



SCO 13/2020

April 2, 2020

**Subject : Resolutions of the Annual General Meeting No. 25/2020**  
**To : Directors and Manager of the Stock Exchange of Thailand**

Whereas Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 25/2020 on April 2, 2020 from 10.00 A.M. to 10.40 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. 24/2019**

**Resolution:** Confirm the minutes of Annual General Meeting No. 24/2019 held on April 3, 2019 by the votes as follows:

Approved	311,346,265	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	votes	equivalent to	100%

**Agenda 2. To acknowledge the Company's Operating Results for the year ending December 31, 2019 and the Annual Report for 2019.**

**Resolution:** Acknowledge the Company's Operating Results for the year ending December 31, 2019 and the Annual Report for 2019.

**Agenda 3. To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2019.**

**Resolution:** Approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2019 by the votes as follows:

Approved	311,346,265	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	votes	equivalent to	100%

**Agenda 4. To approve the profit allocation and the declaration of a dividend payment for 2019.**

**Resolution:** Approve of the declaration of a dividend payment for the year 2019 to the Company's shareholders at the rate of THB 0.45 per share, totaling to THB 162,000,000 or equivalent to 69.30% 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, 2020. The payment of dividend will be made on April 30, 2020. The votes of this agenda are as follows:

Approved	311,346,265	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	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. Kittit Techataveekijkul, Mr. Suvij Suvaruchiphorn, Mr. Pravit Chattalada, return to the directors of the Company for another term by the votes as follows:

(1) Mr. Kittit Techataveekijkul : Director

Approved	311,346,265	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	votes	equivalent to	100%

(2) Mr. Suvij Suvaruchiphorn : Director

Approved	310,896,265	votes	equivalent to	99.8555%
Disapproved	0	votes	equivalent to	0%
Abstained	450,000	votes	equivalent to	0.1445%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	votes	equivalent to	100%

Mr. Suvij Suvaruchiphorn, the shareholder who is the Directors and the interested person, abstained their vote.

(3) Mr. Pravit Chattalada : Independent Director

Approved	311,345,265	votes	equivalent to	99.9997%
Disapproved	0	votes	equivalent to	0%
Abstained	1,000	votes	equivalent to	0.0003%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	votes	equivalent to	100%

**Agenda 6. To consider fixing the remuneration of Directors, Audit Committee and other committees for 2020.**

**Resolution:** Approve of the remuneration of Directors and Audit Committee for 2020 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**

<b>Committee/Sub-Committee</b>	<b>Chairman (per meeting)</b>	<b>each member (per meeting)</b>
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

The remuneration of Directors, Audit Committee, Executive Committee and other Committees are equal to the year 2019. 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	277,897,430	votes	equivalent to	89.2567%
Disapproved	0	votes	equivalent to	0%
Abstained	33,448,835	votes	equivalent to	10.7433%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	votes	equivalent to	100%

**Agenda 7. To consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2020.**

**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 Mrs. Nisakorn Songmanee C.P.A. License No. 5035 and/or Ms. Kornthong Luangvilai C.P.A. License No. 7210 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for the year 2020. The meeting then fix the audit fee for the

annual financial statement of the Company in the amount of THB 1,280,000 and for three quarterly financial statement is THB 1,380,000. Therefore, the total amount of the auditor's remuneration for the year 2020 is THB 2,660,000 by the votes as follows:

Approved	311,346,265	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	311,346,265	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