



SCO 14/2022

April 1, 2022

**Subject : Resolutions of the Annual General Meeting No. 27/2022**  
**To : Directors and Manager of the Stock Exchange of Thailand**

Whereas Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 27/2022 on April 1, 2022 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. Matters to be formed**

**Resolution:** Acknowledge the no shareholders forward any question to the Company prior to the meeting date and no nominee to be proposed agenda and nominees to be considered for the election as director at the Annual General Meeting No.27/2022.

**Agenda 2. To acknowledge the report of the Company's operating results for the year ending December 31, 2021 and Annual Report for 2021**

**Resolution:** Acknowledge the report of the Company's Operating Results for the year ending December 31, 2021 and the Annual Report for 2021.

**Agenda 3. To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2021**

**Resolution:** Approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2021 by the votes as follows:

Approved	302,197,066	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	302,197,066	votes	equivalent to	100%

**Agenda 4. To consider and approve the profit allocation and dividend payment for the year 2021**

**Resolution:** Approve of the declaration of a dividend payment for the year 2021 to the Company's shareholders at the rate of THB 0.38 per share, totaling to THB 136,800,000 or equivalent to 70% 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 11, 2022. The payment of dividend will be made on April 22, 2022. The votes of this agenda are as follows:

Approved	302,197,066	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	302,197,066	votes	equivalent to	100%

**Agenda 5. To consider and approve the election of directors in place of those retiring by rotation**

**Resolution:** Approve the election of the 3 directors who are retired by rotation, Mr. Tavit Charuvajana, Mr. Wanarak Eakachai and Assoc. Prof. Phornsiri Thivavarnvongs, return to the directors of the Company for another term by the votes as follows:

(1) Mr. Tavit Charuvajana : Director

Approved	300,909,718	votes	equivalent to	99.5740%
Disapproved	0	votes	equivalent to	0%
Abstained	1,287,348	votes	equivalent to	0.4260%
Invalid ballot	0	votes	equivalent to	0%
Total	302,197,066	votes	equivalent to	100%

Mr. Tavit Charuvajana, the shareholder who is the Directors and the interested person, abstained their vote.

(2) Mr. Wanarak Eakachai : Director

Approved	302,197,066	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	302,197,066	votes	equivalent to	100%

(3) Assoc. Prof. Phornsiri Thivavarnvongs : Independent Director

Approved	302,197,066	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	302,197,066	votes	equivalent to	100%

**Agenda 6. To consider and approve the remuneration of Directors for the year 2022**

**Resolution:** Approve of the remuneration of Directors and Audit Committee including fixing the remuneration of Executive Committee and other Committees for the year 2022. 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 2021. Nevertheless, the annual bonus of Board of Directors is allocated by themselves.

Approved	302,197,066	votes	equivalent to 100%
Disapproved	0	votes	equivalent to 0%
Abstained	0	votes	equivalent to 0%
Invalid ballot	0	votes	equivalent to 0%
Total	302,197,066	votes	equivalent to 100%

**Agenda 7. To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for the year 2022**

**Resolution:** Approve the appointment of Mrs. Wilasinee Krishnamra C.P.A. License No. 7098 and/or Mrs. Nisakorn Songmanee C.P.A. License No. 5035 and/or Mr. Bardin Laprangsirat C.P.A. License No. 10985 and/or Mr. Kasiti Ketsuriyongk C.P.A. License No. 8833 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for the year 2022. The meeting then fix the audit fee for the annual financial statement of the Company in the amount of THB 1,330,000 and for three quarterly financial statement is THB 1,380,000. Therefore, the total amount of the auditor's remuneration for the year 2022 is THB 2,710,000 by the votes as follows:

Approved	302,197,066	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	302,197,066	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