



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)

Metro Systems Corporation Public Company Limited

400 ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 โทร: +662 089 4000 แฟกซ์: +662 726 2630
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SCO 009/2020

February 27, 2020

Subject : Report the Resolutions of Board of Directors Meeting No. 2/2020
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. 2/2020 on February 27, 2020 from 2.30 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 the necessary agenda to propose in Annual General Meeting 2020

1.1 To confirm the minutes of the Annual General Meeting No.24/2019.

Resolution

The meeting has an opinion that the minutes of the Annual General Meeting No. 24/2019 which convened on April 3, 2019 was accurate completely. The meeting then proposes the said minutes to the meeting of Annual General Meeting to confirm this matter.

1.2 To acknowledge the Company's operating results for the year ending December 31, 2019 and Annual Report for 2019.

Resolution

The meeting has an opinion to propose the Company's operating results for the year ending December 31, 2019 and Annual Report 2019 to the meeting of Annual General Meeting for acknowledgement.

1.3 The Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2019

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, 2019 which were audited by the Company's auditors and consent from the Audit Committee and Board of Directors.

1.4 The profit allocation and declaration of dividend payment for 2019

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 2019 operation results at the rate of THB 0.45 per share, amounting to THB 162,000,000 to the Company's shareholders on the date of April 30, 2020.

However, the right to receive the said dividend is pending to shareholders approval at Annual General Meeting.

1.5 The election of directors in place of those retiring by rotation

Resolution

The meeting acknowledged that (1) Mr. Kittit Techathaveekijkul (2) Mr. Pravit Chattalada (3) Mr. Suvij Suvaruchiphorn will retire by rotation at the 2020 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 to completed the consideration from Nominating and remuneration Sub-Committee to ensure that these retiring directors are being a director who brings knowledge, experience and expertise to give suggestions which is useful in the business of the Company. For Mr. Pravit Chattalada, he has taken a position of independent director for a period of 25 years. If he is elected to this position for another term, the totaling duration will be counted to 28 years. Therefore, the Board of Director has considered that this proposed person in the position of independent director could advise independently and he qualified completely as the definition of the independent director in accordance to the definition of the independent directors and the rule of The Securities and Exchange Commission and The Stock Exchange of Thailand.

Therefore, the shareholder has the right to propose nominees to be considered for the election as director at the Annual General Meeting No.25/2020 which the submitting period was from August 30, 2019 to December 2, 2019. After the period ended, there was no nominee to be proposed as director into the agenda.

1.6 The remuneration of the Board of Directors, the Audit Committee and other Committees for 2020

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 2020 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 Sub-Committee

| | Chairman (person/meeting) | each member (person/meeting) |
|---|--------------------------------------|---|
| Sustainable Development Sub-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-

1.7 The appointment of the Company's Auditor and to fix the auditor's remuneration for 2020

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 Kornthong Luangvilai, C.P.A. License No. 7210 and/or Nisakorn Songmanee, C.P.A. License No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as auditors of the Company for the fiscal year 2020 and to fix the auditor's remuneration for the annual financial statement of the Company in the amount of THB 1,280,000 and the financial statement for three quarters in the amount of THB 1,380,000 Therefore, the total amount of the auditor's remuneration for the year 2020 is THB 2,660,000.

2. To specify the schedule of the Annual General Meeting No. 25/ 2020 and specify the record date as follows:

2.1 The Annual General Meeting No. 25/2020 will be convened on April 2, 2020 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. 24/2019;
- (2) To acknowledge the Company's operating results for the year ending December 31, 2019 and Annual Report for 2019;
- (3) To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2019 ;
- (4) To approve the profit allocation and declaration of dividend payment for 2019;
- (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 2020;
- (7) To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2020;
- (8) 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, 2020.

Please be informed accordingly.

Yours sincerely,

Sumateta Jitsiripol

(Miss Sumateta Jitsiripol)

Corporate Secretary

Metro Systems Corporation Public Company Limited

Corporate Secretary Department
02-089-4124, 02-089-4213