



SCO 20/2019

April 3, 2019

Subject : Resolutions of the Annual General Meeting No. 24/2019
To : Directors and Manager of the Stock Exchange of Thailand

Whereas Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 24/2019 on April 3, 2019 from 10.00 A.M. to 11.00 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. 23/2018

Resolution: Confirm the minutes of Annual General Meeting No. 23/2018 held on April 4, 2018 by the votes as follows:

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,541,955 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,541,955 | votes | equivalent to | 100% |

Note : An additional shareholder attended to the meeting, amounting to 19 shares. Therefore, the total shares was 307,541,955 shares.

Agenda 2. To acknowledge the Company's Operating Results for the year ending December 31, 2018 and the Annual Report for 2018.

Resolution: Acknowledge the Company's Operating Results for the year ending December 31, 2018 and the Annual Report for 2018.

Note : An additional shareholder attended to the meeting, amounting to 2,200 shares. Therefore, the total shares was 307,544,155 shares.

Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2018.

Resolution: Approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2018 by the votes as follows:

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,544,155 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,155 | votes | equivalent to | 100% |

Agenda 4. To approve the profit allocation and the declaration of a dividend payment for 2018.

Resolution: Approve of the declaration of a dividend payment for the year 2018 to the Company's shareholders at the rate of THB 0.47 per share, totaling to THB 169,200,000 or equivalent to 69.66% 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, 2019. The payment of dividend will be made on April 30, 2019. The votes of this agenda are as follows:

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,544,156 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | votes | equivalent to | 100% |

Note : An additional shareholder attended to the meeting, amounting to 1 share. Therefore, the total shares was 307,544,156 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 | 292,256,808 | votes | equivalent to | 95.0292% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 15,287,348 | votes | equivalent to | 4.9708% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | votes | equivalent to | 100% |

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

(2) Mr. Wanarak Eakachai : Director

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,544,156 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | votes | equivalent to | 100% |

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

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,544,156 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | votes | equivalent to | 100% |

Agenda 6. To consider fixing the remuneration of Directors, Audit Committee and other committees for 2019.

Resolution: Approve of the remuneration of Directors and Audit Committee for 2019 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 2,700,000 THB/year
Directors meeting amounting to 22,000 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 100,000 THB/person/quarter

Remuneration of Executive Committee

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

Remuneration of other committees

| Committee/Sub-Committee | Chairman (per meeting) | each member (per meeting) |
|---|-----------------------------------|--------------------------------------|
| 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 |

The remuneration of Directors, Audit Committee, Executive Committee and other Committees are increased from 2018. 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 | 274,095,321 | votes | equivalent to | 89.1239% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 33,448,835 | votes | equivalent to | 10.8761% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | votes | equivalent to | 100% |

Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2019.

Resolution: Approve the appointment of Mrs. Wilasinee Krishnamra C.P.A. License No. 7098 and/or Mr. Chavala Tienpasertkij C.P.A. License No. 4301 and/or Dr. Suwatchai Meakhaamnouychai C.P.A. License No. 6638 and/or Mr. Wonlop Vilaivaravit C.P.A. License No. 6797 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for the first year in 2019 because such auditing company has a world class standard together with expertise in

auditing internationally. The meeting then fix the audit fee for the annual financial statement of the Company in the amount of THB 1,050,000 and for three quarterly financial statement is THB 1,350,000. Therefore, the total amount of the auditor’s remuneration for the year 2019 is THB 2,400,000 by the votes as follows:

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,544,156 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | votes | equivalent to | 100% |

Agenda 8. To consider revising objective of the Company.

Resolution: Approve the revising objective of the Company involving to the production of electricity with solar cell by adding 1 more items to 35 items as follows; “35. To produce electricity with solar cells for use in the business of the company only.” by the votes as follows:

| | | | | |
|----------------|-------------|-------|---------------|------|
| Approved | 307,544,156 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 0 | votes | equivalent to | 0% |
| Invalid ballot | 0 | votes | equivalent to | 0% |
| Total | 307,544,156 | 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