



SCO 009/2023

February 20, 2023

Subject : Report the Resolutions of Board of Directors Meeting No. 2/2023  
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. 2/2023 on February 20, 2023 from 1.00 p.m. to 3.00 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 acknowledge the report of the Company's operating results for the year ending December 31, 2022 and Annual Report for the year 2022.

Resolution

The meeting has an opinion to propose the Company's operating results for the year ending December 31, 2022 and Annual Report 2022 to the meeting of Annual General Meeting for acknowledgement.

2. Approved the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2022.

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, 2022 which were audited by the Company's auditors and consent from the Audit Committee and Board of Directors.

3. Approved the profit allocation and dividend payment for the year 2022.

Resolution

The meeting has an opinion to propose to the Annual General Meeting for the profit allocation and dividend payment according to the 2022 operation results at the rate of THB 0.40 per share, amounting to THB 144,000,000 to the Company's shareholders on the date of April 21, 2023.

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

4. Approved the election of Directors in place of those retiring by rotation.

Resolution

The meeting acknowledged that (1) Mr. Kitti Techathaveekijkul (2) Mr. Suvij Suvaruchiphorn (3) Mr. Pravit Chattalada retire by rotation at the 2023 Annual General Meeting. However, the Board of Directors propose to elect Mr. Kitti Techathaveekijkul and Mr. Suvij Suvaruchiphorn at the Annual General Meeting as the Directors of the Company for another term and propose Mr. Prayootd Tansrisuwarn as the Independent Director and Audit Committee in place of Mr. Pravit Chattalada according to the opinion of the Nominating and Remuneration Sub-Committee.

Nevertheless, the those three retiring Directors have 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 complete 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 that are useful in the business of the Company. For Mr. Prayootd Tansrisuwarn, he will take a position of Independent Director. The Board of Director has considered that this proposed person in the position of Independent Director could advise independently and has qualified completely as the definition of the Independent Director in accordance with the definition of the Independent Directors and the rule of The Securities and Exchange Commission and The Stock Exchange of Thailand.

Therefore, the Company was informed that Mr. Pravit Chattalada, Independent Director and Audit Committee passed away on February 2, 2023, the result of he retires from his position before the end of his term as a Director. And since the remaining term is less than 2 months according to the Public Limited Companies Act BE 2535 and the Articles of Association, the resolution of the Board of Directors cannot be approved the appointment of a Director to replace the vacant position. Which should be proposed to the Annual General Meeting for approval.

However, the shareholder has the right to propose nominees to be considered for the election as Director at the Annual General Meeting No.28/2023 which the submitting period was from September 1, 2022 to November 30, 2022. After the period ended, there was no nominee to be proposed as Director into the agenda.

#### 5. Approved the remuneration of Directors for the year 2023.

##### 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 2023 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/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**

- For the Chairman amounting to 17,000 THB/person/meeting
- For each member amounting to 12,000 THB/person/meeting

##### **Other benefit**

-None-

#### 6. Approved the appointment of the Company's Auditor and to fix the auditor's remuneration for the year 2023.

##### 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 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 Ketsuriyonk, C. P. A. License No. 8833 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as auditors of the Company for the fiscal year 2023 and to fix the auditor's remuneration for the annual financial statement of the Company in the amount of THB 1,440,000 and the financial statement for three quarters in the amount of THB 1,440,000. Therefore, the total amount of the auditor's remuneration for the year 2023 is THB 2,880,000.

7. Approved to specify the schedule of the Annual General Meeting No.28/2023 and specify the record date.

Resolution

The Annual General Meeting No. 28/2023 will be convened on March 30, 2023 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;

- Agenda 1. Matters to be formed;
- Agenda 2. To acknowledge the report of the Company's operating results for the year ending December 31, 2022 and Annual Report for 2022;
- Agenda 3. To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2022;
- Agenda 4. To consider and approve the profit allocation and dividend payment for the year 2022;
- Agenda 5. To consider and approve the election of Directors in place of those retiring by rotation;
- Agenda 6. To consider and approve the remuneration of Directors for the year 2023;
- Agenda 7. To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for the year 2023;
- Agenda 8. Other business (if any).

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 7, 2023.

Please be informed accordingly.

Yours sincerely,

Sumateta Jitsiripol  
( Miss Sumateta Jitsiripol )  
Corporate Secretary  
Metro Systems Corporation Public Company Limited