debt Securities

Long – term investments in Debt Securities and fixed deposits are stated at fair value.

Investment in Government bonds are stated at fair value.

4.6 Leases agreement

Finance Leases

The leases of assets, which the substantial all the risks and rewards associated with the ownership of the assets have been transferred to the lessee, title may or may not eventually be transferred to the lessee under the finance lease arrangements, are classified as finance leases. The lessee is to record the finance lease as an asset and obligation at an amount equal to the fair value of the leased asset or the present value of the minimum lease payment whichever is lower. The interest expense is charged to profit or loss over the lease period. The leased asset is depreciated over the useful life of the asset.

Operating Leases

The leases of assets, which the substantial all the risks and rewards associated with the ownership of the assets have not been transferred to the lessee, are classified as operating leases. The payments made under operating leases are charged to profit or loss on a straight-line method over the period of the lease.

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

4. Summary of Significant Accounting Policies (Continued)

4.7 Property, Plant and Equipment

Property is stated at cost. Plant and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any). Depreciation is calculated by straight-line method, based on the estimated useful lives of the assets as follows:

Land improvement	5 years
Building	30 years
Leasehold building improvement	5-20 years
Furniture and fixtures	5 years
Vehicles	5 years
Office equipment	3-5 years
Assets for rent	3-5 years
Other fixed assets	5 years

An initial estimated of the costs of dismantling and removing the item and restoring the site, when the Company and its subsidiaries have obligation to do, have been included in cost of Property, plant and equipment.

Cost of addition, improvement, repair or extensions of lease agreement that increase the future economic benefit are recognized as assets.

Depreciation is separately calculated on each component of assets, when the cost of each component is significant in relation to the total cost of the item.

Depreciation method, useful life and residual value of assets are reviewed at least at each financial year-end.

Depreciation is recognized as expense for each accounting period.

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

4. Summary of Significant Accounting Policies (Continued)

4.8 Intangible assets

Intangible assets are stated at cost less accumulated amortization and allowance for loss on impairment of assets (if any). Amortization is charged to the statements of income by the straight-line method from the date that intangible assets are available for use over the estimated useful lives of the economic benefit of the assets. Unless such lives are indefinite, intangible assets with an indefinite useful life are not amortized but are systematically tested for impairment at each statement of financial position date. The estimated useful lives are as follow :

Computer softwares	3-15	Years
--------------------	------	-------

The Company and its subsidiaries recorded the amortization as expenses for each accounting period.

4.9 Prepaid lease expenses

Prepaid lease expenses are leasehold rights which are amortized over the useful lives of leasehold right contract for 10-18 years.

4.10 Impairment of assets

The Company and its subsidiaries should assess the impairment of assets i.e. Property, Plant and Equipment and intangible assets whenever there is indication that an asset may be impaired, the impairment will be assessed by estimating the recoverable amount of asset, if it is below the carrying amount of the asset, it signs an asset is impaired. The company and its subsidiaries should recognize the impairment loss in profit or loss.

Recoverable amount of assets is the higher of an asset's net selling price and its value in use, and it is determined from an individual asset of a cash-generating unit.

4.11 Liabilities, provisions and expenses

The Company and its subsidiaries recognize liabilities, provisions and expenses in the financial statements when it has legal obligation or possible obligation arising from past events, the settlement of which is expected to be made in the amount that can be estimated with sufficient reliability.

The Company and its subsidiaries recognize accrued the dividend, approved by the resolution of ordinary shareholders' meeting.

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

4. Summary of Significant Accounting Policies (Continued)

4.12 Revenue recognition

Revenue from sales of goods is recognized when significant risks and rewards of ownership have been transferred to the buyer based on the invoice value less discount, goods return, and amounting to the estimates (if any).

Finance lease receivables have been recorded in the amount of contract value. The difference between the contract value and the cash selling-price of the goods is recognized as unearned interest income. Interest income on finance lease is recognized over the term of the lease by using the annuity method.

Revenue from service is recognized when the outcome of a service can be estimated reliably based on the stage of completion of the transaction at the balance sheet date. When the outcome of a service can not be estimated reliably, revenue is recognized only to the extent of expenses that are recoverable.

Lease income is recognized over the lease term.

Dividend income is recognized when the right of receiving dividend is announced.

Interest income is recognized on the period of time.

4.13 Employee benefits

Short-term employee benefits

Short-term employee benefits, which fall due wholly within 12 months after the end of period in which the employees render the related service, are recognized as expenses when incurred.

Postemployment benefits

The company and its subsidiaries and their employees have jointly a provident fund. The contributions from employees are deducted from the monthly salaries and contributions by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company and its subsidiaries' contributions are recognized as expenses when incurred.

The severance payments retirement under the labor law as a defined benefit plan, was calculated on the basis of Actuarial Valuation Methods by using the projected unit credit method.

The Company and its subsidiaries recognize the actuarial gains and losses arising from defined benefit plans in other comprehensive income and all expenses related to postemployment benefit plans in profit or loss.

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

4. Summary of Significant Accounting Policies (Continued)

4.14 Translation of foreign currency transactions

Foreign currency transactions are translated into Thai Baht at the exchange rate on the transaction rate. The remaining balances of assets and liabilities denominated in foreign currency at the end of reporting periods are translated into Thai Baht at the exchange rate of that date. Exchange differences are accounted in profit or loss.

4.15 Income tax

Income tax represents the aggregate of current income tax expense and deferred tax.

Current income tax expense and deferred tax are recognized in profit or loss except for the extent that they related to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income tax represents the amount of expected income tax payable or recoverable on the taxable profit or loss for the period, using tax rates in accordance with the regulation in the Revenue Code.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amounts used for taxation purpose.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax liabilities is recognized for all income taxes payable in the future periods in respect of taxable temporary differences.

Deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4.16 Basic earnings per share

Basic earnings per share are computed by dividing the net profit attributable to equity holders of the parent by the number of weighted average ordinary shares which are issued during of the years. (360,000,000 shares)

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

5. Related party transactions

5.1 The Company and its subsidiaries's policy about the price charge to the related parties are as follow :

Types of transaction	Policies of price setting
Transactions between the company and its subsidiaries	
- Sales and services to the subsidiary companies	Market price
- Sales and services from the subsidiary companies	Market price
Transactions related to the company, its subsidiaries with the related parties	Market price

The financial statements included related party transactions by considering the following intercompany shareholding or the same group of shareholders, directors or management team. Besides, the related parties are considered when one of parties has the ability to control the other party or can exercise significant influence over the other party in making financial and operating decisions. Some part of the Company and its subsidiaries's assets, liabilities, revenues and expenses arose from transaction with the persons and related parties. The effects of these transactions are reflected in the accompanying financial statements on the basis determined by the normal business.

5.2 The relationship of person or related parties

Person or related parties	The relationship
Metro Professional Products Co., Ltd.	Holding and co-directors
Metro Info Tech Co., Ltd.	Holding and co-directors
Metro Connect Co., Ltd.	Holding and co-directors
Metro Info Dynamics Co., Ltd.	Holding and co-directors
Metrosoft Co., Ltd.	Holding and co-directors
HIS MSC Co., Ltd.	Holding and co-directors
PSP (Thailand) Co., Ltd.	Holding and co-directors
JBCC (Thailand) Co., Ltd.	Holding
MDEC International (1991) Co., Ltd.	Co-directors
Metro Co., Ltd.	Co-directors

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

5. Related party transactions (Continued)

Related party transactions consist of :

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Balance at the end of periods				
Trade receivables				
Subsidiary companies				
Metro Professional Products Co., Ltd.	0	0	26,750	26,750
Metro Info Tech Co., Ltd.	0	0	774,641	383,529
Metro Connect Co., Ltd.	0	0	3,462,738	1,629,324
Metro Info Dynamics Co., Ltd.	0	0	5,621,884	1,054,071
Associated companies				
Metrosoft Co., Ltd.	1,496,382	977,869	626,153	718,394
HIS MSC Co., Ltd.	315,357	293,663	315,357	293,663
Related parties				
MDEC International (1991) Co., Ltd.	79,506	53,916	79,506	53,916
Metro Co., Ltd.	200,144	32,367	200,144	32,367
Accrued income				
Subsidiary companies				
Metro Info Tech Co., Ltd.	0	0	3,817	0
Metro Connect Co., Ltd.	0	0	6,776	0
Metro Info Dynamics Co., Ltd.	0	0	3,247	0
Associated companies				
HIS MSC Co., Ltd.	3,327	0	3,327	0
Trade payables				
Subsidiary companies				
Metro Info Tech Co., Ltd.	0	0	1,348,262	727,527
Metro Connect Co., Ltd.	0	0	2,290,132	1,664,024
Related party				
MDEC International (1991) Co., Ltd.	881,054	607,189	881,054	607,189

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

5. Related party transactions (Continued)

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Balance at the end of periods (Continued)				
Other payables				
Subsidiary companies				
Metro Connect Co., Ltd.	0	0	0	310,300
Related parties				
MDEC International (1991) Co., Ltd.	614,850	1,820,631	614,850	1,820,631
Metro Co., Ltd.	44,343	40,554	44,343	40,554
Deferred incomes				
Associated companies				
Metrosoft Co., Ltd.	582,148	39,058	2,610	1,108
HIS MSC Co., Ltd.	3,905	903	3,905	903
Related parties				
MDEC International (1991) Co., Ltd.	1,356	104	1,356	104
Metro Co., Ltd.	266	938	266	938
Revenues and expenses for the years				
Sale income				
Subsidiary companies	0	0	9,875,973	1,781,371
Associated companies	7,210,950	14,939,420	4,824,950	10,243,620
Related parties	373,345	945,519	343,045	925,089
Service income				
Subsidiary companies	0	0	6,277,225	4,651,413
Associated companies	2,418,634	1,349,165	1,319,518	722,135
Related parties	639,157	757,395	639,157	757,395

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

5. Related party transactions (Continued)

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Revenues and expenses for the years (Continued)				
Rental income				
Subsidiary companies	0	0	2,504,185	2,663,319
Associated companies	2,243,232	1,792,000	2,243,232	1,792,000
Other income				
Subsidiary companies	0	0	4,384,525	4,032,325
Associated companies	2,372,892	2,231,401	2,372,892	2,231,401
Related parties	60,000	2,844	60,000	2,844
Dividend income				
Subsidiary companies	0	0	5,527,400	5,408,000
Associated companies	839,496	1,599,040	839,496	1,599,040
Purchase				
Subsidiary companies	0	0	11,327,346	15,802,438
Related parties	6,818,432	6,948,712	6,818,432	6,930,233
Cost of service				
Subsidiary companies	0	0	9,960,309	6,858,528
Associated companies	77,273	379,995	0	283,171
Related parties	630,560	23,800	630,560	23,800
Expenses				
Related parties	634,867	954,000	634,867	874,500
Purchase of fixed assets				
Subsidiary companies	0	0	394,308	516,600
Related parties	3,561,324	1,858,468	3,561,324	1,858,468

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

6. Cash and cash equivalents

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Cash on hand and demand deposits				
with banks	147,312,605	113,893,528	55,207,459	65,365,367
Cash equivalents				
Fixed account at bank 2 months	10,291,373	10,192,553	0	0
Short-term investments in Debt Securities				
- bill of exchange	0	60,000,000	0	60,000,000
(As at December 31, 2012, the interest rate are 2.75% p.a.)				
Total	157,603,978	184,086,081	55,207,459	125,365,367

7. Trade and other receivables

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Trade receivables				
- Other companies	1,198,770,069	1,018,364,371	975,505,870	907,817,217
- Related parties	2,091,389	1,357,815	11,107,173	4,192,014
Total	1,200,861,458	1,019,722,186	986,613,043	912,009,231
Less Allowance for doubtful accounts	6,268,765	4,950,957	5,252,674	4,492,907
Net	1,194,592,693	1,014,771,229	981,360,369	907,516,324
Cheque receivables	28,058,100	16,593,885	28,058,100	15,327,327
Post date cheques	36,275,661	28,480,521	24,698,404	28,232,396
Total trade receivables	1,258,926,454	1,059,845,635	1,034,116,873	951,076,047
Other receivables				
- Accrued income	30,255,282	23,638,060	21,774,929	19,768,141
- Prepaid expenses	54,956,897	51,054,406	48,600,736	42,823,952
- Others	5,252,266	2,943,149	2,544,339	2,020,720
Total other receivables	90,464,445	77,635,615	72,920,004	64,612,813
Total trade and other receivables	1,349,390,899	1,137,481,250	1,107,036,877	1,015,688,860

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

7. Trade and other receivables (Continued)

The aging of the past due trade account receivables are as follow :

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Not yet due	808,414,069	677,013,358	724,759,421	638,454,242
Overdue 1-90 days	334,450,004	291,919,026	194,500,676	223,181,403
Overdue 91-180 days	82,944,856	72,512,513	81,739,250	72,306,222
Overdue 181-360 days	1,451,823	1,806,853	1,451,823	1,806,853
Overdue 360 days	428,000	458,050	0	0
Sued trade receivables	9,448,367	4,492,907	8,860,277	4,492,907
Total	1,237,137,119	1,048,202,707	1,011,311,447	940,241,627
Less Post date cheques	36,275,661	28,480,521	24,698,404	28,232,396
Trade receivables	1,200,861,458	1,019,722,186	986,613,043	912,009,231

8. Inventories

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Finished goods	324,548,622	272,814,913	287,189,215	235,679,718
Computer components	87,142	623,195	0	0
Others	108,992	413,450	108,992	413,450
Goods in transit	109,534,684	117,060,806	42,430,967	60,082,676
Total	434,279,440	390,912,364	329,729,174	296,175,844
Less Allowance for obsolete goods	68,495	103,456	67,300	102,501
Net	434,210,945	390,808,908	329,661,874	296,073,343

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

8. Inventories (Continued)

The merchandise that has not been moving is as follow :

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Finished goods	68,495	103,456	67,300	102,501
Less Allowance for obsolete goods	68,495	103,456	67,300	102,501
Net	0	0	0	0

9. Investments in subsidiary and associated companies

(See attachment 2 and 3)

9.1 Investments in associated companies

The financial statements of one associated company, named JBCC (Thailand) Co., Ltd., as at December 31, 2013, was prepared by the management of the Company, which the financial statements reflected investment in associated company by the equity method as at December 31, 2013, are as follow :

Unit : Baht

	Consolidated Financial Statements
	2013
Investment in associated company	
As at December 31,	0
Percentage of total assets in consolidation	0
Equity in the period of comprehensive loss of associated company	
For the period ended December 31,	1,012,512
Percentage of total revenues in consolidation	0.02

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

9. Investments in subsidiary and associated companies (Continued)

9.2 Investments in associated companies (Continued)

The financial statements of associated companies are as follow :

Unit : Baht

	Consolidated Financial Statements	
	2013	2012
HIS MSC Co., Ltd.		
Total assets	50,274,792	55,326,488
Total liabilities	22,132,556	27,113,418
Total revenues	38,864,359	34,626,990
Total comprehensive income for the years	1,609,166	3,214,504
Metrosoft Co., Ltd.		
Total assets	14,122,090	11,333,916
Total liabilities	10,524,336	8,620,332
Total revenues	41,368,949	42,258,056
Total comprehensive income for the years	884,170	1,404,992
PSP (Thailand) Co., Ltd.		
Total assets	23,764,043	19,424,545
Total liabilities	18,468,539	14,360,426
Total revenues	45,365,037	39,046,232
Total comprehensive income for the years	231,385	(12,732,612)
JBCC (Thailand) Co., Ltd.		
Total assets	15,374,899	12,984,359
Total liabilities	15,864,917	7,921,798
Total revenues	31,983,342	31,770,451
Total comprehensive income for the years	(5,552,578)	2,088,005

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

10. Other long-term investments

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Investment in other company				
- SIAM M & B PUBLISHING Co., Ltd. (hold 5.0% of authorized share capital)	0	5,000,000	0	5,000,000
Investment in Government Bond	0	3,000,000	0	3,000,000
Total	0	8,000,000	0	8,000,000

Long-term investment in Government Bond, for 5 years, at the interest rate of 4.25% p.a., which due in March 2013.

In September 2013, the Company has sold investment in other company, which has gain on sale of investment in the amount of Baht 500,000.

11. Deposits at bank used as collateral

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Fixed a/c at banks (Note 27)	103,655,342	98,040,062	87,220,016	93,000,000
Total	103,655,342	98,040,062	87,220,016	93,000,000

12. Property, plant and equipment

(See attachment 4)

Property and plant are used as collateral as per notes No. 27 to the financial statements.

As at December 31, 2013 and 2012, the cost of plant and equipment, which were deducted depreciation in fully amounts in Consolidated Financial Statements is in the amount of Baht 591 million (2012 : Baht 568 million) and in Separate Financial Statements is in the amount of Baht 583 million (2012 : Baht 560 million).

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

13. Finance lease receivables

Unit : Baht

	Consolidated Financial Statements					
	Portion due in one year		Portion due in more than one year - but no more than five years		Total	
	2013	2012	2013	2012	2013	2012
Finance lease receivables	90,738,963	56,674,585	83,811,258	93,891,158	174,550,221	150,565,743
Less Unearned finance lease income	7,996,561	4,138,852	4,178,972	6,271,049	12,175,533	10,409,901
Finance lease receivables	82,742,402	52,535,733	79,632,286	87,620,109	162,374,688	140,155,842

Unit : Baht

	Separate Financial Statements					
	Portion due in one year		Portion due in more than one year - but no more than five years		Total	
	2013	2012	2013	2012	2013	2012
Finance lease receivables	20,395,473	18,215,241	20,876,110	34,912,574	41,271,583	53,127,815
Less Unearned finance lease income	1,441,022	2,091,847	543,113	1,682,601	1,984,135	3,774,448
Finance lease receivables	18,954,451	16,123,394	20,332,997	33,229,973	39,287,448	49,353,367

The gross investment under the finance lease contracts and present value of minimum lease payment receivables are as follow :

Unit : Baht

	Consolidated Financial Statements			
	2013		2012	
	Gross investment	Present value	Gross investment	Present value
	-under the	-of minimum	-under the	-of minimum
	-finance lease	-lease payment	-finance lease	-lease payment
	-contracts	receivables	-contracts	receivables
Portion due in one year	90,738,963	82,742,402	56,674,585	52,535,733
Portion due in more than one year				
but no more than five years	83,811,258	79,632,286	93,891,158	87,620,109
Total	174,550,221	162,374,688	150,565,743	140,155,842
Less Unearned finance lease income	12,175,533		10,409,901	
Net investment under the finance				
lease contracts	162,374,688		140,155,842	

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

13. Finance lease receivables (Continued)

Unit : Baht

	Separate Financial Statements			
	2013		2012	
	Gross investment	Present value	Gross investment	Present value
	-under the	-of minimum	-under the	-of minimum
	-finance lease	-lease payment	-finance lease	-lease payment
	-contracts	receivables	-contracts	receivables
Portion due in one year	20,395,473	18,954,451	18,215,241	16,123,394
Portion due in more than one year				
but no more than five years	20,876,110	20,332,997	34,912,574	33,229,973
Total	41,271,583	39,287,448	53,127,815	49,353,367
Less Unearned finance lease income	1,984,135		3,774,448	
Net investment under the finance				
lease contracts	39,287,448		49,353,367	

The gross investment less unearned finance lease income, which increase in new contracts during the period is as follow :

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Gross investment under the finance				
lease contracts	125,514,353	108,091,893	6,540,696	54,645,752
Less Unearned finance lease income	13,048,929	9,697,334	318,461	3,984,376
Net finance lease income	112,465,424	98,394,559	6,222,235	50,661,376

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

14. Intangible assets

Unit : Baht

Consist of :	Consolidated Financial Statements and Separate Financial Statements					
	Dec. 31, 2012	Increase	Transfer	Transfer in	Transfer out	Dec. 31, 2013
Cost price-intangible assets						
Computer softwares	28,532,841	5,584,339	0	99,600	0	34,216,780
Total	28,532,841	5,584,339	0	99,600	0	34,216,780
Accumulated amortization-intangible assets						
Computer softwares	20,220,746	2,214,199	0	0	0	22,434,945
Total	20,220,746	2,214,199	0	0	0	22,434,945
Intangible assets	8,312,095					11,781,834
Amortization for the year	2,029,054					2,214,199

15. Others non-current assets

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Deposits and guarantees	2,768,225	2,768,225	2,747,752	2,747,752
Withholding income taxes	44,210,350	14,280,236	42,017,026	12,519,227
Prepaid lease expenses	1,005,236	2,149,897	1,005,235	2,149,897
Total	47,983,811	19,198,358	45,770,013	17,416,876

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

16. Bank overdrafts and short-term loans from financial institutions

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Bank overdrafts	4,220,988	524,195	0	0
Trust receipts	68,863,830	133,836,443	68,863,829	133,836,443
(As at December 31, 2013 and 2012, the interest rate are 3.67% - 3.91% p.a., and 4.00% - 4.29% p.a. respectively)				
Promissory notes - financial institutions	200,000,000	9,000,000	60,000,000	0
(As at December 31, 2013 and 2012, the interest rate are 3.53% - 5.50% p.a., and 7.13% p.a. respectively)				
Total	273,084,818	143,360,638	128,863,829	133,836,443

Bank overdrafts and short- term loans from financial institutions are guaranteed by the assets as per notes No.

27 to the financial statements.

17. Trade and other payables

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Trade payables				
- Other companies	681,639,710	632,862,046	536,509,568	491,668,936
- Related parties	881,054	607,189	4,519,448	2,998,740
Total	682,520,764	633,469,235	541,029,016	494,667,676
Cheque payables	14,112,601	28,250,265	4,793,701	17,105,653
Total trade payables	696,633,365	661,719,500	545,822,717	511,773,329
Other payables				
- Accrued expenses	128,385,131	111,129,339	102,565,069	92,257,943
- Deferred income	34,584,168	27,682,444	25,833,798	21,450,607
- Other and asset payables	31,717,324	14,468,467	30,702,354	14,331,473
- Others	892,669	516,562	690,546	516,562
Total other payables	195,579,292	153,796,812	159,791,767	128,556,585
Total trade and other payables	892,212,657	815,516,312	705,614,484	640,329,914

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

18. Current portion of long-term liabilities

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Current portion of long-term loans (Note 19)	9,838,895	0	9,838,895	0
Current portion of long-term leases				
(Note 20)	45,294,793	43,158,957	19,058,359	18,175,272
Total	55,133,688	43,158,957	28,897,254	18,175,272

19. Long-term loans from financial institutions

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Long-term loans from financial institutions	24,603,148	0	24,603,148	0
Less Current portion of long-term loans				
(Note 18)	9,838,895	0	9,838,895	0
Long-term loans from financial institutions	14,764,253	0	14,764,253	0

On April 17, 2013, the Company entered into loan agreement with one local bank amounting to Bath 30 million, the repayment would be 36 installments. The Company has to repay the principal included interest by monthly, at Bath 910,000 per installment, at the interest rate of MLR - 1.5% p.a.

20. Liabilities under finance lease contracts

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Liabilities under finance lease contracts	99,980,518	87,786,138	39,655,252	40,389,545
Less Deferred interest	6,386,472	5,796,811	2,350,518	2,950,098
Total	93,594,046	81,989,327	37,304,734	37,439,447
Less Portion due in one year (Note 18)	45,294,793	43,158,957	19,058,359	18,175,272
Liabilities under finance lease contracts, net				
from portion due in one year	48,299,253	38,830,370	18,246,375	19,264,175

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

20. Liabilities under finance lease contracts (Continued)

The Company and its subsidiaries entered into lease contracts of vehicles and equipments. The Company and its subsidiaries have the option to purchase the asset at the end of the lease term and the Company and its subsidiaries must comply with conditions and limitations specified in the lease contracts.

As at December 31, 2013 and 2012, the balance minimum lease payments in the liabilities under finance lease contracts are as follow :

Unit : Baht

	Consolidated Financial Statements					
	Portion due in one year		Portion due in more than one year - but no more than five years		Total	
	2013	2012	2013	2012	2013	2012
Minimum lease payments of lease contracts	49,509,965	46,884,481	50,470,553	40,901,657	99,980,518	87,786,138
Less Deferred interest	4,215,172	3,725,524	2,171,300	2,071,287	6,386,472	5,796,811
Present value of future minimum lease payments	45,294,793	43,158,957	48,299,253	38,830,370	93,594,046	81,989,327

Unit : Baht

	Separate Financial Statements					
	Portion due in one year		Portion due in more than one year - but no more than five years		Total	
	2013	2012	2013	2012	2013	2012
Minimum lease payments of lease contracts	20,697,896	19,940,908	18,957,356	20,448,637	39,655,252	40,389,545
Less Deferred interest	1,639,537	1,765,636	710,981	1,184,462	2,350,518	2,950,098
Present value of future minimum lease payments	19,058,359	18,175,272	18,246,375	19,264,175	37,304,734	37,439,447

Book value of assets under the liabilities under finance lease contracts.

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Vehicles	0	1,973,700	0	1,572,303
Equipments	36,267,388	33,675,848	36,267,388	33,675,848

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

21. Employee benefit obligations

Movements in the present value of the employee benefit obligations are as follow :

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Employee benefit obligations B/F	81,006,851	73,013,781	74,332,842	66,834,379
Service costs	8,605,418	8,034,117	8,076,900	7,610,042
Interest costs	3,706,960	3,447,033	3,398,172	3,171,901
Benefits paid	(1,506,400)	(3,488,080)	(1,506,400)	(3,283,480)
Employee benefit obligations C/F	91,812,829	81,006,851	84,301,514	74,332,842

Expenses recognized in profit or loss are as follow :

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Current service cost	8,605,418	8,034,117	8,076,900	7,610,042
Interest cost	3,706,960	3,447,033	3,398,172	3,171,901
Total	12,312,378	11,481,150	11,475,072	10,781,943

Principal actuarial assumptions at the reporting date

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Discount rate (% per annual)	4.14 – 4.35	4.14 – 4.18	4.15	4.15
Future salary increase (% per annual)	5.00	5.00	5.00	5.00

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

22. Provision for litigation and claims

On January 14, 2010, the Company was accused by one company in a civil law case of default in contract of sale, which the amount of payment is approximately Baht 31.50 million. On May 27, 2010, the Company was accused by another company in a civil law case of default in contract of sale, which the amount of payment is approximately Baht 51.85 million. The civil court had judgment on December 27, 2011 that the Company has to pay approximately Baht 25.00 million for the first case and Baht 51.85 million for the second case.

The plaintiff of the second case has compromised with the Company in the Appeal Court. According to the Court of Appeal's judgment, the plaintiff has reduced some debt and agreed that the Company has to pay Baht 27.00 million. The second case has become final now, so the company reversed the provision for the liabilities of the lawsuit for the year ended December 31, 2012 at the amount of Baht 30.81 million. The plaintiff of the first case has compromised with the Company in the Appeal Court. According to the Court of Appeal's judgment, the plaintiff has reduced some debt and agreed that the Company has to pay Baht 20.00 million. The first case has become final now, so the company reversed the provision for the liabilities of the lawsuit for the first quarter ended March 31, 2013 at the amount of Baht 11.58 million. At present, the Company has no any litigations and claims

23. Equity

23.1 Dividend paid

By the resolution of ordinary shareholders' meeting No. 18/2013 held on March 23, 2013, the Company announced to pay the dividend of the year 2012 to the shareholders at Baht 0.35 per share (totally Baht 126,000,000).

By the resolution of ordinary shareholders' meeting No. 17/2012 held on March 30, 2012, the Company announced to pay the dividend of the year 2011 to the shareholders at Baht 0.25 per share (totally Baht 90,000,000).

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

23. Equity (Continued)

23.2 Legal reserve

Pursuant to the Public Limited Companies Act B.E. 2535, the Company must appropriate the annual net profit to be a reserve fund which not less than five percent of the annual net profit deducted by the total deficit brought forward (if any) until reserve reaches an amount of not less than ten percent of the registered capital.

The Company's legal reserve is reached to 10% of the registered capital.

23.3 Managing capital

The Company has no regulation to maintain the debt to equity ratio with the outside party. So, the Company has policy to manage the capital by maintaining the Company's ability to continue the business as a going concern and providing the appropriated returns to the shareholders. The Company has policy to pay dividend not less than 50% of Company's profit.

24. Staff provident fund

The company established a contributory registered provident fund for the staffs of company and group company, which has been registered in accordance with the Provident Fund Act B.E. 2530 (1987) on October 1, 1998. The contributions from staffs are deducted from the monthly salaries, with the company matching the individual's contributions.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

25. Classification of expenses by nature

Unit : Baht

Consist of :	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Change in inventories	(43,402,037)	78,002,911	(33,588,531)	80,036,587
Purchases of goods	5,287,606,270	4,938,238,518	4,377,268,792	4,381,121,303
Outsourcing expenses	205,425,977	170,052,827	150,448,666	115,149,720
Employee expenses	464,439,958	432,966,517	394,626,200	378,790,973
Depreciations and amortization	68,726,086	64,323,151	64,591,133	61,460,316
Provision for litigation and claims	0	1,924,983	0	1,924,983
Management benefit expenses	55,688,634	59,742,284	50,393,855	55,481,392
Finance costs	18,499,875	15,095,357	9,871,117	10,021,205
Others	480,795,760	405,356,145	471,565,708	402,089,746
Total	6,537,780,523	6,165,702,693	5,485,176,940	5,486,076,225

26. Income tax

The income tax expenses is computed from the profit before income tax, which is in accordance with the regulation the Revenue Code.

In December 2011, the Royal Decree has been issued regarding the reduction of the income tax rates for net profit, from the rate of 30% to 23% for the year 2012, and 20% for the year 2013 and 2014.

Income tax expenses for the years ended December 31, 2013 and 2012 are as follow :

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012 Restated	2013	2012 Restated
Current income tax:	43,874,856	55,218,080	30,823,741	42,986,479
Deferred tax:				
Temporary differences and reversal of temporary differences	(3,134,937)	19,085,695	7,347,195	11,181,180
Income tax expenses	40,739,919	74,303,775	38,170,936	54,167,659

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

26. Income tax (Continued)

Reconciliation between the average effective tax rate and the applicable tax rate for the years ended December 31, 2013 and 2012, are as follow :

Unit : Baht

	Consolidated Financial Statements			
	2013		2012	
			Restated	
	Rate		Rate	
	(%)		(%)	
Accounting profit before income tax		246,880,803		276,997,888
Income tax at applicable tax rate	20	49,376,160	23	63,709,514
Tax effect :				
Unallowed expenses for net profit calculation		46,961,154		53,987,714
Exemption of income/Additional expenses deduction allowed		(52,462,458)		(62,479,148)
Current income tax		43,874,856		55,218,080
Deferred tax:				
Temporary differences and reversal of temporary differences		(3,134,937)		19,085,695
Income tax expenses	17	40,739,919	27	74,303,775

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

26. Income tax (Continued)

Reconciliation between the average effective tax rate and the applicable tax rate for the years ended December 31, 2013 and 2012, are as follow : (Continued)

Unit : Baht

	Separate Financial Statements			
	2013		2012	
			Restated	
	Rate (%)		Rate (%)	
Accounting profit before income tax		183,045,300		244,467,683
Income tax at applicable tax rate	20	36,609,060	23	56,227,567
Tax effect :				
Unallowed expenses for net profit calculation		11,569,932		20,991,427
Exemption of income/Additional expenses deduction allowed		(17,355,251)		(34,232,515)
Current income tax		30,823,741		42,986,479
Current income tax				
Deferred tax:				
Temporary differences and reversal		7,347,195		11,181,180
of temporary differences	21	38,170,936	22	54,167,659

The total income tax relating to items that are recognized directly to equity as at December 31, 2013 and 2012 are as follow :

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012 Restated	2013	2012 Restated
Adjustment to the opening balance of retained earnings resulting from a change in accounting policy : Income Tax	3,134,937	(19,085,695)	(7,347,195)	(11,181,180)

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

26. Income tax (Continued)

The components of deferred tax assets and deferred tax liabilities as at December 31, 2013 and 2012 are as follow :

Unit : Baht

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012 Restated	2013	2012 Restated
Deferred tax assets				
Allowance for doubtful accounts	1,136,134	898,580	1,050,535	898,581
Allowance for obsolete goods	13,460	20,500	13,460	20,500
Allowance for decrease in value cost	0	288,000	0	288,000
Employee benefit obligations	17,847,542	15,827,809	16,860,303	14,866,568
Provision for litigation and claims	0	6,315,845	0	6,315,845
Loss from unclaim income tax	369,495	725,855	0	0
Total	19,366,631	24,076,589	17,924,298	22,389,494
Deferred tax liabilities				
Depreciation of building	3,941,425	2,512,999	3,941,425	2,512,999
Liabilities under finance lease contracts	3,114,413	1,660,840	3,114,413	1,660,840
Total	7,055,838	4,173,839	7,055,838	4,173,839
Deferred tax assets, net	12,310,793	19,902,750	10,868,460	18,215,655
Deferred tax liabilities	265,604	10,992,498	-	-

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

27. Collateral

Deposits at banks, and the land and building as at December 31, 2013 in the book value of Baht 8.08 million, are used as collateral for bank overdrafts and loans from financial institutions. Land and building of the Company are mortgaged to secure the long-term loans and loans from financial institutions.

Deposits at bank, and the land and building of Metro Professional Products Co., Ltd., as at December 31, 2013 in the book value of Baht 6.58 million, are used as collateral for credit facilities from financial institutions, and credit facilities are also guaranteed by some directors. The Metro Systems Corporation Public Company Limited., has to stipulate to hold the share capital of Metro Professional Products Co., Ltd. not less than 90%.

The credit facilities in the amount of Baht 335,000,000 and Baht 120,000,000 respectively with the financial institutions of Metro Connect Co., Ltd. and Metro Info Dynamics Co., Ltd. were guaranteed by the Metro Systems Corporation Public Company Limited.

28. Information on operating segments

Information on operation segments requires the Company and its subsidiaries disclose the segment information based on the internal reports regularly reviewed by the Company and its subsidiaries's Chief Operation Decision Maker in order to allocate resources to those segments and to assess the segment's performance.

Information on operating segments consist of :

(See attachment No. 5)

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

29. Commitments and contingent liabilities

29.1 The Company and its subsidiaries have the commitments with banks as follow :

	Consolidated Financial Statements		Separate Financial Statements	
	2013	2012	2013	2012
Letter of guarantee (Baht)	287,963,296	190,802,639	249,380,366	130,520,244
Letter of guarantee (USD)	296,000	296,000	296,000	296,000
Letter of credit (USD)	59,903	110,480	59,903	110,480
The arrangement of bank overdrafts, short-term loans and long-term loans from financial institutions, and letter of guarantee (Baht)	3,514,100,000	3,309,100,000	2,727,600,000	2,727,600,000

29.2 Operating lease obligations

The Company and its subsidiaries have operating lease obligations, which is consist of vehicle and related rental, and equipment rental (computers). The time of operating lease obligations is approximately four to five years.

As at December 31, 2013, the minimum lease payments in the operating lease contracts with the present value of future minimum lease payments are as follow :

		Unit : Baht	
		2013	
Items of lease	Terms	Consolidated	Separate
		Financial	Financial
		Statement	Statement
Vehicles	Within one years	5,550,000	5,281,200
	Within one-three		
	years	8,727,0000	8,099,800
Office equipments (computers)	Within one years	2,729,554	2,729,554
	Within one years	1,364,777	1,364,777

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

30. Financial instruments

The Company and its subsidiaries complied to disclose about the financial instruments as follows :

30.1 Risk management policies

30.1.1 Credit risk

Credit risk refers to the risk that counterparty will default on its agreement and conditions resulting in a financial loss to the company and its subsidiaries. The Company and its subsidiaries manage the risk by appropriate credit policies, as a means of mitigating the risk of financial losses from defaults.

There is no concentration in trade accounts receivable because the customers are distributed to differentiate of businesses.

In the case of recognized financial assets, the carrying amount of assets recorded in the statements of financial position, net of portion of allowance for the doubtful debts, represents the Company and its subsidiaries maximum exposure to credit risk.

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

30. Financial instruments (Continued)

30.1 Risk management policies (Continued)

30.1.2 Interest rate risk

Interest rate risk arises from the potential for a change in market interest rates to having affected the value of the financial assets and liabilities of the Company and its subsidiaries.

As at December 31, 2013, the Company and its subsidiaries have the significant financial assets and liabilities which are classified by the type of interest rates, and the fixed interest rates are classified based on the maturity date or the date of new interest rate is fixed, if it is fixed before the maturity date, are as follow :

	Consolidated Financial Statements				Unit : Million Baht
	2013				
	The fixed interest rate		Floating interest rate	Non-interest bearing	Total
	Within 1 year	Over 1-5 year			
Financial assets					
Cash and cash equivalent	157	-	-	-	157
Trade and other receivables	-	-	-	1,349	1,349
Finance lease receivables	83	79	-	-	162
Deposits at bank used as collateral	104	-	-	-	104
Financial liabilities					
Bank overdrafts and short-term loans from					
- financial institution	249	-	24	-	273
Trade and other payables	-	-	-	892	892
Long-term loans from financial institutions	10	15	-	-	25
Liabilities under finance lease contracts	45	48	-	-	93

METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

30. Financial instruments (Continued)

30.1 Risk management policies (Continued)

30.1.2 Interest rate risk (Continued)

	Separate Financial Statements				Unit : Million Baht
	2013				
	The fixed interest rate		Floating	Non- interest barring	Total
	Within 1 year	Over 1-5 year			
Financial assets					
Cash and cash equivalent	55	-	-	-	55
Trade and other receivables	-	-	-	1,107	1,107
Finance lease receivables	19	20	-	-	39
Deposits at bank used as collateral	87	-	-	-	87
Financial liabilities					
Bank overdrafts and short-term loans from					
- financial institution	129	-	-	-	129
Trade and other payables	-	-	-	706	706
Long-term loans from financial institutions	10	15	-	-	25
Liabilities under finance lease contracts	19	18	-	-	37

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

30. Financial instruments (Continued)

30.1 Risk management policies (Continued)

30.1.3 Forward foreign exchange

The Company and its subsidiaries exposure to foreign currency risk relating to purchase which are denominated in foreign currency, the Company and its subsidiaries hedged against currency risk by entering into forward exchange contracts.

As at December 31, 2013, the Company and its subsidiaries had the balance of the forward exchange contracts as follow :

	Contracts value		Fair value
	Foreign currency	Baht	(Baht)
Forward exchange contracts (USD)	8,715,137	281,655,955	287,342,306

As at December 31, 2013, the Company and its subsidiaries have the balance of the finance liabilities in foreign currency, which have not hedged against currency risk as follow :

	In the amount of foreign currency	In the amount of Baht (Exchange rate as at Dec. 31, 2013)
United State of America Dollar (USD)	201,297	6,812,859
Singapore Dollar (SGD)	190,268	4,969,172

Notes to Financial Statements (Consolidated and the separate financial statements) (Continued)

30. Financial instruments (Continued)

30.2 Fair value of financial instruments

Fair value means the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The methods and assumptions are used by the company and its subsidiaries in estimating fair value of financial instruments are as follows:

Financial assets and financial liabilities held for the short-term maturities, such as cash on hand and deposits at financial institutions, accounts receivable and payable, and short-term loans, the carrying amounts in the statements of financial position approximate at the fair value.

Investments in Debt Securities and Non-marketable Securities Equity Instruments or that do not have a quoted market price in an active market, presented the carrying amounts in the balance sheets at their fair values, or at the net asset value attributable to investments, or at the discount cash flow of the present value.

Liabilities under finance lease contracts, the carrying value approximate at their fair values, calculated by the present value of the contractually determined stream of future cash flow discounted at the rate of interest applied at that time by the market to instruments, presented as at the statements of financial position.

31. Events after the Reporting Period

By the resolution of Board of Directors' meeting No. 2/2014 held on February 20, 2014, approved to pay the dividend of the year 2013 to the shareholders at Baht 0.30 per share, totally Baht 108,000,000.

32. Approval of the financial statements

These financial statements were approved for issue on February 20, 2014 by the authorized directors.

ATTACHMENT 1

2.3 Basis for preparation the consolidation

	Ratio%		Numbers of shares		Held shares	
	2013	2012	2013	2012	2013	2012
METRO PROFESSIONAL PRODUCTS COMPANY LIMITED	98.6000	98.6000	200,000	200,000	197,200	197,200
METRO INFO TECH COMPANY LIMITED	70.0000	70.0000	50,000	50,000	35,000	35,000
METRO CONNECT COMPANY LIMITED	99.9997	99.9997	1,000,000	1,000,000	999,997	999,997
METRO INFO DYNAMICS COMPANY LIMITED	99.9940	99.9925	100,000	40,000	99,994	39,997

ATTACHMENT 2

9. Investments in subsidiary and associated companies

Consist of:

Unit : Baht

	Business	Relationship	Consolidated Financial Statements					
			Paid-up share capital		% of investment		Investment (Equity method)	
			2013	2012	2013	2012	2013	2012
INVESTMENTS IN SUBSIDIARY COMPANIES								
Metro Professional Products Co., Ltd.	Computer distributor	Shareholder	20,000,000	20,000,000	98.6000	98.6000	89,488,892	79,582,952
Metro Info Tech Co., Ltd.	Distribute and services computer programs	Shareholder	5,000,000	5,000,000	70.0000	70.0000	16,833,002	14,944,433
Metro Connect Co., Ltd.	Distribute and services computer programs	Shareholder	10,000,000	10,000,000	99.9997	99.9997	96,179,822	59,736,197
Metro Info Dynamics Co., Ltd.	Distribute and services computer programs	Shareholder	10,000,000	4,000,000	99.9940	99.9925	7,851,065	1,000,885
Total							210,352,781	155,264,467
Less Eliminated intragroup transactions							(210,352,781)	(155,264,467)
							0	0
INVESTMENTS IN ASSOCIATED COMPANIES								
Metrosoft Co., Ltd.	Services and develop computer systems	Shareholder	1,500,000	1,500,000	49.0000	49.0000	3,202,899	1,329,656
HIS MSC Co., Ltd.	Computer programs distributor	Shareholder	4,000,000	4,000,000	49.9700	49.9700	14,062,675	14,098,071
PSP (Thailand) Co., Ltd.	Distribute and service computer programs	Shareholder	10,000,000	10,000,000	49.8000	49.8000	2,637,161	2,521,932
JBCC (Thailand) Co., Ltd.	Distribute and service computer programs	Shareholder	10,000,000	10,000,000	20.0000	20.0000	0	1,012,512
							19,902,735	18,962,171
Total							19,902,735	18,962,171

ATTACHMENT 3

9. Investments in subsidiary and associated companies (Continued)

Consist of:

Unit : Baht

	Business	Relationship	Separate Financial Statements							
			Paid-up share capital		% of investment		Investment (Cost method)		Dividend	
			2013	2012	2013	2012	2013	2012	2013	2012
INVESTMENTS IN SUBSIDIARY COMPANIES										
Metro Professional Products Co., Ltd.	Computer distributor	Shareholder	20,000,000	20,000,000	98.6000	98.6000	19,720,000	19,720,000	3,944,000	2,958,000
Metro Info Tech Co., Ltd.	Distribute and services computer programs	Shareholder	5,000,000	5,000,000	70.0000	70.0000	3,500,000	3,500,000	1,583,400	2,450,000
Metro Connect Co., Ltd.	Distribute and services computer programs	Shareholder	10,000,000	10,000,000	99.9997	99.9997	9,999,970	9,999,970	0	0
Metro Info Dynamics Co., Ltd.	Distribute and services computer programs	Shareholder	10,000,000	4,000,000	99.9940	99.9925	9,999,400	3,999,700	0	0
Total							43,219,370	37,219,670	5,527,400	5,408,000
INVESTMENTS IN ASSOCIATED COMPANIES										
Metrosoft Co., Ltd.	Services and develop computer systems	Shareholder	1,500,000	1,500,000	49.0000	49.0000	2,940,000	2,940,000	0	0
HIS MSC Co., Ltd.	Computer programs distributor	Shareholder	4,000,000	4,000,000	49.9700	49.9700	1,998,800	1,998,800	839,496	1,599,040
PSP (Thailand) Co., Ltd.	Distribute and service computer programs	Shareholder	10,000,000	10,000,000	49.8000	49.8000	4,980,000	4,980,000	0	0
JBCC (Thailand) Co., Ltd.	Distribute and service computer programs	Shareholder	10,000,000	10,000,000	20.0000	20.0000	2,000,000	2,000,000	0	0
							11,918,800	11,918,800	839,496	1,599,040
Less Allowance for decrease in value cost							0	(1,440,000)		
Total							11,918,800	10,478,800	839,496	1,599,040

ATTACHMENT 4

12. Property, plant and equipment

Unit : Baht

Consist of :	Consolidated					
	Dec. 31, 2012	Increase	Sale/Transfer	Transfer in	Transfer out	Dec. 31, 2013
Cost price						
Land	226,387,673	0	0	0	0	226,387,673
Land improvement	17,480,598	0	0	0	0	17,480,598
Building	518,937,628	12,467,204	7,670,791	2,975,865	0	526,709,906
Furniture and fixtures	56,024,805	10,584,322	1,561,130	2,673,046	0	67,721,043
Vehicles	26,229,870	583,659	9,658,854	0	0	17,154,675
Office equipment	624,340,841	54,001,465	11,820,287	259,874	7,292,249	659,489,644
Assets for rent	2,316,458	0	347,069	6,858,565	259,874	8,568,080
Other fixed assets	44,502,951	6,651,969	119,125	0	0	51,035,795
Total cost price	1,516,220,824	84,288,619	31,177,256	12,767,350	7,552,123	1,574,547,414
Accumulated depreciation						
Land improvement	13,883,594	873,430	0	0	0	14,757,024
Building	391,447,175	18,847,080	6,450,314	0	0	403,843,941
Furniture and fixtures	50,364,425	3,446,034	1,560,370	433,683	0	52,683,772
Vehicles	24,156,504	1,018,797	9,626,233	0	0	15,549,068
Office equipment	528,033,752	38,247,811	11,566,255	259,872	684,730	554,290,450
Assets for rent	2,134,231	1,827,445	339,089	251,047	259,872	3,613,762
Other fixed assets	39,406,973	2,266,817	107,921	0	0	41,565,869
Total accumulated depreciation	1,049,426,654	66,527,414	29,650,182	944,602	944,602	1,086,303,886
Property, plant and equipment	466,794,170					488,243,528
Assets in progress	5,314,827	6,238,210	0	0	5,314,827	6,238,210
Property, plant and equipment	472,108,997					494,481,738
Depreciation for the year	62,294,097					66,527,414

ATTACHMENT 4 (Continued)

12. Property, plant and equipment (Continued)

Unit : Baht

Consist of :	Separate Financial Statements					
	Dec. 31, 2012	Increase	Sale/Transfer	Transfer in	Transfer out	Dec. 31, 2013
Cost price						
Land	220,674,673	0	0	0	0	220,674,673
Land improvement	17,480,598	0	0	0	0	17,480,598
Building	514,159,672	12,460,204	7,670,791	2,975,865	0	521,924,950
Furniture and fixtures	54,953,637	10,480,173	1,373,625	2,673,046	0	66,733,231
Vehicles	23,744,939	0	9,163,800	0	0	14,581,139
Office equipment	603,849,528	52,898,173	11,375,011	259,874	7,292,249	638,340,315
Assets for rent	1,969,388	0	0	6,858,565	259,874	8,568,079
Other fixed assets	44,054,382	6,635,928	91,304	0	0	50,599,006
Total cost price	1,480,886,817	82,474,478	29,674,531	12,767,350	7,552,123	1,538,901,991
Accumulated depreciation						
Land improvement	13,883,594	873,430	0	0	0	14,757,024
Building	387,692,970	18,691,083	6,450,315	0	0	399,933,738
Furniture and fixtures	49,385,841	3,405,660	1,373,399	433,683	0	51,851,785
Vehicles	22,172,629	599,666	9,163,799	0	0	13,608,496
Office equipment	519,908,603	34,834,895	11,125,386	259,872	684,730	543,193,254
Assets for rent	1,885,832	1,736,753	0	251,047	259,872	3,613,760
Other fixed assets	39,045,552	2,235,446	90,714	0	0	41,190,284
Total accumulated depreciation	1,033,975,021	62,376,933	28,203,613	944,602	944,602	1,068,148,341
Property, plant and equipment	446,911,796					470,753,650
Assets in progress	5,314,827	6,238,210	0	0	5,314,827	6,238,210
Property, plant and equipment, net	452,226,623					476,991,860
Depreciation for the year	59,431,262					62,376,933

ATTACHMENT 5

28. Information on operating segments

Segment 1 : Computers and equipments

Segment 2 : Computer Software

Segment 3 : Supplies and office equipment

Segment 4 : Rental and others service

Unit : Million Baht

	Consolidated											
	2013						2012					
							Restated					
	Segment 1	Segment 2	Segment 3	Segment 4	Eliminate	Total	Segment 1	Segment 2	Segment 3	Segment 4	Eliminate	Total
Sales	2,486	1,421	2,106	773	(43)	6,743	2,335	1,288	2,120	674	(34)	6,383
Profit from operation	309	214	219	206		948	304	184	215	209		912
Other incomes						29						31
Reversal provision for litigation and claims						11						31
Reversal of allowance for diminution in value of investments						1						0
Selling and administrative expenses						(724)						(679)
Share of profit (loss) from investments in associated companies						0						(3)
Finance costs						(18)						(15)
Income tax expenses						(41)						(74)
Profit for the periods						206						203
Property, plant and equipment						494						472
Total assets						2,819						2,516