



Metro Systems Corporation Public Company Limited

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SCO 017/2014

March 28, 2014

Subject : Report on Resolutions of the Annual General Meeting No. 19/2014

To : Directors and Manager of the Stock Exchange of Thailand

Whereas the Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 19/2014 on March 28, 2014 from 10.00 A.M. – 10.45 A.M. Therefore, the Company would like to report the resolutions adopted at the said meeting as follows:

Agenda 1. To confirm the minutes of Annual General Meeting No. 18/2013

Resolution: Approval of the minutes of Annual General Meeting No. 18/2013 held on March 27, 2013 by the votes as follows:

Approved	312,826,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

Agenda 2. To consider the report on the Company's operations for the year ending December 31, 2013 and the Company's Annual Report for 2013.

Resolution: Approval of the report of the Company's Operating Results for the year ending December 31, 2013 and the Company's Annual Report for 2013 by the votes as follows:

Approved	312,827,079	votes	equivalent to	99.9997%
Disapproved	0	votes	equivalent to	0.0000%
Abstained	1,000	votes	equivalent to	0.0003%

Note : There were 2 shareholders adding to attend the meeting in this agenda. Therefore, the number of Company Share represent at the meeting was 312,828,079 shares.

Agenda 3. To consider the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2013.

Resolution: Approval of the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2013 by the votes as follows:

Approved	312,828,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

Agenda 4. To consider the profit allocation and the declaration of a dividend payment for the year 2013.

Resolution: Approval of the declaration of a dividend payment for the year 2013 to the Company's shareholders at the rate of Baht 0.30 (Thirty Satang) per share, totaling Baht 108,000,000 (One Hundred and Eight Million Baht only) or equivalent to 74.55% of the Company's net profit which is consistent with the dividend payment policy. However, The Company has allocated net profits at least ten (10) percent of the registered capital according to the law and the Company's rules. The record date for determination of which shareholders are entitled to obtain dividends is fixed on March 12, 2014. The Company shall collect the list of shareholders according to Section 225 of the Securities and Exchange Act B.E. 2535 by closing the Share Register Book on March 13, 2014. The payment of dividend will be made on April 25, 2014. The votes of this agenda are as follows:

Approved	312,828,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

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

Resolution: Approval of reappointment of the directors who are retired by rotation, Mr.Kitti Techataveekijkul, Mr. Suvij Suvaruchiphorn and Mr. Pravit Chattalada, return to the directors of the Company for another term by the votes as follows:

(1) Mr. Kitti Techataveekijkul : Director

Approved	312,868,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

(2) Mr. Suvij Suvaruchiphorn : Director

Approved	312,418,079	votes	equivalent to	99.86%
Disapproved	0	votes	equivalent to	0.00%
Abstained	450,000	votes	equivalent to	0.14%

Mr. Suvij Suvaruchiphorn, one of shareholder, abstained his vote for 450,000 votes.

(3) Mr. Pravit Chattalada : Independent Director

Approved	312,868,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

Note : There was a shareholder adding to attend the meeting in this agenda. Therefore, the number of Company Share represent at the meeting was 312,868,079 shares.

Agenda 6. To consider fixing the remuneration of directors and Audit Committee for 2014

Resolution: Approval of the Remuneration of Directors and Audit Committee for 2014 with the details and votes as follows:

Board of Directors' Remuneration

The Annual Bonus of Board of Directors amounting to 2,400,000 Baht/year

Directors meeting amounting to 17,000 Baht/person/meeting

Audit Committee Remuneration

1. For the Chairman of Audit Committee amounting to 130,000 Baht/quarter
2. For each member of Audit Committee amounting to 90,000 Baht/quarter

Approved	312,868,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

Agenda 7. To consider the appointment of the Company's Auditor and to fix the auditor's remuneration for 2014

Resolution: Approval of the appointment of Mr. Pornchai Kittipanyangam C.P.A. License No. 2778 and/or Mrs. Suwanee Kittipanyangam C.P.A. License No. 2899 and/or Mr. Apichat Boonkerd C.P.A. License No. 4963, all of Bunchikij Co., Ltd., as auditors of the Company for the fiscal year 2014 together with fixing the auditor's remuneration for the annual financial statement of the

Company in the amount of Baht 530,000 (Five Hundred Thirty Thousand Baht Only) and for three quarterly financial statement is Baht 660,000 (Six Hundred and Sixty Thousand Baht Only). Therefore, the total amount of the auditor's remuneration for the year 2014 is Baht 1,190,000 (One Million, One Hundred and Ninety Thousand Baht Only) by the votes as follows:

Approved	312,868,079	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

The Company provides this information for your acknowledgment and dissemination to the public and other investors.

Sincerely yours,

Metro Systems Corporation Public Company Limited



(Mrs.Nittaya Thanaviriyakul)
Secretary of the Company