



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชัน จำกัด (มหาชน)

Metro Systems Corporation Public Company Limited

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SCO 006/2018

February 23, 2018

Subject : Report the Resolutions of Board of Directors Meeting No. 2/2018
To : Director and Manager
The Stock Exchange of Thailand

Whereas the Board of Directors of Metro Systems Corporation Public Company Limited (“the Company”) convened Board of Directors Meeting No. 2/2018 on February 23, 2018 from 1.30 p.m. to 4.00 p.m. at the meeting room of building A floor 2 of Metro Systems Corporation Public Company Limited, where is located at No. 400, Chalermprakiat Rama IX Road, Nongbon, Prawet, Bangkok.

The Company would like to report the resolutions of Board of Directors Meeting as follows;

1. To consider revising the Article of Association.

Resolution

The meeting has an opinion that the Company’s regulation should be revised in category 5 regarding to shareholder’s meeting, article 33 paragraph 2, to be consistent with Public Limited Companies Act, B.E.2535 section 100 (revised edition). It is accordance with Order of the Head of National Council for Peace and Order No 21/2017 on amendments of laws to facilitate the ease of doing Business, article 9. The meeting then proposes the said Article of Association to the meeting of Annual General Meeting to consider this matter.

2. To consider the necessary agenda to propose in Annual General Meeting 2018

- 2.1 To confirm the minutes of the Annual General Meeting No.22/2017.

Resolution

The meeting has an opinion that the minutes of the Annual General Meeting No. 22/2017 which convened on April 5, 2017 was accurate completely. The meeting then proposes the said minutes to the meeting of Annual General Meeting to confirm this matter.

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

Resolution

The meeting has an opinion to propose the Company's operating results for the year ending December 31, 2017 and Annual Report 2017 to the meeting of Annual General Meeting for acknowledgement.

- 2.3 The Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2017

Resolution

The meeting has an opinion to propose to the Annual General Meeting for approval of the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2017 which were audited by the Company's auditors and consent from the Audit Committee and Board of Directors.

2.4 The profit allocation and declaration of dividend payment for 2017

Resolution

The meeting has an opinion to propose to the Annual General Meeting for the profit allocation and declaration of dividend payment according to the 2017 operation results at the rate of THB 0.43 per share, amounting to THB 154,800,000 to the Company's shareholders on the date of April 30, 2018.

However, the right to receive the said dividend is pending to shareholders approval at Annual General Meeting.

2.5 The election of directors in place of those retiring by rotation

Resolution

The meeting acknowledged that (1) Mr. Sunpitt Sethpornpong (2) Narong Charuvajana (3) Dr. Virach Aphimeteetamrong will retire by rotation at the 2018 Annual General Meeting. However, the Board of Directors propose to elect these directors at the Annual General Meeting as the directors of the Company for another term according to the opinion of the Nominating and Remuneration Sub-Committee.

Nevertheless, the said three retiring directors has completely qualification of the directors in accordance with the Articles of Association, the Public Limited Companies Act, the Securities and Exchange Act and Company's rules. For Dr. Virach Aphimeteetamrong, who has been elected to another term, qualified independent directors in accordance to the definition of the independent directors and the rule of The Securities and Exchange Commission and The Stock Exchange of Thailand.

2.6 The remuneration of the Board of Directors, the Audit Committee and other Committees for 2018

Resolution

The meeting has an opinion to propose to the Annual General Meeting for specifying the remuneration of the Board of Directors, the Audit Committee, the Executive Committee and the other committees for the year 2018 which was examined by the Nominating and Remuneration Sub-Committee as follows;

Remuneration of Board of Directors

- Board of Directors' Annual Remuneration not over than 2,400,000 THB/year
- Directors meeting fee amounting to 20,000 THB/person/meeting

Remuneration of Audit Committee

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

Remuneration of Executive Committee

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

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

Remuneration of the other committees

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

2.7 The appointment of the Company's Auditor and to fix the auditor's remuneration for 2018

Resolution

The meeting has an opinion according to the audit committee's proposal. Then propose to the Annual General Meeting to consider the appointment of Mr. Veerachai Ratanajaratkul, C.P.A. License No.4323 and/or Ms.Marisa Tharathornbunpakul, C.P.A. License No.5752 and/or Ms. Patamavan Vadhanakul, C.P.A. License No. 9832 of KPMG Phoomchai Audit Limited as auditors of the Company for the fiscal year 2018 and to fix the auditor's remuneration for the annual financial statement of the Company in the amount of THB 1,550,000 and the financial statement for three quarters in the amount of THB 450,000 Therefore, the total amount of the auditor's remuneration for the year 2018 is THB 2,000,000.

3. To specify the schedule of the Annual General Meeting No.23/2018 and specify the record date as follows:

3.1 The Annual General Meeting No. 23/2018 will be convened on April 4, 2018 from 10.00 a.m. at Metro Systems Corporation Public Company Limited located at No. 400, Chalermprakit Rama IX Road, Nongbon, Prawet, Bangkok. Building G, Floor 2. The agenda for the meeting is as follows;

- (1) To confirm the Minutes of the Annual General Meeting No. 22/2017;
- (2) To acknowledge the Company's operating results for the year ending December 31, 2017 and Annual Report for 2017;
- (3) To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2017 ;
- (4) To approve the profit allocation and declaration of dividend payment for 2017;
- (5) To consider the election of directors in place of those retiring by rotation;
- (6) To consider fixing the remuneration of Directors, Audit Committee and other Committees for 2018;
- (7) To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2018;
- (8) To consider revising the Article of Association.
- (9) Other business (if any).

3.2 The record date for determination of which shareholders are eligible to attend the Annual General Meeting and entitled to obtain dividend is fixed on March 12, 2018.

Please be informed accordingly.

Yours sincerely,

Nittaya Thanaviriyakul

(Mrs.Nittaya Thanaviriyakul)
President of Corporate secretary bureau
Metro Systems Corporation Public Company Limited