



SCO 14/2024

April 2, 2024

Subject : Resolutions of the Annual General Meeting No. 29/2024
To : Directors and Manager of the Stock Exchange of Thailand

Whereas Metro Systems Corporation Public Company Limited convened the Annual General Meeting No. 29/2024 on April 2, 2024 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.29/2024.

Agenda 2. To acknowledge the report of the Company's operating results for the year ending December 31, 2023 and Annual Report for 2023

Resolution: Acknowledge the report of the Company's Operating Results for the year ending December 31, 2023 and the Annual Report for 2023.

Agenda 3. To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2023

Resolution: Approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2023 by the votes as follows:

Approved	296,160,478	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	votes	equivalent to	100%

Agenda 4. To consider and approve the profit allocation and dividend payment for the year 2023

Resolution: Approve of the declaration of a dividend payment for the year 2023 to the Company's shareholders at the rate of THB 0.50 per share, totaling to THB 180,000,000 or equivalent to 77% 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 8, 2024. The payment of dividend will be made on April 24, 2024. The votes of this agenda are as follows:

Approved	296,160,478	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	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 2 directors who are retired by rotation, Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana and Dr. Virach Aphimeteetamrong, return to the directors of the Company for another term by the votes as follows:

(1) Mr. Sunpitt Sethpornpong : Chairman

Approved	295,160,478	votes	equivalent to	99.6623%
Disapproved	0	votes	equivalent to	0%
Abstained	1,000,000	votes	equivalent to	0.3377%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	votes	equivalent to	100%

Mr. Sunpitt Sethpornpong, the shareholder who is the Directors and the interested person, abstained their vote.

(2) Mr. Narong Charuvajana : Director

Approved	295,448,991	votes	equivalent to	99.7598%
Disapproved	0	votes	equivalent to	0%
Abstained	711,487	votes	equivalent to	0.2402%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	votes	equivalent to	100%

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

(3) Dr. Virach Aphimeteetamrong : Independent Director

Approved	296,159,478	votes	equivalent to	99.99997%
Disapproved	1,000	votes	equivalent to	0.0003%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	votes	equivalent to	100%

Agenda 6. To consider and approve the remuneration of Directors for the year 2024

Resolution: Approve of the remuneration of Directors and Audit Committee including fixing the remuneration of Executive Committee and other Committees for the year 2024. The details and votes are appeared as follows:

Board of Directors' Remuneration

The Annual Bonus of Board of Directors not over than 3,000,000 THB/year
Directors meeting amounting to 24,000 THB/person/meeting

Audit Committee Remuneration

For the Chairman of Audit Committee amounting to 150,000 THB/quarter
For each member of Audit Committee amounting to 120,000 THB/person/quarter

Remuneration of Executive Committee

For the Chairman amounting to 16,000 THB/meeting
For each member amounting to 16,000 THB/person/meeting

Remuneration of other committees

Committee/Sub-Committee	Chairman (per meeting)	each member (per meeting)
Corporate Governance Sub-Committee	19,000 THB	14,000 THB
Risk Management Sub-Committee	19,000 THB	14,000 THB
Nominating and Remuneration Sub-committee	19,000 THB	14,000 THB

The remuneration of Directors, Audit Committee, Executive Committee and other Committees are increase from the year 2023. Nevertheless, the annual bonus of Board of Directors is allocated by themselves.

Approved	296,160,478	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	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 2024

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 Ms. Lasita Margut C.P.A. License No. 9039 and/or Mr. Bardin Laprangsirat C.P.A. License No. 10985 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for the year 2024. The meeting then fix the audit fee for the annual financial statement of the Company in the amount of THB 1,460,000 and for three quarterly financial statement is THB 1,440,000. Therefore, the total amount of the auditor's remuneration for the year 2024 is THB 2,900,000 by the votes as follows:

Approved	296,160,478	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	votes	equivalent to	100%

Agenda 8. To consider and approve the amendments of the Company’s Articles of Association.

Resolution: Approve the amendments of the Company's Articles of Association, which are Article 27, Article 28, Article 29, Article 33, Article 34 and Article 35, the details are as follows:

Existing Provision	Proposed Amendment
<p>Article 27. The Board of Directors shall hold at least every three (3) months at the head office of the Company is located or determined by the Board of Directors.</p>	<p>Article 27. The Board of Directors shall hold at least <u>one (1) meeting every three (3) months</u> at the head office of the Company is located or determined by the Board of Directors.</p> <p><u>In proceed with the first paragraph above, The Board of directors’ meeting may be held via electronic medias in accordance with the law on electronic meeting. In such a case, it shall be deemed that the head office of the Company is the place of the meeting.</u></p>
<p>Article 28. A meeting of the Board of Directors shall be called by the Chairman.</p> <p>If at least two (2) directors request to have a meeting called, the Chairman or his/her designated person shall fix a meeting date within fourteen (14) days from the date of receipt of such request.</p>	<p>Article 28. A meeting of the Board of Directors shall be called by the Chairman.</p> <p>If at least two (2) directors request to have a meeting called, the Chairman or his/her designated person shall fix a meeting date within fourteen (14) days from the date of receipt of such request.</p> <p><u>In case where the Chairman or his/ her designated person does not proceed with the second paragraph above, the requesting directors may jointly summon and fix the date of the Board of directors’ meeting to consider the proposed agendas within fourteen (14) days of the end of such period mentioned in the second paragraph.</u></p> <p><u>In case where the Chairman is unavailable or unable to perform his/her duties, the Vice Chairman shall call the Board of Directors’ meeting. If the Vice Chairman is unavailable or unable to perform his/her duties, at least two (2) directors may jointly call the Board of Directors’ meeting.</u></p>

<p>Article 29. In summoning a meeting of the Board of Directors, the chairman or a person authorized by the chairman shall send the notice to the directors at least seven (7) days prior to the meeting. Except in case of urgent necessity to protect the rights and benefits of the Company, the meeting date can be notified by other means and the date of the meeting shall be set earlier.</p>	<p>Article 29. In summoning a meeting of the Board of Directors, the chairman or a person authorized by the chairman shall send the notice to the directors <u>at least three (3) days</u> prior to the meeting. Except in case of urgent necessity to protect the rights and benefits of the Company, the meeting date can be notified <u>via electronic</u> or other means and the date of the meeting shall be set earlier.</p>
<p>Article 33. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. All other general meeting is called “Extraordinary Meetings”.</p> <p>One or more shareholders holding the number of shares not less than ten (10) percent of paid-up capital, by subscribing their names, may request the Board of Directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders and held it within forty-five (45) days as from the date they received the request in writing from the shareholders.</p> <p>In case the Board of Directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five (45) days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be Shareholders’ Meeting called by the Board of Directors and the Company shall be responsible for necessary expenses which caused by convening such meeting and the</p>	<p>Article 33. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. All other general meeting is called “Extraordinary Meetings”.</p> <p>One or more shareholders holding the number of shares not less than ten (10) percent of paid-up capital, by subscribing their names, may request the Board of Directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders and held it within forty-five (45) days as from the date they received the request in writing from the shareholders.</p> <p>In case the Board of Directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five (45) days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be Shareholders’ Meeting called by the Board of Directors and the Company shall be responsible for necessary expenses which caused by convening such meeting and the</p>

<p>Company shall reasonably provide facilitation.</p> <p>In case that, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed in Article 35 , the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”</p>	<p>Company shall reasonably provide facilitation.</p> <p>In case that, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed in Article 35 , the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”</p> <p><u>The Shareholders’ meetings may be held via electronic media in accordance with the provisions of the laws governing a meeting via electronic media, it shall be deemed that the head office of the Company is the place of the meeting.</u></p>
<p>Article 34. In summoning a meeting of shareholders, the Board of Directors shall deliver to shareholders and the Registrar notice of the meeting specifying the place, day, time, agenda of the meeting and other business to be transacted at the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the board of directors on the said matters, not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be published three (3) consecutive days in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting.</p> <p>The place of the meeting shall be in the area in which the head office of the Company is located or determined by the board of directors.</p>	<p>Article 34. In summoning a meeting of shareholders, the Board of Directors shall deliver to shareholders and the Registrar notice of the meeting specifying the place, day, time, agenda of the meeting and other business to be transacted at the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the board of directors on the said matters, not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be published three (3) consecutive days in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting <u>or via electronic media.</u></p> <p>The place of the meeting shall be in the area in which the head office of the Company is located or determined by the board of directors.</p> <p><u>In the case where, at a Shareholders’ meeting called by the shareholders, the Shareholders calling the meeting may send the notice of</u></p>

	<u>the meeting to the shareholders by electronic means, if such shareholders have notified their intention to receive or consented to the delivery of, letters or notice via electronic means to the Company or or the Board of Directors determined.</u>
Article 35. The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares sold to constitute a quorum.	Article 35. The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares sold to constitute a quorum. <u>Appointment of a proxy, may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by registrar.</u>

Approved	296,160,478	votes	equivalent to	100%
Disapproved	0	votes	equivalent to	0%
Abstained	0	votes	equivalent to	0%
Invalid ballot	0	votes	equivalent to	0%
Total	296,160,478	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


(Miss Sumateta Jitsiripol)
Corporate Secretary