



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)

Metro Systems Corporation Public Company Limited

400 ถ.เฉลิมพระเกียรติ ร.9 แขวงทองกองบอน เขตประเวศ กรุงเทพมหานคร 10250 โทร: +662 089 4000 แฟกซ์: +662 726 2630
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SCO 045/2019

August 27, 2019

Subject : Appointment of Director, Independent Director and Audit Committee

To : Director and Manager of the Stock Exchange of Thailand

Attachment : (1) Form to report on names of members and scope of work of the Audit Committee (F24-1)
(2) Certificate and biography of Director/ Audit Committee member (F24-2)

Metro Systems Corporation Public Company Limited ("the Company") would like to inform that the resolution of the Board of Directors Meeting No.5/2019 on August 27, 2019 resolved to appoint Associate Professor Phornsiri Thivavarnvongs as Director, Independent Director and Audit Committee. This will be effective from August 27, 2019 onwards.

Therefore, the documents supporting to this appointment are appeared in the attachment (1) to (2).

Please be informed accordingly.

Sincerely yours,

Sumateta Jitsiripol

(Miss. Sumateta Jitsiripol)

Corporate secretary

Metro Systems Corporation Public Company Limited

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting of Metro Systems Corporation Public Company Limited No4/2018 held on August 10, 2018 resolved the meeting's resolutions in the following manners:

- Appointment of the audit committee:
- Chairman of the audit committee Member of the audit committee

As follows:

1. Mrs. Phornsiri Thivavarnvongs Audit Committee

the appointment/renewal of which shall take an effect as of August 27, 2019

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

- 1) To audit and ensure that the Company's financial statement is correct and adequate.
- 2) To audit and ensure that the Company implements internal controls, internal audit systems and risk management systems appropriately and efficiently.
- 3) To audit and ensure that the Company has work process, risk management, control, Information technology governance and information security and effective communication network systems.
- 4) To audit the results of monitoring and measures to prevent corruption within the organization. Including reviewing the company's internal Whistleblowing and complaints.
- 5) To audit and ensure that the Company complies with the laws regarding security and the stock market, SET regulations, and applicable laws related to the Company's business.
- 6) To consider the independence of internal audit department as well as to approve the appointment, transfer, and dismissal of the chief of internal audit or other departments related to internal audit affairs.
- 7) To consider and review the audit results and recommendations of both auditors and Internal Audit Department Including follow up to ensure that the management has sufficiently processed such recommendations.
- 8) To consider policies and procedures regarding non-audit services of the auditor's office and approve the use of such services to ensure that it will not affect the independence of the auditor (if any)
- 9) To consider the connected transactions or any transaction's which may cause a conflict of interest in compliance with the applicable laws and SET regulations. This will ensure that such transactions are deemed most reasonable and beneficial to the Company.
- 10) To consider, select and appoint an independent person to act as the Company's auditor, and propose the remuneration for the selected person by considering reliability, adequacy of resources, amount of audited jobs, experience and performance over the past year, as well as considering removal of the auditor and attending meetings with the auditor and management at least once a year.
- 11) Have the authority to hire advisors or third parties in accordance with the Company's regulations Come to give an opinion or consultation in case of necessity
- 12) To prepare the audit committee's report at least four times a year, presented in the Company's Annual Report which the audit committee chairman must sign. The report shall consist of the information as follows.

- To give opinion on the accuracy, adequacy and reliability of the Company's financial statement.
 - To give opinion on the adequacy of the Company's internal control systems.
 - To give opinion regarding the compliance with laws related to security and the stock market, SET regulations, and applicable laws related to the Company's business.
 - To give opinion on the suitability of the auditor.
 - To give an opinion on any transactions that may cause a conflict of interest.
 - To state the number of audit committee meetings and the attendances of each member of the audit committee.
 - To give an overall opinion or comment that the audit committee perform their duty by following the charter.
 - To inform the shareholders or regular investors regarding matters that they should be aware of under the duty and responsibility assigned by the Board of Directors.
- 13) To perform other jobs as assigned by the Board of Directors with the agreement of the audit committee.

In relation to acting under the authorized duties mentioned above, the audit committee shall be held directly accountable to the Board of Directors, and the Board of Directors will also have responsibility for the Company's operating result towards the third parties. In order that, the audit committee must report the results of the preliminary examination to the Securities and Exchange Commission and the authorized auditor within 30 days from the date of receiving the notification from the certified public accountant regarding behavior that has reasonable grounds to suspect that the director, manager or person responsible for the company's operations has committed an offense relating to management corrupt and fraudulent work.

, the determination/change of which shall take an effect as of August 27, 2019.

The audit committee is consisted of:

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|----------------------------------------------------------------|-----------------------------------|
| 1. Chairman of the audit committee Mr. Pravit Chattalada | remaining term in office1 year(s) |
| 2. Member of the audit committee Dr. Virach Aphimeteetamrong | remaining term in office1 year(s) |
| 3. Member of the audit committee Mrs. Phornsiri Thivavarnvongs | remaining term in office1 year(s) |

Secretary of the audit committee : Mrs. Thasa Varochathanin

Enclosed hereto is - copies of the certificate and biography of the audit committee. The audit committee number(s) 2 and 3 have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- 1) To audit and ensure that the Company's financial statement is correct and adequate.
- 2) To audit and ensure that the Company implements internal controls, internal audit systems and risk management systems appropriately and efficiently.
- 3) To audit and ensure that the Company has work process, risk management, control, Information technology governance and information security and effective communication network systems.
- 4) To audit the results of monitoring and measures to prevent corruption within the organization. Including reviewing the company's internal Whistleblowing and complaints.
- 5) To audit and ensure that the Company complies with the laws regarding security and the stock market, SET regulations, and applicable laws related to the Company's business.
- 6) To consider the independence of internal audit department as well as to approve the appointment, transfer, and dismissal of the chief of internal audit or other departments related to internal audit affairs.
- 7) To consider and review the audit results and recommendations of both auditors and Internal Audit Department including follow up to ensure that the management has sufficiently processed such recommendations.
- 8) To consider policies and procedures regarding non-audit services of the auditor's office and approve the use of such services to ensure that it will not affect the independence of the auditor (if any)
- 9) To consider the connected transactions or any transaction's which may cause a conflict of interest in compliance with the applicable laws and SET regulations. This will ensure that such transactions are deemed most reasonable and beneficial to the Company.
- 10) To consider, select and appoint an independent person to act as the Company's auditor, and propose the remuneration for the selected person by considering reliability, adequacy of resources, amount of audited jobs, experience and performance over the past year, as well as considering removal of the auditor and attending meetings with the auditor and management at least once a year.
- 11) Have the authority to hire advisors or third parties in accordance with the Company's regulations Come to give an opinion or consultation in case of necessity
- 12) To prepare the audit committee's report at least four times a year, presented in the Company's Annual Report which the audit committee chairman must sign. The report shall consist of the information as follows.
 - To give opinion on the accuracy, adequacy and reliability of the Company's financial statement.
 - To give opinion on the adequacy of the Company's internal control systems.
 - To give opinion regarding the compliance with laws related to security and the stock market, SET regulations, and applicable laws related to the Company's business.
 - To give opinion on the suitability of the auditor.
 - To give an opinion on any transactions that may cause a conflict of interest.
 - To state the number of audit committee meetings and the attendances of each member of the audit committee.
 - To give an overall opinion or comment that the audit committee perform their duty by following the charter.

To inform the shareholders or regular investors regarding matters that they should be aware of under the duty and responsibility assigned by the Board of Directors.

13) To perform other jobs as assigned by the Board of Directors with the agreement of the audit committee.

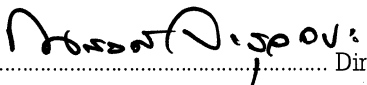
In relation to acting under the authorized duties mentioned above, the audit committee shall be held directly accountable to the Board of Directors, and the Board of Directors will also have responsibility for the Company's operating result towards the third parties. In order that, the audit committee must report the results of the preliminary examination to the Securities and Exchange Commission and the authorized auditor within 30 days from the date of receiving the notification from the certified public accountant regarding behavior that has reasonable grounds to suspect that the director, manager or person responsible for the company's operations has committed an offense relating to management corrupt and fraudulent work.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand



Signed  Director
 (Mr.Kiiti Techataveekijkul)

Signed  Director
 (Mr.Narong Charuvajana)