



SCO 009/2019

February 25, 2019

**Subject : Report the Resolutions of Board of Directors Meeting No. 2/2019**  
**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. 2/2019 on February 25, 2019 from 1.00 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 objective of the Company**

Resolution

The meeting has an opinion that the objective of the Company should be added “produce electricity with solar cells for use in the business of the company only.” The meeting then proposes the said objective to the meeting of Annual General Meeting to consider this matter.

**2. To consider the necessary agenda to propose in Annual General Meeting 2019**

2.1 To confirm the minutes of the Annual General Meeting No.23/2018.

Resolution

The meeting has an opinion that the minutes of the Annual General Meeting No. 23/2018 which convened on April 4, 2018 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, 2018 and Annual Report for 2018.

Resolution

The meeting has an opinion to propose the Company's operating results for the year ending December 31, 2018 and Annual Report 2018 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, 2018

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, 2018 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 2018

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 2018 operation results at the rate

of THB 0.47 per share, amounting to THB 169,200,000 to the Company's shareholders on the date of April 30, 2019.

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. Tavit Charuvajana (2) Mr. Wanarak Eakachai (3) Mr. Chacree-Amorn Tirachulisoonthorn will retire by rotation at the 2019 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 including being a director who brings knowledge, experience and expertise to give suggestions which is useful in the business of the Company. For Mr. Chacree-Amorn Tirachulisoonthorn, 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. Nevertheless, the shareholder has the right to propose nominees to be considered for the election as director at the Annual General Meeting No.24/2019 which the submitting period was from September 1, 2018 to November 30, 2018. After the period ended, there was no nominee to be proposed as director into the agenda.

## 2.6 The remuneration of the Board of Directors, the Audit Committee and other Committees for 2019

### 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 2019 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 2,700,000 THB/year
- Directors meeting fee amounting to 22,000 THB/person/meeting

#### **Remuneration of Audit Committee**

- For the Chairman amounting to 130,000 THB/each quarter
- For each member amounting to 100,000 THB/each quarter

#### **Remuneration of Executive Committee**

- For the Chairman amounting to 14,000 THB/person/meeting
- For each member amounting to 14,000 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**

<b>Committee/Sub-Committee</b>	<b>Chairman (person/meeting)</b>	<b>each member (person/meeting)</b>
Corporate Social Responsibility Committee	17,000 THB	12,000 THB
Corporate Governance Sub-Committee	17,000 THB	12,000 THB
Risk Management Sub-Committee	17,000 THB	12,000 THB
Nominating and Remuneration Sub-committee	17,000 THB	12,000 THB

#### **Other benefit**

-None-

2.7 The appointment of the Company's Auditor and to fix the auditor's remuneration for 2019

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 Wilasinee Krishnamra, C.P.A. License No.7098 and/or Chavala Tienpasertkij, C.P.A. License No.4301 and/or Dr. Suwatchai Meakhaamnouychai, C.P.A. License No. 6638 and/or Wonlop Vilaivaravit, C.P.A. License No. 6797 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as auditors of the Company for the fiscal year 2019 and to fix the auditor's remuneration for the annual financial statement of the Company in the amount of THB 1,050,000 and the financial statement for three quarters in the amount of THB 1,350,000 Therefore, the total amount of the auditor's remuneration for the year 2019 is THB 2,400,000.

3. To specify the schedule of the Annual General Meeting No.24/2019 and specify the record date as follows:

3.1 The Annual General Meeting No. 24/2019 will be convened on April 3, 2019 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. 23/2018;
- (2) To acknowledge the Company's operating results for the year ending December 31, 2018 and Annual Report for 2018;
- (3) To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2018 ;
- (4) To approve the profit allocation and declaration of dividend payment for 2018;
- (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 2019;
- (7) To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2019;
- (8) To consider revising objective of the Company.
- (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, 2019.

Please be informed accordingly.

Yours sincerely,

Nittaya Thanaviriyakul

( Mrs.Nittaya Thanaviriyakul )  
President of Corporate Affairs Group  
Metro Systems Corporation Public Company Limited

Corporate Secretary Department  
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