



Metro Systems Corporation Public Company Limited

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SCO 20/2015

March 31, 2015

Subject : Report on Resolutions of the Annual General Meeting No. 20/2015
To : Directors and Manager of the Stock Exchange of Thailand

Whereas the Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 20/2015 on March 31, 2015 from 10.00 A.M. – 10.50 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. 19/2014

Resolution: Approval of the minutes of Annual General Meeting No. 19/2014 held on March 28, 2014 by the votes as follows:

Approved	318,996,872	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

Note : In the beginning of the meeting, There were shareholder attended to the meeting in the amount of 318,660,372 shares. Nevertheless, there was 1 shareholder added to attend the meeting in this agenda in the amount of 336,500 shares. Therefore, the number of Share in total was 318,996,872 shares.

Agenda 2. To acknowledge the report on the Company's operations for the year ending December 31, 2014 and the Company's Annual Report for 2014.

Resolution: Acknowledgement of the report of the Company's Operating Results for the year ending December 31, 2014 and the Company's Annual Report for 2014

Agenda 3. To consider the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2014.

Resolution: Approval of the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2014 by the votes as follows:

Approved	319,608,762	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

Note : There was 1 shareholder added to attend the meeting, in the amount of 611,890 shares. Therefore, the number of Share in total was 319,608,762 shares.

Agenda 4. To approve the profit allocation and the declaration of a dividend payment for the year 2014.

Resolution: Approval of the declaration of a dividend payment for the year 2014 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 79.20% 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, 2015. 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, 2015. The payment of dividend will be made on April 29, 2015. The votes of this agenda are as follows:

Approved	319,608,762	votes	equivalent to	100.00%
Disapproved	0	votes	equivalent to	0.00%
Abstained	0	votes	equivalent to	0.00%

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

Resolution: Approval of election of the directors who are retired by rotation, Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana and Dr. Virach Aphimeteetamrong, return to the directors of the Company for another term by the votes as follows:

(1) Mr. Sunpitt Sethpornpong : Chairman

Approved	318,608,762	votes	equivalent to	99.6871%
Disapproved	0	votes	equivalent to	0.00%
Abstained	1,000,000	votes	equivalent to	0.3129%

Mr. Sunpitt Sethpornpong, the interested person, abstained his vote

(2) Mr. Narong Charuvajana : Vice Chairman

Approved	302,897,431	votes	equivalent to	94.7713%
Disapproved	0	votes	equivalent to	0%
Abstained	16,711,331	votes	equivalent to	5.2287%

Mr. Narong Charuvajana, the interested person, abstained his vote

(3) Dr. Virach Aphimeteetamrong : Independent Director

Approved	319,607,762	votes	equivalent to	99.9997%
Disapproved	1,000	votes	equivalent to	0.0003%
Abstained	0	votes	equivalent to	0%

Agenda 6. To specify fixing the remuneration of directors and Audit Committee for 2015

Resolution: Approval of the Remuneration of Directors and Audit Committee for 2015 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

For the Chairman of Audit Committee amounting to 130,000 Baht/quarter
For each member of Audit Committee amounting to 90,000 Baht/quarter
Approved 286,160,083 votes equivalent to 89.5345%
Disapproved 0 votes equivalent to 0%
Abstained 33,448,679 votes equivalent to 10.4655%

Note : Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana , Mr.Tavit Charuvajana, Mr. Suvij Suvaruchiphorn ,the interested person, abstained their votes.

Agenda 7. To consider the appointment of the Company's Auditor and to fix the auditor's remuneration for 2015

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, all of Bunchikij Co., Ltd., as auditors of the Company for the fiscal year 2015 together with fixing the auditor's remuneration for the annual financial statement of the Company in the amount of Baht 570,000 (Five Hundred Seventy Thousand Baht Only) and for three quarterly financial statement is Baht 690,000 (Six Hundred and Ninety Thousand Baht Only). Therefore, the total amount of the auditor's remuneration for the year 2015 is Baht 1,260,000 (One Million, Two Hundred and Sixty Thousand Baht Only) by the votes as follows:

Approved 319,670,762 votes equivalent to 100.00%
Disapproved 0 votes equivalent to 0.00%
Abstained 0 votes equivalent to 0.00%

Note : There was 2 shareholder added to attend the meeting, in the amount of 62,000 shares. Therefore, the number of Share in total was 319,670,762 shares.

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