



SCO 22/2016

March 31, 2016

**Subject : Report on Resolutions of the Annual General Meeting No. 21/2016**  
**To : Directors and Manager of the Stock Exchange of Thailand**

Whereas the Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 21/2016 on March 31, 2016 from 10.00 A.M. to 10.55 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. 20/2015**

**Resolution:** Confirm the minutes of Annual General Meeting No. 20/2015 held on March 31, 2015 by the votes as follows:

Approved	321,093,562	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

**Agenda 2. To acknowledge the Company's Operating Results for the year ending December 31, 2015 and the Annual Report for 2015.**

**Resolution:** Acknowledge the Company's Operating Results for the year ending December 31, 2015 and the Annual Report for 2015

**Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2015.**

**Resolution:** Approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2015 by the votes as follows:

Approved	321,093,562	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

**Agenda 4. To approve the profit allocation and the declaration of a dividend payment for the year 2015.**

**Resolution:** Approve of the declaration of a dividend payment for the year 2015 to the Company's shareholders at the rate of THB 0.30 per share, totaling THB 108,000,000 or equivalent to 72.82% of the Company's net profit which is consistent with the dividend payment policy of the Company. 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 dividend is fixed on March 10, 2016. 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 11, 2016. The payment of dividend will be made on April 28, 2016. The votes of this agenda are as follows:

Approved	321,116,062	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

**Note :** There was 2 additional shareholders attend to the meeting in the amount of 22,500 shares. Therefore, the total shares was 321,116,062 shares.

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

**Resolution:** Approve the election of the directors who are retired by rotation, Mr. Tavit Charuvajana, Mr. Wanarak Eakachai and Mr. Charcree-Amorn Tirachulisoonthorn, return to the directors of the Company for another term by the votes as follows:

(1) Mr.Tavit Charuvajana : Director

Approved	305,828,714	votes	equivalent to	95.2393%
Disapproved	0	votes	equivalent to	0%
Abstained	15,287,348	votes	equivalent to	4.7607%

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

(2) Mr. Wanarak Eakachai : Director

Approved	321,116,062	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

(3) Mr. Charcree-Amorn Tirachulisoonthorn : Independent Director

Approved	321,116,062	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

**Agenda 6. To consider fixing the remuneration of Directors and the Audit Committee for the year 2016.**

**Resolution:** Approve the Remuneration of Directors and Audit Committee for 2016 including fixing the Remuneration of the Executive Committee and the other committees with the details and votes as follows:

**Board of Directors' Remuneration**

The Annual Bonus of Board of Directors not over than 2,400,000 THB/year  
Directors meeting amounting to 20,000 THB/person/meeting

**Audit Committee Remuneration**

For the Chairman of Audit Committee amounting to 130,000 THB/quarter  
For each member of Audit Committee amounting to 90,000 THB/quarter

**Remuneration of the Executive Committee**

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

**Remuneration of the other committees**

<b>Committee/Sub-Committee</b>	<b>Chairman (person/meeting)</b>	<b>each member (person/meeting)</b>
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

The annual bonus of Board of Directors and the remuneration of the Audit Committee are similar to the previous year and allocated by the Board of Directors. Nevertheless, the remuneration of director's meeting increase from the year 2015.

Approved	287,943,793	votes	equivalent to	89.5926%
Disapproved	0	votes	equivalent to	0%
Abstained	33,448,679	votes	equivalent to	10.4074%

Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana , Mr.Tavit Charuvajana, Mr. Suvij Suvaruchiphorn ,the interested person, abstained their votes in this agenda.

**Note :** There was 2 additional shareholders attend to the meeting in the amount of 276,410 shares. Therefore, the total shares was 321,392,472 shares.

**Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for the fiscal year 2016**

**Resolution:** Approval of 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, all of KPMG Phoomchai Audit Limited as auditors of the Company for the fiscal year 2016 together with fixing the auditor's remuneration for the annual financial statement of the Company in the amount of THB 750,000 and for three quarterly financial statement is THB 990,000. Therefore, the total amount of the auditor's remuneration for the year 2016 is THB 1,740,000 by the votes as follows:

Approved	321,392,472	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%

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 )  
Corporate Secretary