



Notice of Annual General Meeting No. 28/2023

Metro Systems Corporation Public Company Limited

March 30, 2023 at 10.00 A.M.

At MSC head office, 2nd floor of G Tower,

No. 400, Chalermprakit Rama IX Road,

Nong Bon, Prawet, Bangkok, 10250

The Company informed to collecting personal data of shareholders including proxies, to comply with measures to support any operations relating to personal data of shareholders and proxies with safety and efficiency under the control of the Company which is consistent with the Personal Data Protection Act B.E. 2562.



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
400 Chalermprakiat Rama 9 Road, Nong Bon, Prawet, Bangkok 10250 Tel: +662 089 4000 Fax: +662 726 2630

SCO 010/2023

February 28, 2023

Subject : Notice of Annual General Meeting No. 28/2023
To : Shareholders of Metro Systems Corporation Public Company Limited
Enclosures :

- 1. The Company's Annual Report for 2022**
- 2. Biography of the nominated candidates for the election of new Directors in replacement of those to be retired by rotation**
- 3. Biography of Independent Directors acting as proxies, representing the shareholders at the shareholders meeting**
- 4. Proxy Form B**
- 5. Biography of the Auditors**
- 6. The Company's Articles of Association concerning to the shareholders meeting**
- 7. Guidelines and practices for attending the shareholders meeting and the Granting of Proxies**
- 8. Copy of the minutes of Annual General Meeting No. 27/2022**
- 9. Map of the Meeting Location**
- 10. Criteria of forwarding the question**
- 11. Notice of the Privacy Policy of Shareholders and Investors**
- 12. Annual Report Requisition Form**

Notice is hereby given that the Board of Directors of the Company has resolved to convene the Annual General Meeting No. 28/2023 at 10.00 a.m. on March 30, 2023 at the 2nd Floor of G Building, No. 400, Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok. The agenda shall be transacted at the meeting 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

Facts and Reasons : The Public Limited Companies Act B.E. 2535, Section 113, states that the Board of Directors shall deliver the Annual Report along with the notice of Annual General Meeting to the shareholders.

The Company prepared the correct and complete report on the Company's Operations and the Annual Report for 2022 in accordance with the Public Limited Companies Act B.E. 2535 and the criteria of the Securities and Exchange Commission.

Board's Opinion : The Board is of the opinion that the report on the Company's operations as of December 31, 2022 is accurate and should be proposed to the Annual General Meeting for acknowledge the reports, the details appear in enclosure no. 1.

Voting : This agenda is for acknowledgement, no counting on vote.

Agenda 3. To consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal period ending December 31, 2022

Facts and Reasons : The Public Limited Companies Act B.E. 2535, Sections 109, 110 and 112, state that the Company shall arrange for the preparation and keeping of accounts as well as the auditing in accordance with the law and shall make the Statement of Financial Position and Statement of Comprehensive Income at least once in every twelve (12) months of the fiscal period of the Company and submit to the Annual General Meeting for approval.

The Board of Directors completed the Statement of Financial Position and Statement of Comprehensive Income as of December 31, 2022 which are according to general accounting principles. The said financial statements have been examined by the Company's auditor, Mrs. Wilasinee Krishnamra C.P.A. License No. 7098 of Deloitte Touche Tohmatsu Jaiyos Audit Limited, as per Financial Statement in Annual report, enclosure no. 1.

Board's Opinion : The Board of Directors and the Audit Committee approved the Statement of Financial Position and Statement of Comprehensive Income which were audited by the auditor of the Company, and the Board is of the opinion that the Annual General Meeting should approve the Statement of Financial Position and Statement of Comprehensive Income as of December 31, 2022 in order to comply with the Public Limited Company Act B.E. 2535.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

Agenda 4. To consider and approve the profit allocation and dividend payment for the year 2022

Facts and Reasons : The Public Limited Companies Act B.E. 2535, Section 115 states that no dividend shall be paid otherwise than from profit. In case that the company has accumulated losses, no dividend shall be paid. A dividend shall be paid according to the number of shares, each share being equally paid. In addition, The Public Limited Companies Act B.E. 2535, Section 116 and Article 44 and 45 of the Company's Articles of Association state that the Company shall allocate at least five (5) percent of net profit for a reserve fund, then deduct with accumulated loss (if any) until this fund aggregates to at least ten (10) percent of the registered capital or more than the said amount as described by any other laws. The payment of a dividend shall be made within one (1) month from the approval of the Board of Directors or the shareholders meeting.

The Company has dividend payment policy by paying at the rate of not less than 50% of its net profit after tax, except in the case of carried loss or further investment is intended.

Board's Opinion : From the operations in the year of 2022, the Company has achieved a profit after the deduction of corporate income tax, amounting to THB 204,969,123

or equivalent to THB 0.57 per share. Therefore, the Board of Directors is of the opinion that the Annual General Meeting should consider approving the declaration of dividend payment for the year 2022 to the Company's shareholders in the amount of 360,000,000 shares at the rate of THB 0.40 per share, totaling to THB 144,000,000 or equivalent to 70% of the Company's net profit which is consistent with the dividend payment policy. Nevertheless, the Company has been allocated net profits at least ten (10) percent of the registered capital according to the law and the Company's rules.

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 10, 2023. The payment of dividends will be made on April 21, 2023.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

The following is a summary of the dividend payment comparing 2021 to 2022:

Details of dividend payment	For the year 2021	For the year 2022
1. Net profit	194,117,887 THB	204,969,123 THB
2. Number of shares	360,000,000 Shares	360,000,000 Shares
3. Dividend payment per share	0.38 THB	0.40 THB
4. Total dividend amount paid	136,800,000 THB	144,000,000 THB
5. Dividend payment ratio	70.47 %	70.25 %

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

Facts and Reasons : Article 17 of the Company's Articles of Association states that one-third of the directors must retire by rotation at the Annual General Meeting every year. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. The retiring directors shall be eligible to be re-elected.

The directors who will retire by rotation at Annual General Meeting 2023 are:

<u>Name of Director</u>	<u>Proposed Position</u>
Mr. Kitti Techathaveekijkul	Director
Mr. Suvij Suvaruchiphorn	Director
Mr. Pravit Chattalada	Independent Director

Criteria for nomination and nominating method of directors: To consider the qualifications of the Company's director in accordance with the Public Limited Companies Act B.E. 2535, the educational background, skills, experience in the related business activities of the Company and the various professions which can support the business operation of the Company and contribute in developing the Company, including to the director's previous overall performance. As for the independent director, the Company has also considered the definition of

the independent director set by the Securities and Exchange Commission, the Stock Exchange of Thailand and by the Company together with consideration of any possible significant business relationship between the director and the Company which may cause the director to be unable to perform his/her duties independently.

The name list of the Company's directors was considered and proposed by the Company's Nominating and Remuneration Sub-Committee.

Board's Opinion : The Board has considered and fully accepted the opinion of the Nominating and Remuneration Sub-Committee. The Board also holds the opinion that the qualification of Mr. Kitti Techathaveekijkul, Mr. Suvij Suvaruchiphorn and Mr. Prayootd Tansrisuwarn do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535, which stipulates that a director must not be a bankrupt person, an incompetent or quasi-incompetent person, must never have been imprisoned by the judgment of a court for an offense related to property which was committed with dishonest intent, must never have been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing his duties, and shall not become a partner or shareholder of a juristic person operating a business which has the same nature as and is in competition with the business of the Company. In addition, the nominated candidates has been considered according to the process specified by the Company and have qualifications in accordance with relevant regulations and suitable for the Company's business operations have sufficient knowledge and experience in the related business activities of the Company and can contribute in developing of the Company. They all have the characteristic of leadership and vision with cleaned profile, ethics and morality together with taking their position in a good role and have not occupied as committee or a director of another business which could have conflict of interest. For Mr. Prayootd Tansrisuwarn, he has taken 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 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 Company was informed that Mr. Pravitt 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 in the agenda.

Therefore, the Committees have considered that Mr. Kitti Techathaveekijkul and Mr. Suvij Suvaruchiphorn, who are already retired, should be elected in the Annual

General Meeting 2023 and return to the position for another term. And proposed Mr. Prayootd Tansrisuwarn, in the position of Independent Director and Audit Committee to replace the vacant position.

The Company has enclosed the biographies of the said directors, their shareholdings in the Company, any positions of director or executive in other businesses and the definition of the independent director in enclosure no. 2.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders by separating the ballot individually.

Agenda 6. To consider and approve the remuneration of Directors for the year 2023

Facts and Reasons : The Public Limited Companies Act B.E. 2535, Section 90, states that the director's remuneration shall be pursuant to the Annual General Meeting of Shareholder's resolution, passed by not less than two-thirds of the total votes of shareholders attending the meeting. In addition, Article 32 of the Company's Articles of Association states that the directors are entitled to receive remuneration by way of attendance fee, annual bonus or other benefit in accordance with the Articles of Association or the resolution of the shareholders meeting. The remuneration of directors can be fixed as a certain amount or set according to other criteria. Remuneration can either be determined from time to time or continue in effect until amended. In addition, directors shall be entitled to receive per diem and fringe benefits according to the Company's rules. The Company's officer or employee appointed to act as the Company's director has the right to receive any remuneration or benefit as he/she receives as the officer or employee.

Criteria for fixing the remuneration : The Nominating and Remuneration Sub-Committee has completely considered the appropriateness of remuneration payment of the Company for proposing to the meeting of Board of Directors then the Annual General Meeting for approval respectively. Therefore, this remuneration is compared to the same business as well as considering the business's expansion of the Company. The remuneration for the Board of Directors, the Audit Committee, the Executive Committee and the other Committees is determined to be paid as follows:

Remuneration of Directors

Board of Directors' Annual Remuneration	not over than 2,700,000 THB/year
Directors meeting fee	mounting to 22,000 THB/person/meeting

Remuneration of the Audit Committee

For the Chairman	amounting to 130,000 THB/quarter
For each member	amounting to 100,000 THB/person/quarter

Remuneration of the 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 the other committees

Sub-Committee	Chairman (THB/meeting)	Each member (THB/person/meeting)
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 Board of Directors' Annual Remuneration, the Directors meeting fee and the remuneration of other committees are equal to the year 2022.

Other Benefits:

- None -

Comparison for remuneration and other benefits for 2022 to 2023 (Unit : THB)

Remuneration	2022	2023
Director		
BOD' Annual Remuneration	Not over than 2,700,000/year	Not over than 2,700,000 /year
Directors meeting fee	22,000 /person/meeting	22,000 /person/meeting
Audit Committee		
For the Chairman	130,000 /quarter	130,000 /quarter
For each member	100,000 /quarter	100,000 /quarter
Executive Committee		
For the Chairman	14,000 /meeting	14,000 /meeting
For each member	14,000 /person/meeting	14,000 /person/meeting
The Other Committees (Corporate Governance Sub-Committee/ Risk Management Sub-Committee/Nominating and Remuneration Sub-Committee)		
For the Chairman	17,000 /meeting	17,000 /meeting
For each member	12,000 /person/meeting	12,000 /person/meeting
Other Benefits		
	2022	2023
Director	None	None

Board's Opinion : The Board is of the opinion that the Annual General Meeting should approve the remuneration of the directors, the Audit Committee, the Executive Committee and other sub-committees for the year 2023 as proposed by the Board's Nominating and Remuneration Sub-Committee. Therefore, the Board is of the consideration that the remunerations are appropriated, in comparison with the same industry, the Company's operating result and scope of authority (as per Management structure in 56-1 One Report 2022)

Voting : This agenda will be approved by counting the vote not less than two-third (2/3) of all shareholder who has the right to attend the meeting and vote.

Agenda 7. To consider and approve the appointment of the Company's Auditor and fixing the auditor's remuneration for the year 2023

Facts and Reasons : The Public Limited Companies Act B.E. 2535, Section 120, states that the Annual General Meeting shall appoint an auditor and determine the remuneration of the auditor every year. In appointing the auditor, the former auditor may be reappointed. Article 46 of the Company's Articles of Association states that the auditor of the Company shall not be a director, employee, or act in any other position in the Company. In addition, the notification of the Capital Market No. Tor Jor. 75/2561 re: "the rules and conditions of disclosure of financial status and business operation information of the company" states that a company is not permitted to appoint the same auditor who has already served as the auditor of whether or not the Company for the previous consecutive period of seven (7) years.

Mrs. Wilasinee Krishnamra C.P.A. License No. 7098 of Deloitte Touche Tohmatsu Jaiyos Audit Limited has appointed as auditor for the 5 years since 2019 to present because the said auditor has expertise in auditing, good standard at work and great performance.

Board's Opinion : In order to comply with the above-mentioned criteria of the Public Limited Companies Act B.E. 2535, and the proposal of the Audit Committee, the Board has considered and is of the opinion that the Annual General should consider appointing the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited as the auditors of the Company for the year 2023 and fixing the auditor remuneration for the year 2023 as follows:

Name of the auditors proposed for appointment are as follows:

- | | | | |
|-----|----------------|-------------|----------------------------------|
| (1) | Mrs. Wilasinee | Krishnamra | C.P.A. License No. 7098, and/or |
| (2) | Mrs. Nisakorn | Songmanee | C.P.A. License No. 5035, and/or |
| (3) | Mr. Bardin | Lapransirat | C.P.A. License No. 10985, and/or |
| (4) | Mr. Kasiti | Ketsuriyonk | C.P.A. License No. 8833 |

Auditors' Remuneration

Audit fee for the annual financial statement of the Company shall be THB 1,440,000 and THB 1,440,000 for three quarterly financial statements. Therefore, the total amount of audit fee for the year 2023 is THB 2,880,000.

The following is a summary of the audit fee and non-audit fee comparing from the years 2019 to 2023:

Year	Audit fee (THB)	Non-Audit fee	Comparison with the previous year
2019	2,400,000	None	20% increase from the year 2018
2020	2,660,000	None	10.8% increase from the year 2019
2021	2,660,000	None	same rate as the year 2020
2022	2,710,000	None	1.88% increase from the year 2021
2023	2,880,000	None	6.27% increase from the year 2022

The auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited are also the auditors of Metro Professional Product Co.,Ltd., Metro Connect Co.,Ltd., HIS MSC Co.,Ltd.

which are the Company's subsidiaries and associated company. Therefore, the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited have no relationship or interest in the Company, its subsidiaries, executives, major shareholders or interested persons as biography of the auditors in enclosure no. 5.

Audit Committee's Opinion : The Audit Committee has approved and suggest the Board of Director to propose the names of the said auditors from Deloitte Touche Tohmatsu Jaiyos Audit Limited to the 2023 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2023 due to the said auditing company has a world class standard together with expertise in auditing internationally. Moreover, the Audit Committee further resolved that the amount of audit fee for the year 2023 is appropriate and should be proposed to the Annual General Meeting for approval accordingly.

Voting : This agenda will be approved from counting the majority vote of attending and voting shareholders.

Agenda 8. Other business (if any)

Facts and reasons : The Public Limited Companies Act B.E. 2535, second paragraph of Section 105, provides that shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

In the case that any shareholders holding shares as per the amount stated above wish to request that the Annual General Meeting consider other matters, please so inform the Board of Directors prior to the date of the meeting or at the time of the meeting in order that the Board of Directors will further propose such matters to the shareholders at the Annual General Meeting for consideration.

Record date

The record date for determination of which shareholders are eligible to attend the Annual General Meeting of Shareholders and entitled to obtain dividends is fixed on March 10, 2023.

You are cordially invited to attend the meeting at the date, time and venue as stated above. In case any shareholders wish to appoint other persons or members of the Independent Director, namely: Dr. Virach Aphimeteetamrong or Assoc. Prof. Phornsiri Thivavarnvongs, who have no interest in the agenda items proposed to this meeting for consideration and approval (the details of their biographies as per enclosure no. 3) to be appointed as proxies to attend and vote at the meeting. Please fill in the information, sign and affix 20 Baht stamp duty to the proxy form B which states the clear details of matters to be undertaken by the Proxy as per enclosure no. 4. In addition, the Company has delivered The Company's Articles of Association concerning the shareholders meeting, Guidelines and practices for attending the shareholders

meeting and the Granting of Proxies, Copy of the minutes of Annual General Meeting No. 27/2022, Map of the Meeting Location in enclosure no. 6, 7, 8, 9.

Due to the COVID-19 pandemic, the Company has introduced measures to reduce the risk of spreading the disease. Please appoint one of the Company's independent directors as a proxy to attend the AGM on your behalf.

Utility of Proxy Form

A. Proxy Form

The Registrar of Public Limited Companies has set three (3) proxy forms, i.e.

1. Form A which is a simple general proxy form;
2. Form B which states the clear details of matters to be undertaken by the Proxy; and
3. Form C which applies for a foreign shareholder who appoints a custodian in Thailand to act as his/her custodian of shares.

B. Method of Use of Proxy Form

1. A shareholder **who is not** a foreign shareholder and appoints a custodian in Thailand to act as his/her custodian of shares can use only one of either Proxy Form A or B.
2. A shareholder **who is** a foreign shareholder and appoints a custodian in Thailand to act as his/her custodian of shares can use only one of Proxy Form A, B or C.

Shareholders can download proxy forms A and C via the Company's website.

The duly signed proxy form must be submitted to Ms. Sumateta Jitsiripol, corporate secretary who has been authorized by the Chairman of the Board of Directors to receive the proxy form between 08.00 to 10.00 A.M. on the day of the meeting.

The shareholders are able to examine the details of agenda items of the Annual General Meeting and supporting documents at the Company's website:

www.metrosystems.co.th.

Therefore, to reserve the right of shareholder and to obtain the highest benefits, the shareholders shall forward any question to the Company prior to the meeting date in accordance with the criteria of forwarding the question in enclosure no. 10. In case that the shareholders wish to ask the additional information regarding the agenda items, please contact Ms. Sumateta Jitsiripol, telephone number 0-2089-4124 or by e-mail: ir@metrosystems.co.th.

This Notice is issued at the Company's office, Bangkok Metropolis, Thailand.

Yours sincerely,

Sunpitt Sethpornpong
(Mr.Sunpitt Sethpornpong)
Chairman

Biography of the nominated candidates for the election of new Directors in replacement of those to be retired by rotation

Name	Mr. Kitti Techathaveekijkul		
Position	Vice Chairman		
Age	71 years		
Education	Higher Vocational Certificate, Telecommunication Department, King Mongkut's Institute of Technology Ladkrabang		
Training	Certificate of Director Certification Program (DCP) 2003, by Thai Institute of Directors		
Experience in Company	He has been as MSC's director for 34 years (11 terms)		
Listed companies	1 listed company		
Vice Chairman	Metro Systems Corporation PCL.		2017 – Present
CG Sub-Committee	Metro Systems Corporation PCL.		2015 – Present
RM Sub-Committee	Metro Systems Corporation PCL.		2015 – Present
SD Sub-Committee	Metro Systems Corporation PCL.		2015 - 2022
Director	Metro Systems Corporation PCL.		1989 - 2017
Others (Non listed companies)	4 non listed companies		
Director	Metro Connect Co., Ltd.		2009 - Present
Director	Center Containers Co., Ltd.		1995 - Present
Director	Metro Professional Products Co., Ltd.		1992 - Present
Director	HIS MSC Co., Ltd		1991 - Present
Current position which competed with or related to company's business.	None		
Meeting Attendance in 2022	5/5 times of Board of Director Meeting 12/12 times of the Executive Committee Meeting 3/3 times of Sustainable Development Sub-Committee Meeting 3/3 times of Corporate Governance Sub-Committee Meeting 4/4 times of Risk Management Sub-Committee Meeting 1/1 time of Annual General Meeting		
Number of Shares (Amount / %)	None		
Family relationship with directors	None		

Name	Mr. Suvij Suvaruchiphorn		
Position	Director Chairman of Nominating and Remuneration Sub-Committee		
Age	80 years		
Education	Bachelor of Law, Thammasat University		
Training	None		
Experience	He has been as MSC's director for 37 years (12 terms)		
Listed companies	2 listed company		
Chairman of Nominating and Remuneration Sub-Committee	Metro Systems Corporation PCL.	2006 - Present	
Director	Metro Systems Corporation PCL.	1986 - Present	
Chairman	United Flour Mill PLC.	1988 - Present	
Others (Non listed companies)	14 non listed company		
Director	Siam Aroon Group Co., Ltd.	2012 – Present	
Director	Smut Thansport Co., Ltd.	1995 – Present	
Director	MCF Products Co., Ltd	1992 - Present	
Director	MCF Marketing Co., Ltd	1992 – Present	
Director	TST Development Co., Ltd.	1990 - Present	
Director	Siam Aroon Center Co., Ltd.	1990 – Present	
Director	Bangkok Industrial Gas Co., Ltd.	1987 – Present	
Director	MC Foods Co., Ltd.	1987 – Present	
Director	UFM Food Centre Co., Ltd.	1987 – Present	
Director	Treemit Marketing Co., Ltd.	1982 – Present	
Director	United Silo and Services Co., Ltd.	1980 – Present	
Director	United Grains Co., Ltd.	1979 – Present	
Director	Metro Co., Ltd.	1977 – Present	
Director	International Warehousing Co., Ltd.	1972 - Present	
Current position which competed with or related to company's businesses	None		
Meeting Attendance in 2022	5/5 times of Board of Director Meeting 3/3 times of the Nominating and Remuneration Sub-Committee Meeting 1/1 time of the Non-Executive Committees Meeting 1/1 time of Annual General Meeting		
Number of Shares (Amount / %)	Held personally : Shares 450,000/ 0.13% Held by spouse or minor children : Shares 7,142,490/ 1.98%		
Family relationship with directors	None		

Name	Mr. Prayootd Tansrisuwarn		
Age	64 years		
Education	Bachelor of Sciences, Chulalongkorn University (Thailand)		
Training	IBM Certified Client Executive Program, Harvard Business School IBM Executive Development Program, MIT & Boston University NIDA Executive MBA Program (EMBA), National Institute of Development Administration		
Exerience in MSC	None		
Experience in Listed companies	2 listed companies		
SVP	KasikornBank PCL.		2003 – 2007
System Programmer and System Analyst	Bangchak Corporation PCL.		1986 – 1992
Experience in Others (Non listed companies)	4 non listed companies		
Chief Operating Officer	Dolphin Groups (Thailand) Co.,Ltd.		2017 – 2019
Chief Executive Officer	IT One/Accenture, Thailand		2008 – 2010
Client Executive	IBM Singapore Pte., Ltd.		2001 – 2002
Country Manager	IBM Thailand Co., Ltd.		1992 - 2001
Current position which competed with or related to company's businesses	None		
Number of Shares (Amount / %)	None		
Family relationship with directors	None		

Definition of Independent Director

The independent committees are the persons qualified and independent according to the Notification of the Capital Market Supervisory Board as follows:

- 1) holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
- 2) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;
- 3) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
- 4) not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgement, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with the Office.
- 5) neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;
- 6) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;
- 7) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
- 8) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

The definition of independent director has be accord with the Notification of the Stock Exchange of Thailand.

Biography of Independent Directors acting as proxies, representing the shareholders at the shareholders meeting

Name	Dr.Virach Aphimeteetamrong	
Address	465 Soi Jaransanitvong 12, Vathapra, Bangkokyai, Bangkok 10600	
Position	Independent Director/ Chairman of Audit Committee/ Chairman of Corporate Governance Sub-Committee	
Age	80 Years	
Company's share in hand	-None-	
Education	<ul style="list-style-type: none"> - Ph.D Finance,University of Illinois, USA - M.B.A. Gothenburg,Sweden - M.A.S. University of Illinois at Urbana-Champaign (UIUC),USA - Bachelor's Degree in Accounting (Honor) Chulalongkorn University - Certificate of Director Accreditation Program (DAP), Thai Institute of Directors - Certificate of Anti-Corruption for Executive Program (ACEP) 2012, Thai Institute of Directors - Certificate of Corporate Governance for Capital Market Intermediaries 2015, Thai Institute of Directors - Forensic Accounting Certificate: FAC 2020, Federation of Accounting Professions 	
Special Interest	-None-	
Experience		
(In 5 previous years)		
2022 - Present	- Chairman of Audit Committee	Metro Systems Corporation PCL.
2021-Present	- Independent Director/ Chairman of Audit Committee	Tris Rating Co., Ltd.
2020-2021	- Independent Director	Allianz Ayudhya Assurance Co., Ltd.
2015-Present	- Chairman of CG Sub-Committee	Metro Systems Corporation PCL.
2015-Present	- Independent Director/ Chairman of Audit Committee	Asia Plus Group Holding PLC.
2013-Present	- Independent Director	Thai Agro Energy PLC.
2007-2021	- Chairman	Intouch Holding PLC.
2004-Present	- Independent Director/ Chairman of Audit Committee	Bangkok Chain Hospital PLC.
2004-Present	- Independent Director/ Chairman of Audit Committee	Asia Plus Security Co., Ltd.
2002-Present	- Independent Director / Chairman of Audit Committee	Tris Corporation Co., Ltd.
1995-Present	- Independent Director/ Audit Committee	Metro Systems Corporation PCL.
1990-Present	- Director	Supalai PLC.
1988-Present	- Chairman	Office of Dr. Virach & Associates

Name	Assoc. Prof. Phornsiri Thivavarnvongs	
Address	54/98 Sathorn Condo Place, Yenakart Road, Thungmahamek, Sathorn, Bangkok, 10120	
Position	Independent Director/ Audit Committee/ Chairman of Risk Management Sub-Committee	
Age	71 years	
Company's share in hand	-None-	
Education	<ul style="list-style-type: none"> - M.B.A. (Finance), University of Wisconsin at Madison, USA - Bachelor of Accounting (Honour with gold medal), Chulalongkorn University - Certificate of Director Accreditation Program (DAP) 2002, Thai Institute of Directors - Risk Management Program for Corporate Leaders (RCL) 2019, Thai Institute of Directors 	
Special Interest	-None-	
<u>Experience</u> (In 5 previous years)		
2019 - Present	-Independent Director/ Audit Committee/ Chairman of Risk Management Sub-Committee	Metro Systems Corporation PCL.
2015 - Present	-Audit Committee/ Director	Toyota Kaennakorn Co.,Ltd
2013 - 2019	-Chairman of Audit Committee & Risk Management/ Independent Director/ Director	Siam Global House PLC.
1982 - 2017	-Associate Professor, Business Administration	Khon Kaen University

Biography of the Auditors

Name Position CPA. Number Education Background Work Experience	<p>Mrs. Wilasinee Krishnamra Auditor Partner 7098 - Master of Commerce in Accounting, University of Sydney, Australia - Bachelor of Finance and accounting, Kasetsart University - Certified Public Accounting (CPA), Thailand - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2006 - Present.</p>
Name Position CPA. Number Education Background Work Experience	<p>Mr. Bardin Laprangsirat Auditor Partner 10985 - Bachelor of Accountancy, Kasetsart University, Thailand - Certified Public Accountant (CPA), Thailand - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2005 – Present.</p>
Name Position CPA. Number Education Background Work Experience	<p>Mrs. Nisakorn Songmanee Auditor Partner 5035 - Master of Financial Accounting Degree, Chulalongkorn University, Bangkok, Thailand - Bachelors of Business Administration (major in Accounting) from Rajamangala of Technology - Graduate Diploma in auditing from Chulalongkorn University - Certified Public Accountant (CPA), Thailand - Auditor approved by the office of SEC - Member of the Federation of Accounting Professions (FAP) - The Accounting Profession Committee in Accounting System, 2017-2020 (FAP) - Audit Partner of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2014 - Present.</p>
Name Position CPA. Number Education Background Work Experience	<p>Mr. Kasiti Ketsuriyongk Auditor Partner 8833 - Master of Science Program in Accounting, Thammasat University, Thailand - Bachelor of Accountancy, Thammasat University, Thailand - Certified Public Accountant (CPA), Thailand - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2002 - Present.</p>

**The Company's Articles of Association concerning to
the shareholders meeting**

**Chapter 5
Shareholders Meeting**

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".

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.

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 Company shall reasonably provide facilitation.

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."

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.

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.

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 36. If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum if not constituted as stated in Article 35. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 37. The chairman of the board of directors shall preside over the meeting of shareholder. In the event the chairman is absent or unable to perform the duty, the vice-chairman shall act as the chairman. If a vice-chairman does not exist or exists but is unable to perform the duty, the shareholders present at the meeting shall elect a shareholder to be act as the chairman of the meeting.

Article 38. At a meeting of shareholders a shareholder is entitled to attend and vote at the meeting or may appoint any other person as a proxy to appear and vote on his behalf. The proxy shall be the form prescribed by the Registrar.

Article 39. The Chairman of the meeting has the duty to conduct the meeting in compliance with the Company's Articles of Association relating to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Article 40. The shareholder shall have one vote for one share.

The resolution of the meeting of shareholders shall be supported by the following votes:

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) in the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and have the right to vote:
 - (a) the sale or transfer of whole or essential parts of business of the Company to other persons.
 - (b) the purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
 - (c) entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.

Guidelines and Practice for attending the Shareholders meeting and Granting of Proxy

Evidences proving the right to attend the Meeting

1. Attendance in person

- 1.1 **A Thai individual shareholder** shall present his/her identification card or official identification card.
- 1.2 **A foreign individual shareholder** shall present his/her Alien Certificate or passport.
- 1.3 **A juristic shareholder registered in Thailand:**
 - a. A copy of a current Affidavit of juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who is attending the meeting.
 - b. A certified copy of identification card of the authorized director(s) as mentioned in item (a) above (or passport if such director(s) is a foreigner).
- 1.4 **A juristic shareholder registered overseas:**
 - a. An original Affidavit showing the names of authorized director(s) and the powers of directors issued by the relevant government agencies and notarized by a notary public.
 - b. A certified copy of the passport of the authorized director(s) who is attending the meeting.

2. Attendance by a proxy-holder

- 2.1 **A Thai individual shareholder:**
 - a. A proxy which is fully completed.
 - b. A certified copy of the identification card of the appointer.
 - c. A certified copy of the identification card of the appointee.
- 2.2 **A foreign individual shareholder:**
 - a. A proxy which is fully completed.
 - b. A certified copy of alien certificate or passport of the appointer.
 - c. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).
- 2.3 **A juristic shareholder registered in Thailand:**
 - a. A proxy which is fully completed.
 - b. A copy of a current Affidavit of a juristic person issued by the Department of Business Development and certified by the authorized director(s) of such juristic person who signs the proxy.

- c. A certified copy of the identification card of the authorized director(s) who signs the proxy (or passport if such director(s) is a foreigner).
- d. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).

2.4 A juristic shareholder registered overseas:

- a. A proxy which is fully completed.
- b. An original Affidavit showing the names of authorized directors and the powers of directors issued by the relevant government agencies and notarized by a notary public.
- c. A certified copy of passport of the authorized director(s) who signs the proxy.
- d. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).

Registration

The registration for the attendance at the Meeting shall begin at least two hours prior to the meeting, or at 8.00 A.M. onwards.



Minutes of Annual General Meeting No. 27/2022

Date time & place: Held on April 1, 2022, at 10.00 A.M. at the Company's principle office, 2nd Floor of G Building, No.400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

Quorum of the meeting: 31 shareholders and proxies, divided into 18 shareholders holding 5,981,125 shares, equivalent to 1.6614% of total shares of the Company, and 13 proxies, who represent the shareholders, holding 296,215,941 shares, equivalent to 82.2822% of the total shares of the Company. The number of Company shares represented at the meeting were 302,197,066 shares or 83.9436% of the total 360,000,000 paid-up capital of the Company. A quorum was thereby constituted according to Article 35 of the Company's Articles of Association.

Preliminary proceedings: Miss. Smolkorn Sereedonprasert, Legal Department, introduced the members of the Board of Directors, the Executive Committees, the Corporate Secretary, the Auditor and the Legal Consultant as follows;

Directors attending the meeting:

- | | |
|--|--|
| 1. Mr. Sunpitt Sethpornpong | Chairman |
| 2. Mr. Kittit Techataveekijkul | Vice Chairman |
| 3. Mr. Tavit Charuvajana | Director/ Chairman of Executive Committee/
Chief Executive Officer |
| 4. Mr. Wanarak Eakachai | Director/ Deputy Chief Executive Officer |
| 5. Mr. Suvij Suvaruchiphorn | Director/ Chairman of Nominating and
Remuneration Sub-Committee |
| 6. Mr. Narong Charuvajana | Director |
| 7. Dr. Virach Aphimeteetamrong | Independent Director/ Audit Committee/
Chairman of Corporate Governance Sub-Committee |
| 8. Assoc. Prof. Phornsiri Thivavarnvongs | Independent Director/ Audit Committee/
Chairman of Risk Management Sub-Committee |

Absent Director: Mr. Pravitt Chattalada Independent Director/ Chairman of the Audit Committee/ Chairman of Sustainable Development Sub-Committee, due to being admitted at the hospital, he was unable to attend the meeting.

The Company has 9 directors, 8 directors attended to the Meeting, equivalent to 88.89% of the total directors of the Company.

Executives attending the meeting:

- | | |
|------------------------------|--|
| 1. Mr. Veeraphan Durongsang | Executive Committee/ President of Digital Solutions
Group |
| 2. Mr. Thongchai Lumveerakul | Executive Committee/ President of Digital
Printing Group |
| 3. Mr. Aroon Tor-Ekbundit | Executive Committee/ President of Solutions Integration
Group |
| 4. Mr. Suradet Lertthammajak | Executive Committee/ President of Solutions
Integration Group |

5. Mrs. Nittaya Thanaviriyakul

Executive Committee/ President of General
Administration Group/President of Corporate
Affairs Group/ Chief Financial Officer

Corporate Secretary:

Miss Sumateta Jitsiripol, Corporate Secretary, was appointed as the secretary of the meeting.

Auditor:

Mrs. Wilasinee Krishnamra C.P.A. License No.7098 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is the Company's Auditor for the year 2021.

Legal Consultant:

Mr. Nikorn Richucositsawat, Legal Consultant from Metro Systems Corporation Public Company Limited, is appointed to check a quorum and count the vote in the meeting.

Mr. Nikorn Richucositsawat then clarified for the Company's Articles of Association and the law that related to the meeting, a quorum and voting manner for each agenda item as follows:

According to Article 35 of the Company's Articles of Association prescribes that the meeting of shareholders must be attended by shareholders or proxies (if any) not less than twenty-five (25) persons or not less than half of the total number of shareholders, along with aggregate number of shares was not less than one-third (1/3) of all of the Company's issued shares to constitute a quorum.

The voting manner as the Public Limited Companies Act and the Company's Articles of Association, the shareholders shall have one vote for one share. In the event that a proxy is appointed (whether he is a shareholder or not) and receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as the number of appointments he holds, in addition to his personal vote in case such proxy is a shareholder as well.

The resolutions adopted at the shareholders meeting shall be made in the following manner:

Under normal circumstances, a majority vote of the shareholders presenting at the meeting and entitled to vote will be required. In the case of a tie vote, the chairman of the meeting shall have a casting vote, i.e. agenda 3 to agenda 5 and agenda 7.

In a case, the law prescribes that the votes are not less than two-thirds (2/3) of the total votes of shareholders presenting at the meeting and entitled to vote, i.e. to consider fixing the remuneration of directors as mentioned in agenda 6.

The agenda 1 to agenda 2 is for acknowledgement, so there is no vote.

In vote of each agenda for resolution, the Chairman repeated all shareholders prior to the vote of each agenda. For the convenience in counting votes at the meeting, if there are no shareholders who disapprove or abstain, it shall be deemed that all shareholders agree to the proposed agenda item. If any shareholder does not agree or abstains, he must use the ballot to indicate his disapproval or abstention. Such disapproval and abstaining vote shall be deducted from the total votes. For shareholder who authorize others as a proxy and use the ballot to vote on propose of shareholder, such approval, disapproval and abstaining vote shall be combined in the counting vote.

With regard to the other business proposed to the meeting for its consideration at agenda 8, the Public Limited Companies Act, Article 105 Section 2, prescribes that the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares issued and sold may request that the meeting consider matters other than those indicated in the notice calling for the meeting.

Upon the shareholder's acknowledgement of a quorum, the Company's Articles of Association, the law that related the meeting and voting manner concerning each agenda, Mr. Nikorn Richucositsawat, Legal Consultant, then requested to the Chairman proposed the meeting for considering the matters as indicated in the Notice of Annual General Meeting.

Mr. Sunpitt Sethpornpong, Chairman, acted as the chairman of the meeting. He then declared the meeting duly convened and proposed the following matters to the meeting for consideration according to the Annual General Meeting which already sent to the shareholder. The Company informed to collecting personal data of shareholders including proxies, to comply with measures to support any operations relating to personal data of shareholders and proxies with safety and efficiency under the control of the Company which is consistent with the Personal Data Protection Act B.E. 2562.

Agenda 1. Matters to be formed

The Chairman informed to the meeting that the Company invited the shareholders to send questions in advance of the Annual General Meeting in 2 channels, via email ir@metrosystems.co.th or send a letter to the Company from March 1, 2022 to March 25, 2022, no shareholders forward any question to the Company prior to the meeting date.

Furthermore, the Company invited the Shareholders to propose agenda to be included in the agenda of the Annual General Meeting 2022 and propose the qualified candidates' names to be elect as the Company's director on the Annual General Meeting in 2022 in advance from September 1, 2021 to November 30, 2021. However, there was no agenda and candidates' names, proposed by shareholder, to be elect as the Company's director.

The Chairman asked the meeting to raise any questions of doubt.

No further question was asked. The Chairman then asked the meeting to 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.

RESOLUTION: This agenda is for acknowledgement. There was no vote so it deemed that the Meeting 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

The Chairman assigned Mr. Kitti Techataveekijkul, Vice Chairman, to report the Company's operating results to the meeting.

Mr. Kitti Techataveekijkul, Vice Chairman, reported the Company's operating results for the year 2021 which has 2 topics as follows:

1. The operating results

The details of Consolidated Financial Statement for the fiscal year ended December 31, 2021 and the revenue structure are appeared as follows;

The Summary of Consolidated Statements of Financial Position for the year ended as of December 31, 2021 in comparison with the year 2020.

	(In Millions of Baht)	
	2020	2021
Statement of Financial Position		
Total Assets	3,139	3,305
Total liabilities	1,250	1,327
Shareholders' equity	1,890	1,977
Statement of Comprehensive Income		
Revenue from sales, service and rental	7,330	7,199
Other income	87	64
Gross profit	1,077	1,060
Selling and administrative expenses	904	920
Other gain (loss)	(7)	12
Finance costs	11	6
Reversal of impairment loss (impairment loss) determined in accordance with TFRS9	(52)	42
Share of loss of associates accounted for using equity method	3	1
Corporate income tax	30	54
Net profit attributable to owner of parent	156	197
Earnings per share (THB)	0.43	0.55
	2020	2021
Essential Financial Ratios		
Return on assets (%)	4.9	6.1
Return on equity (%)	8.2	10.2
Current Ratio (time)	2.2	2.2
Debt to Equity Ratio (time)	0.7	0.7
	2020	2021
Revenue Structure		
Type of product		
Hardware	1,950	1,689
Software	2,504	2,639
Supplies	1,690	1,602
Other Services	1,186	1,269

Furthermore, Mr. Kittit Techataveekijkul clarified more details to the meeting regarding to the Management Discussion and Analysis (MD&A) in revenue structures by product type, gross profit margin separated by products type, revenue structures by industry and operating results of the Company and subsidiaries respectively.

2. Sustainability Development Highlight

In terms of sustainability, under the vision, "We will be a model organization for sustainability in business operation, along with economic, social and environmental concern". In 2021, We have

continuously developed the organization, it's obviously from the awards from driving business strategies in 4 areas: environmental, social, governance and technology. The Company is continuing to encourage participating in corporate social responsibility and all stakeholder concern through various projects of the Company to benefit society and create value for the organization in the long-term.

The Company has emphasized to operating the business with integrity, transparency under the framework of good corporate governance and always shown a commitment to anti-corruption. The Company has certified as the Thai Private Sector Collective Action Coalition against Corruption (CAC) since February 24, 2016 and continues to participate in the monitoring of corruption to comply with Anti-Corruption Policy and campaigning for everyone in the organization to awareness on Anti-Corruption, both directly and indirectly including supporting partners and customers extend the CAC network.

The Company has continuously emphasized corporate social responsibility. During the past year, In addition to the Company's CSR activities under the COVID-19 situation, the Company has donated medical equipment and belonging to support the community and society, whether it is in the communities nearby the Company or remote communities in order to strengthen relationship and support to another society.

The Chairman clarified to the shareholders that the Company's operating results ended December 31, 2021 was completely corrected then proposed the meeting to acknowledge. The detail appeared on the Annual Report 2021 which already sent to the shareholder together with the Notice of Annual General Meeting (QR Code).

The Chairman asked the meeting to raise any questions of doubt.

No further question was asked. The Chairman then asked the meeting to acknowledge the Company's operating results ended December 31, 2021 and the Company's Annual Report for 2021.

RESOLUTION: This agenda is for acknowledgement. There was no vote so it deemed that the Meeting acknowledged the report of the Company's operating results for the year ended December 31, 2021 and the Company's 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.

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2021 according to general accounting principles. The said financial statements have been examined by the Company's auditor. It appears in the Statements of Financial Position and the Statements of Comprehensive Income of the Annual Report page 157-237 which has been sent to the shareholders together with Notice of Annual General Meeting.

The Board of Directors and the Audit Committees had approved the Statements of Financial Position and the Statements of Comprehensive Income, which were audited by the auditor of the Company completely. The Board is of the opinion that the shareholders at the Annual General Meeting should approve the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2021 in order to comply with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.

The Chairman asked the meeting to raise any questions of doubt.

No further question was asked. The Chairman then requested the meeting to approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal period ending December 31, 2021 by informed that the majority votes should be used to approve in this agenda.

The meeting resolved by unanimity vote as follows;

RESOLUTION: The meeting resolved that the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ending December 31, 2021 be approved by 302,197,066 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 302,197,066 votes. Therefore, no shareholder vote disapproval, abstention and there was no invalid ballot.

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

The Chairman reported the 2021 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 194,117,887 by earning THB 0.54 per share and the Company has no accumulated loss. Therefore, the Board of Directors had the opinion that the shareholders at the Annual General Meeting should consider approving the declaration of a dividend payment for the year 2021 to the Company's shareholders amounting to 360,000,000 shares 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 by specified to pay the dividend to shareholders not less than 50% of net profit after deduction of corporate income tax. Therefore, The Company has allocated net profits at least 10% of the registered capital according to the law and the Company's rules.

The record date for determination of which shareholders are entitled to obtain dividends is fixed on March 11, 2022. The payment of dividends will be made on April 22, 2022.

The Chairman asked the meeting to raise any questions of doubt. No further question was asked. The Chairman then proposed the meeting to approve the profit allocation and the declaration of a dividend payment for the year 2021 by informed that the majority votes should be used to approve in this agenda.

The meeting resolved by unanimity vote as follows;

RESOLUTION: The meeting resolved to approve the declaration of dividend payment for the year 2021 at the rate of THB 0.38 per share, totaling to THB 136,800,000 to the Company's shareholders or equivalent to 70% of the Company's net profit which is consistent with the dividend payment policy of the Company. Therefore, the record date for determination of which shareholders are entitled to obtain dividends is fixed on March 11, 2022. The payment of dividends will be made on April 22, 2022. It was approved by 302,197,066 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote in the amount of 302,197,066 votes. No shareholder vote disapproval, abstention and there was no invalid ballot.

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

The Chairman reported that Article 17 of the Company's Articles of Association states that one-third (1/3) of the directors must retire by rotation at the Annual General Meeting every year. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The Directors retiring from office in the first and second years after the registration of the Company shall be

selected by drawing lots. In subsequent years, the director who has held office for the longest period of times shall retire. The retiring directors shall be eligible to be re-elected for another term.

The directors who will retire by rotation are:

- | | | |
|-----|---------------------------------------|----------------------|
| (1) | Mr. Tavit Charuvajana | Director |
| (2) | Mr. Wanarak Eakachai | Director |
| (3) | Assoc. Prof. Phornsiri Thivavarnvongs | Independent Director |

The Nominating and Remuneration Sub-Committee considered and proposed to be re-elected three directors as the Directors of the Company for another term. The Board is of the opinion that the qualifications of the said three retiring directors do not fall under the prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535. They possess sufficient knowledge and experience in the related business activities of the Company and can contribute to develop the Company. For Assoc. Prof. Phornsiri Thivavarnvongs, she has taken a position of Independent Director for a period of 3 years. If she is elected to this position for another term, the totaling duration will be counted to 6 years. Therefore, the Board of Director has considered that this proposed person in the position of independent director could advise independently and she qualified completely as the definition of the independent director which can bring the knowledge, experience, skills including useful suggestion to the Company's business. The Company has enclosed the biographies of the said directors, their shareholdings in the Company, their acting in positions of director or executive in other businesses and the definition of the independent director as appeared in the attachments together with the Notice of Annual General Meeting.

Furthermore, the Company invited the Shareholders to propose the qualified candidates' names to be elect as the Company's director on the Annual General Meeting in 2022 in advance from September 1, 2021 to November 30, 2021 by published the news via website of the Stock Exchange of Thailand (SET) and generally announced on the Company's website. However, there was no candidates' names, proposed by shareholder, to be elect as the Company's director.

The Chairman requested the nominee to appear themselves before resolution.

Mr. Tavit Charuvajana, Mr. Wanarak Eakachai and Assoc. Prof. Phornsiri Thivavarnvongs appeared themselves to the shareholders.

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked then proposed the meeting to vote the Director in individual by informed that the majority of votes should be applied to approve this agenda.

The meeting resolved to elect the director individually as follows;

RESOLUTION: The meeting resolved to re-elect three directors who retired by rotation, namely Mr. Tavit Charuvajana, Director, Mr. Wanarak Eakachai, Director and Assoc. Prof. Phornsiri Thivavarnvongs, Independent Director as the Company's directors for another term in the total of 302,197,066 votes by 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

The Chairman reported that the Board proposed to the Annual General Meeting to consider fixing the remuneration of the Directors, Audit Committee and other Committees for the year 2022. Therefore, The Director's annual bonus, remuneration of the Audit Committee, remuneration of Executive Committee and other Committees are equal to the year 2021 as follows;

Remuneration of Directors

The annual bonus of Board of Directors not over than 2,700,000 THB/year
 Directors's attendance fee amounting to 22,000 THB/person/meeting
 Therefore, The Board will allocate the annual bonus in appropriate within the said amount.

Remuneration of the Audit Committee

For the Chairman amounting to 130,000 THB/quarter
 For each member amounting to 100,000 THB/quarter

Remuneration of the 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 Committee are unable to get the Board of Directors meeting fee.

Remuneration of the other Committees

Sub-Committee	Chairman (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

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked, make comments or give any suggestions then the Chairman requested the meeting to consider fixing the remuneration of Directors, Audit Committee and other Committees for 2022 by prescribed that the resolution in this agenda are not less than two-thirds (2/3) of the total votes of shareholders present at the meeting and entitled to vote.

The meeting resolved by unanimity vote as follows:

RESOLUTION: The meeting resolved that the remuneration of the Board of Directors, the Audit Committee, the Executives and other Sub-Committees for the year 2022 as proposed by the Board of Director be approved by 302,197,066 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 302,197,066 votes. and no shareholder vote disapproval, abstention and there was no invalid ballot. Therefore, the meeting assigned the Board to allocate the annual bonus of Directors in appropriate within the limit amount.

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

The Chairman reported that the resolution of the Board of Director with the recommendation of the Audit Committee, proposed to the meeting to consider the appointment auditor from Deloitte Touche Tohmatsu Jaiyos Audit Limited to be the Company's auditor for the year 2022, which consist of Mrs. Wilasinee Krishnamra C.P.A. License No.7098, Who is the Company's auditor for the fourth consecutive year 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 together with proposed the meeting to consider fixing the auditor remuneration for the year 2022 as follows;

The audit fee for the annual financial statement of the Company shall be THB 1,330,000 and for the financial statement for three quarters shall be THB 1,380,000. Therefore, the total amount of the audit fee for the year 2022 is THB 2,710,000 which increased from the year 2021.

The auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are also the auditors of Metro Professional Product Co., Ltd., Metro Connect Co., Ltd. and HIS MSC Co., Ltd. Which are the Company's subsidiaries and associated company. The auditor's remuneration from the said companies for the year 2022 is total THB 1,035,000. The said auditors have no relationship or interest with the Company, its subsidiaries, executives, major shareholders or other connected persons.

The Chairman asked the meeting to raise any questions of doubt.

Mr. Somchai Rungsisakolsawat, Shareholder, asked Audit fee for the year 2022, which increased from the year 2021.

The Chairman assigned Mrs. Nittaya Thanaviriyakul Executive Committee/ President of General Administration Group/ President of Corporate Affairs Group/ Chief Financial Officer, to explain to the meeting.

Mrs. Nittaya Thanaviriyakul clarified the doubt to the shareholders.

The Chairman asked the meeting to raise any questions of doubt. No further question was asked. The Chairman then proposed the meeting to consider the appointment of the Company's Auditor and fixing the auditor's remuneration for 2022 by informed that this agenda will be approved from counting the majority vote of attending and voting shareholders.

The meeting resolved by unanimity vote as follows:

RESOLUTION: The meeting resolved that 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 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be appointed as auditors of the Company for the year 2022 for the third year with remuneration as follows; for the annual financial statement at THB

1,330,000 and for the financial statement for three (3) quarters at THB 1,380,000. Therefore, the total amount of the auditor's remuneration for the year 2021 is THB 2,710,000. This agenda was approved by 302,197,066 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 302,197,066 votes. Therefore, no shareholder vote disapproval, abstention and there was no invalid ballot.

Agenda 8. Other business (if any)

The Chairman informed the meeting how to propose other business for consideration in the agenda 8. According to Article 105 Section 2 of Public Limited Companies Act B.E.2535 which prescribes that the shareholders holding shares amounting to not less than one-third (1/3) of the total number of sold shares may request the meeting to consider matters other than those indicated in the Notice of Annual General Meeting.

There was no other business proposed by the shareholders. The Chairman then asked the meeting to raise any questions of doubt, make comments or give any suggestions. There were the questions from the shareholders as follows:

Mr. Somchai Rungsisakolsawat, Shareholder, asked as follows;

- 1) What percentage of the group of customers who use the service with the Company, and what is the goal of increasing sales from any group?
- 2) In 2022, how much revenue does the Company expect to increase by what percentage, and what is the policy to reduce expenses to make more profit?
- 3) How has 3 solutions developed to increase sales?
- 4) Do you have any investment plans in the next 5 years? If any, could you explain that?
- 5) What is the current energy reduction plan?
- 6) How has the Company planned the income in the EV business group?

The Chairman assigned Mr.Kitti Techataveekijkul, Vice Chairman, to explain to the meeting

Mr. Kitti Techataveekijkul clarified the doubt to the shareholders.

The Chairman asked the meeting to raise any questions of doubt. No further question was asked.

The Chairman then informed to the meeting about how to confirm the Minutes of the Annual General Meeting No.27/2022 that the Company will disclose the Minutes on the Company's website within 14 days from the date of the meeting. In case that any shareholders wish to amend or propose the opinion related to the said meeting Minutes, please inform the Corporate Secretary via email ir@metrosystems.co.th within 7 days from the date that the document is published. If the specified period has elapsed, it means that this Minutes of the Annual General Meeting No. 27/2022 would be approved rightfully. However, if there are any amendments, the Company reserves the right to amend the Minutes within the scope of the content relevant to the Annual General Meeting No. 27/2022 only.

There was no other matter proposed by the shareholders to consider, make comments or give any suggestions. The Chairman then thanked the attending shareholders and closed the meeting at 11.00 A.M.

Signed Sumateta Jitsiripol
(Miss Sumateta Jitsiripol)
Secretary of the Meeting

Signed Sunpitt Sethpornpong
(Mr. Sunpitt Sethpornpong)
Chairman of the Meeting