



SCO 25/2018

April 4, 2018

**Subject : Report on resolutions of the Annual General Meeting No. 23/2018**  
**To : Directors and Manager of the Stock Exchange of Thailand**

Whereas Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 23/2018 on April 4, 2018 from 10.00 A.M. to 11.40 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. 22/2017**

**Resolution:** Confirm the minutes of Annual General Meeting No. 22/2017 held on April 5, 2017 by the votes as follows:

Approved	309,722,330	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	309,722,330	votes	equivalent to	100%

**Agenda 2. To acknowledge the Company's Operating Results for the year ending December 31, 2017 and the Annual Report for 2017.**

**Resolution:** Acknowledge the Company's Operating Results for the year ending December 31, 2017 and the Annual Report for 2017.

**Note :** There was 4 additional shareholders attend to the meeting in the amount of 38,665 shares. Therefore, the total shares was 309,760,995 shares.

**Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2017.**

**Resolution:** Approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ended December 31, 2017 by the votes as follows:

Approved	309,761,295	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

**Note :** There was an additional shareholder attend to the meeting in the amount of 300 shares. Therefore, the total shares was 309,761,295 shares.

**Agenda 4. To approve the profit allocation and declaration of a dividend payment for the year 2017.**

**Resolution:** Approve of the declaration of a dividend payment for the year 2017 to the Company's shareholders at the rate of THB 0.43 per share, totaling to THB 154,800,000 or equivalent to 70.66% 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 10 (ten) percent of the registered capital which is 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 12, 2018. The payment of dividend will be made on April 30, 2018. The votes of this agenda are as follows:

Approved	309,761,295	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

**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. 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	308,761,295	votes	equivalent to	99.6772%
Disapproved	0	votes	equivalent to	0%
Abstained	1,000,000	votes	equivalent to	0.3228%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

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

(2) Mr. Narong Charuvajana : Director

Approved	293,049,964	votes	equivalent to	94.6051%
Disapproved	0	votes	equivalent to	0%
Abstained	16,711,311	votes	equivalent to	5.3949%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

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

(3) Dr.Virach Aphimeteetamrong : Independent Director

Approved	309,760,295	votes	equivalent to	99.9997%
Disapproved	1,000	votes	equivalent to	0.0003%
Abstained	0	votes	equivalent to	0%

Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

**Agenda 6. To consider fixing the remuneration of Directors, Audit Committee and other committees for the year 2018.**

**Resolution:** Approve of the remuneration of Directors and Audit Committee for 2018 including fixing the remuneration of Executive Committee and other Committees. The details and votes are appeared 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 Executive Committee**

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

**Remuneration of other committees**

<b>Committee/Sub-Committee</b>	<b>Chairman (per meeting)</b>	<b>each member (per 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 Audit Committee, Executive Committee and other Committees are equal to the previous year. Nevertheless, the annual bonus of Board of Directors is allocated by themselves.

Mr. Sunpitt Sethpornpong, Mr.Tavit Charuvajana, Mr. Narong Charuvajana, Mr. Suvij Suvaruchiphorn ,the shareholders who are the Directors and the interested person, abstained their votes in this agenda.

Approved	276,312,616	votes	equivalent to	89.2018%
Disapproved	0	votes	equivalent to	0%
Abstained	33,448,679	votes	equivalent to	10.7982%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

**Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for the fiscal year 2018.**

**Resolution:** Approve 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 from KPMG Phoomchai Audit Limited for the third year as auditors of the Company for the

fiscal year 2018 together with fixing the audit fee for the annual financial statement of the Company in the amount of THB 1,550,000 and for three quarterly financial statement is THB 450,000. Therefore, the total amount of the auditor's remuneration for the year 2018 is THB 2,000,000 by the votes as follows:

Approved	309,761,295	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

**Agenda 8. To consider revising the Article of Association.**

**Resolution:** Approve the revising of the Article of Association 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 by the votes as follows:

Approved	302,618,805	votes	equivalent to	97.6942%
Disapproved	0	votes	equivalent to	0%
Abstained	7,142,490	votes	equivalent to	2.3058%
Invalid ballot	0	votes	equivalent to	0%
Total	309,761,295	votes	equivalent to	100%

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

Sincerely yours,

**Metro Systems Corporation Public Company Limited**

Sumateta Jitsiripol

(Miss Sumateta Jitsiripol)

Corporate Secretary