



Notice of Annual General Meeting No. 29/2024

Metro Systems Corporation Public Company Limited

April 2, 2024 at 10.00 A.M.

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

No. 400, Chalmprakiat 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.



SCO 010/2024

February 27, 2024

Subject : Notice of Annual General Meeting No. 29/2024
To : Shareholders of Metro Systems Corporation Public Company Limited
Enclosures :

- 1. The Company's Annual Report for 2023**
- 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. 28/2023**
- 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. 29/2024 at 10.00 a.m. on April 2, 2024 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, 2023 and Annual Report for 2023

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 2023 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, 2023 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, 2023

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, 2023 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, 2023 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 2023

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 2023, the Company has achieved a profit after the deduction of corporate income tax, amounting to THB 233,397,065

or equivalent to THB 0.65 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 2023 to the Company's shareholders in the amount of 360,000,000 shares 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. 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 8, 2024. The payment of dividends will be made on April 24, 2024.

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 2022 to 2023:

Details of dividend payment	For the year 2022	For the year 2023
1. Net profit	204,969,123 THB	233,397,065 THB
2. Number of shares	360,000,000 Shares	360,000,000 Shares
3. Dividend payment per share	0.40 THB	0.50 THB
4. Total dividend amount paid	144,000,000 THB	180,000,000 THB
5. Dividend payment ratio	70.25 %	77.12 %

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 2024 are:

<u>Name of Director</u>	<u>Proposed Position</u>
Mr. Sunpitt Sethpornpong	Chairman
Mr. Narong Charuvajana	Director
Dr. Virach Aphimeteetamrong	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. Sunpitt Sethpornpong, Mr. Narong Charuvajana and Dr. Virach Aphimeteetamrong 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, three directors have sufficient knowledge and experience in the related business activities of the Company and can contribute in developing of the Company. They also 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 Dr. Virach Aphimeteetamrong, he has taken a position of independent director for a period of 29 years. If he is elected to this position for another term, the total of duration will be counted to 32 years. Therefore, 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.

However, the shareholder has the right to propose nominees to be considered for the election as director at the Annual General Meeting No.29/2024 which the submitting period was from September 4, 2023 to November 30, 2023. After the period ended, there was no nominee to be proposed as director in the agenda.

Therefore, the Committees have considered that Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana and Dr. Virach Aphimeteetamrong, who are already retired, should be elected in the Annual General Meeting 2024 and return to the position for another term. 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 2024

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 3,000,000 THB/year
Directors meeting fee	mounting to 24,000 THB/person/meeting

Remuneration of the Audit Committee

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

Remuneration of the Executive Committee

For the Chairman	amounting to 16,000 THB/meeting
For each member	amounting to 16,000 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	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 Board of Directors' Annual Remuneration, the Directors meeting fee and the remuneration of other committees are increase from the year 2023.

Other Benefits:

- None -

Comparison for remuneration and other benefits for 2023 to 2024 (Unit : THB)

Remuneration	2023	2024
Director		
BOD' Annual Remuneration	Not over than 2,700,000/year	Not over than 3,000,000 /year
Directors meeting fee	22,000 /person/meeting	24,000 /person/meeting
Audit Committee		
For the Chairman	130,000 /quarter	150,000 /quarter
For each member	100,000 /quarter	120,000 /quarter
Executive Committee		
For the Chairman	14,000 /meeting	16,000 /meeting
For each member	14,000 /person/meeting	16,000 /person/meeting
The Other Committees (Corporate Governance Sub-Committee/ Risk Management Sub-Committee/Nominating and Remuneration Sub-Committee)		
For the Chairman	17,000 /meeting	19,000 /meeting
For each member	12,000 /person/meeting	14,000 /person/meeting
Other Benefits		
	2023	2024
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 2024 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 2023)

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 2024

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 6 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 2024 and fixing the auditor remuneration for the year 2024 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) | Ms. Lasita | Margut | C.P.A. License No. 9039, and/or |
| (4) | Mr. Bardin | Laprangsirat | C.P.A. License No. 10985 |

Auditors' Remuneration

Audit fee for the annual financial statement of the Company shall be THB 1,460,000 and THB 1,440,000 for three quarterly financial statements. Therefore, the total amount of audit fee for the year 2024 is THB 2,900,000.

The following is a summary of the audit fee and non-audit fee comparing from the years 2020 to 2024:

Year	Audit fee (THB)	Non-Audit fee	Comparison with the previous year
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
2024	2,900,000	None	0.69% increase from the year 2023

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 2024 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2024 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 2024 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. To consider and approve the amendments of the Company’s Articles of Association.

Facts and reasons : The Public Limited Companies Act (No.4) B.E. 2565, provides that public limited companies can use electronic methods in manage meetings, serving notices or documents, and granting proxies for shareholders. Therefore, the Company should amend its Articles of Association to comply with such provisions.

Board's Opinion : To consider and 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 to comply with the Public Limited Company Act (No.4) B.E. 2565, and should be proposed to the Annual General Meeting for approval accordingly.

Amendments of the Company’s Articles of Association.

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 one (1) meeting every three (3) months 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</u></p>

	<p><u>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 Company shall reasonably provide facilitation.</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 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>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 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></p>
<p>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-</p>	<p>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-</p>

<p>third (1/3) of all shares sold to constitute a quorum.</p>	<p>third (1/3) of all shares sold to constitute a quorum.</p> <p><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></p>
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Voting : This agenda will be approved by counting the vote not less than three-fourths (3/4) of all shareholder who has the right to attend the meeting and vote.

Agenda 9. 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 8, 2024.

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 or Mr. Prayootd Tansrisuwarn, 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. 28/2023, Map of the Meeting Location in enclosure no. 6, 7, 8, 9.

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 directors proposed for election as directors of the Company

Name	Mr. Sunpitt Sethpornpong	
Position	Chairman	
Age	59 years	
Education	M.M.Kellogg School of Management, Northwestern University, Evanston, Illinois, USA B.S.Mechanical Engineering (Graduate Cumiaude), Massachusetts Institute of Technology, USA	
Training	Certificate of Director Certificate Program (DCP) 2013, Thai Institute of Directors	
Experience	He has been as MSC's chairman for 11 years (3 Terms) He has been as MSC's director for 24 years (8 Terms)	
Listed companies	2 listed companies	
Director	United Flour Mill PCL.	2019 - Present
Chairman	Metro Systems Corporation PCL.	2013 - Present
Director	Metro Systems Corporation PCL.	2000 - Present
Others (Non listed companies)	5 non listed companies	
Director	N.I.M Co.,Ltd	2015 - Present
Director	Metrophose Co.,Ltd	2012 - Present
Director	MDEC International (1991) Co., Ltd.	2010 - Present
Director	Metro Group Co.,Ltd	2008 - Present
Executive Committee	Metro Co.,Ltd	2008 - Present
Current position which competed with or related to company's business.	None	
Meeting Attendance in 2023	4/5 times of Board of Director Meeting 1/1 times of Annual General Meeting	
Number of Shares (Amount / %)	Held personally: Shares 1,000,000/ 0.278% Held by spouse or minor children: Shares 1,011,334/ 0.281%	
Family relationship with directors	None	

Name	Mr. Narong Charuvajana		
Position	Director/ Vice chairman of Nominating and Remuneration Sub-Committee		
Age	70 years		
Education	MBA Executive, Chulalongkorn University Master of Accounting, Thammasart University Bachelor of Accounting, Ramkamhaeng University		
Training	Certificate of Director Accreditation Program (DAP) 2003, Thai Institute of Directors Certificate of Certification Program (DCP) 2003, Thai Institute of Directors Certificate of Role of The Compensation Committee (RCC) 2007, Thai Institute of Directors Certificate of Current Issue Seminar (R-CIS) 2009, Thai Institute of Directors Certificate of Compensation Survey Seminar 2014, Thai Institute of Director Certificate of Board Matter and Trends (BMT) 2016, Thai Institute of Director Certificate of Boards Role in Strategy for Business Sustainability 2020, Thai Institute of Director Certificate of Four urgent global crises and their strategic solutions 2020, Thai Institute of Director Certificate of Directors Briefing 2020, Thai Institute of Director		
Experience	He has been as MSC's director for 38 years (13 Terms)		
Listed companies	1 listed company		
Vice chairman of Nominating and Remuneration Sub-Committee	Metro Systems Corporation PCL.	2006 - Present	
Director	Metro Systems Corporation PCL.	1986 - Present	
Others (Non listed companies)	4 non listed companies		
Director	Metro Connect Co.,Ltd	2009- Present	
Director	Center Container Co.,Ltd	1995- Present	
Director	Metro Professional Product Co.,Ltd.	1992- Present	
Director	HIS MSC Co., Ltd.	1991- Present	
Current position which competed with or related to company's businesses	None		
Meeting Attendance in 2020	5/5 times of Board of Director Meeting. 2/2 times of the Nominating and Remuneration Sub-Committee Meeting. 1/1 times of Annual General Meeting		
Number of Shares (Amount / %)	Held personally: Shares 711,487/ 0.198% Held by spouse or minor children: Shares 19,334,380/ 5.371%		
Family relationship with directors	Tavit Charuvajana's brother		

Name	Dr. Virach Aphimeteetamrong		
Position	Independent Director/ Chairman of Audit Committee/ Chairman of Corporate Governance Sub-Committee/ Nominating and Remuneration Sub-Committee		
Age	81 years		
Education	Ph.D Finance, University of Illinois, USA M.B.A. Gothenburg, Sweden M.A.S. University of Illinois at Urbana-Champaign (UIUC), USA Bachelor of Accounting (honor), Chulalongkorn University		
Training	Certificate of Director Accreditation Program (DAP) 2003, 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 (CGI) 2015, Thai Institute of Directors Forensic Accounting Certificate: FAC 2020, Federation of Accounting Professions		
Experience	He has been as MSC's director for 29 years (10 Terms)		
Listed companies	5 listed companies		
Nominating and Remuneration Sub-Committee	Metro Systems Corporation PCL.	2023-Present	
Chairman of Corporate Governance Sub-Committee	Metro Systems Corporation PCL.	2015-Present	
Independent Director / Audit Committee	Asia Plus Group Holding PLC.	2015-Present	
Independent Director	Thai Agro Energy PLC.	2013-Present	
Independent Director / Chairman of Audit Committee	Bangkok Chain Hospital PLC.	2004-Present	
Independent Director / Chairman of Audit Committee	Metro Systems Corporation PCL.	1995-Present	
Director	Supalai PLC.	1990-Present	
Others (Non listed companies)	4 non listed companies		
Independent Director / Chairman of Audit Committee	Tris Rating Co.,Ltd.	2021-Present	
Independent Director / Chairman of Audit Committee	Asia Plus Security Co.,Ltd.	2004-Present	
Independent Director / Chairman of Audit Committee	Tris Corporation Co., Ltd.	2002-Present	
Chairman	Office of Dr. Wirat & Associates	1988-Present	
Current position which competed with or related to company's business.	None		
Meeting Attendance in 2020	5/5 times of Board of Director Meeting. 5/5 times of Audit Committee Meeting. 3/3 times of Corporate Governance Sub-Committee Meeting. 1/1 times of the Nominating and Remuneration Sub-Committee Meeting. 1/1 time of the Non-Executive Director Meeting. 1/1 times of Annual General Meeting		
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/ Nominating and Remuneration Sub-Committee	
Age	81 Years	
Company's share in hand	-None-	
Education	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	Agenda 1 to 4 and Agenda 6 to 8 have not special interest. Agenda 5 has special interest	
<u>Experience</u> (In 5 previous years)		
2023-Present	Nominating and Remuneration Sub-Committee	Metro Systems Corporation PCL.
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	72 years	
Company's share in hand	-None-	
Education	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.

Name	Mr. Prayootd Tansrisuwarn	
Address	2/1035 Soi Ramintra 3, Ramintra Road, Anusaowari, Banhkhen, Bangkok, 10220	
Position	Independent Director/ Audit Committee	
Age	65 years	
Company's share in hand	-None-	
Education	Bachelor of Sciences, Chulalongkorn University (Thailand) IBM Certified Client Executive Program, Havard Business School IBM Executive Development Program, MIT & Boston University NIDA Executive MBA Program (EMBA), National Institute of Development Administration Director Certification Program 2023, Thai Institute of Directors	
Special Interest	-None-	
<u>Experience</u> (In 5 previous years)		
2023 – Present	Independent Director/ Audit Committee	Metro Systems Corporation PCL.
2017-2019	Chief Operating Officer	Dolphin Groups (Thailand) Co.,Ltd.

Biography of the Auditors

Name	Mrs. Wilasinee Krishnamra
Position	Auditor Partner
CPA. Number	7098
Education Background	Master of Commerce in Accounting, University of Sydney, Australia Bachelor of Finance and accounting, Kasetsart University Certified Public Accounting (CPA), Thailand
Work Experience	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2006 - Present

Name	Mrs. Nisakorn Songmanee
Position	Auditor Partner
CPA. Number	5035
Education Background	Master of Financial Accounting Degree, Chulalongkorn University Bachelors of Business Administration (major in Accounting) from Rajamangala of Technology Graduate Diploma in auditing from Chulalongkorn University Certified Public Accountant (CPA), Thailand
Work Experience	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

Name	Ms. Lasita Margut
Position	Auditor Partner
CPA. Number	9039
Education Background	Master of Financial Accounting, Chulalongkorn University Bachelor of Accountancy, Thammasat University Certified Public Accountant (CPA), Thailand
Work Experience	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2007 - Present KPMG Phoomchai Audit Co.,Ltd. 2004 - 2006

Name	Mr. Bardin Laprangsirat
Position	Auditor Partner
CPA. Number	10985
Education Background	Bachelor of Accountancy, Kasetsart University Certified Public Accountant (CPA), Thailand
Work Experience	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 2005 – Present

**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 is 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. 28/2023

Date time & place: Held on March 30, 2023, 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: 35 shareholders and proxies, divided into 26 shareholders holding 4,005,336 shares, equivalent to 1.1126% of total shares of the Company, and 9 proxies, who represent the shareholders, holding 324,517,621 shares, equivalent to 90.1438% of the total shares of the Company. The number of Company shares represented at the meeting were 328,522,957 shares or 91.2564% 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: Mr. Piyapot Prasertcharoenarcha, moderator at the meeting, informed that the meeting was recorded, and the shareholders were able to request the video recording. The Company will disclose information of the shareholders' meeting on the Company's website. Moreover, we inform the request for collecting personal data of shareholders and proxies in accordance with measures to support any operations relating to personal data of shareholders and proxies with safety and efficiency, under the supervision of the Company in accordance with the Personal Data Protection Act B.E. 2562, and introduced the Directors, the Executives, the Corporate Secretary, the Auditor and the Legal Consultant as follows;

Directors attending the meeting:

- | | |
|--|---|
| 1. Mr. Sunpitt Sethpornpong | Chairman |
| 2. Mr. Kitti 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/ Chairman of Audit
Committee/ Chairman of Corporate Governance
Sub-Committee |
| 8. Assoc. Prof. Phornsiri Thivavarnvongs | Independent Director/ Audit Committee/
Chairman of Risk Management Sub-Committee |

The Company has 8 directors, 8 directors attended to the Meeting, equivalent to 100% of the total directors of the Company.

Executives attending the meeting:

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

4. Miss Sumateta Jitsiripol

Executive Committee/ Chief Financial Officer/
Corporate Secretary

In order that, 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 2022.

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.

The moderator at the meeting 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, the moderator at the meeting 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 meeting agenda as follows;

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, 2023, 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 2023 and propose the qualified candidates' names to be elect as the Company's director on the Annual General Meeting 2023 in advance from September 1, 2022, to November 30, 2022. 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 2023.

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 2023.

Agenda 2. To acknowledge the report of the Company's operating results for the year ending December 31, 2022, and Annual Report for 2022

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 2022 which has 2 topics as follows;

1. The operating results

The details of Consolidated Financial Statement for the fiscal year ended December 31, 2022 and the revenue structure are appeared as follows;

The Summary of Consolidated Statements of Financial Position for the year ended as of December 31, 2022, in comparison with the year 2021.

	(In Millions of Baht)	
	2021	2022
Statement of Financial Position		
Total Assets	3,305	4,567
Total liabilities	1,327	2,492
Shareholders' equity	1,977	2,075
Statement of Comprehensive Income		
Revenue from sales, service and rental	7,199	9,368
Other income	64	83
Gross profit	1,060	1,203
Selling and administrative expenses	920	947
Other gain (loss)	12	(25)
Finance costs	6	10
Reversal of impairment loss (impairment loss) determined in accordance with TFRS9	42	0.48
Share of loss of associates accounted for using equity Method	(1)	2
Corporate income tax	54	62
Net profit attributable to owner of parent	197	245
Earnings per share (THB)	0.55	0.68
	2020	2021
Essential Financial Ratios		
Return on assets (%)	6.1	6.2
Return on equity (%)	10.2	12.1
Current Ratio (time)	2.2	1.6
Debt to Equity Ratio (time)	0.7	1.2
	2020	2021
Revenue Structure		
Type of product		
Hardware	1,689	2,873
Software	2,639	3,394
Supplies	1,602	1,526
Other Services	1,269	1,576

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

2. 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 2022, 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.

In the part of good corporate governance, the Company has always shown a commitment to Anti-Corruption by campaigning for executives and employees to participate in Anti-Corruption Day annually. The witness can report that the scope of fraud and corruption, through the whistleblowing or complaint channels on the company's website. In addition, the Company has communicated the company policies by providing employees to take an online test to raise awareness and understanding regularly, including establishing the Risk Management Framework, Enterprise Risk and Corruption Risk included Corporate Sustainability Management. The Company has certified as the Thai Private Sector Collective Action Coalition against Corruption (CAC) since February 24, 2016, and has been selected as a “THSI” by the Stock Exchange of Thailand for the third consecutive year.

In the part of the social, economic, and environmental responsibility, the Company has responded to the expectations of all stakeholders and supports the Sustainable Development Goals (SDGs) of United Nations. In the past year, the Company has organized various activities to develop and maintain employees' potential that will help drive the organization to grow continuously, including supporting various projects such as allowing students to visit the company's technology center, mangrove forest planting volunteer activity, and donating goods to help the community and society, etc.

In addition, the Company has been driving innovation within the organization aiming to create differentiation and competitive advantage through the MSC Community project under the name "Metro Gen" by creating METRO Working Space. This is to connect the relationship of 3 groups of people, namely, executives, employees and university students through various activities and projects and to encourage creativity and be able to develop technology to create new products and services that meet customer needs in the future.

The Chairman clarified to the shareholders that the Company’s operating results ended December 31, 2022, was completely corrected then proposed the meeting to acknowledge. The detail appeared on the Annual Report 2022 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, 2022, and the Company’s Annual Report for 2022.

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, 2022, and the Company’s 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.

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2022, 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 163-261 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, 2022, 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, 2022, 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, 2022, be approved by 328,522,957 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 328,522,957 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 2022.

The Chairman reported the 2022 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 204,969,123 by earning THB 0.57 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 2022 to the Company's shareholders amounting to 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 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 10, 2023. The payment of dividends will be made on April 21, 2023.

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 2022 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 2022 at the rate of THB 0.40 per share, totaling to THB 144,000,000 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 10, 2023. The payment of dividends will be made on April 21, 2023. It was approved by 328,522,957 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 328,522,957 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. Kitti Techataveekijkul | Director |
| (2) | Mr. Suvij Suvaruchiphorn | Director |
| (3) | Mr. Pravit Chattalada | Independent Director and Audit Committee |

The Chairman of the meeting clarified that Mr. Pravit Chattalada, Independent Director and Audit Committee, passed away on February 2, 2023. Therefore, Mr. Prayootd Tansrisuwarn, who has been considered by the Board of Directors, was proposed to be an Independent Director and Audit Committee in replacement of Mr. Pravit Chattalada to the shareholders' meeting for approval.

The Nominating and Remuneration Sub-Committee considered and proposed to be re-elected 2 directors as the Directors of the Company for another term and proposed Mr. Prayootd Tansrisuwarn to be the Independent Director and Audit Committee in replacement of Mr. Pravit Chattalada. In order that, 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 Mr. Prayootd Tansrisuwarn, who will take a position of the Independent Director, he could advise independently and qualified completely as the definition of the Independent Director. In order that, the Company has enclosed the biographies of the said directors, their shareholding 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 enclosure no. 2.

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 2023 in advance from September 1, 2022 to November 30, 2022 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.Kitti Techataveekijkul, Mr. Suvij Suvaruchiphorn and Mr. Prayootd Tansrisuwarn 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 2 directors who retired by rotation, namely Mr. Kitti Techataveekijkul and Mr. Suvij Suvaruchiphorn as the Company's directors for another term and appointed Mr. Prayootd Tansrisuwarn as an Independent Director and Audit Committee in the total of 328,522,957 votes by follows;

(1) Mr. Kitti Techataveekijkul, Director

Approved	328,522,957	votes	equivalent to	100 %
Disapproved	0	votes	equivalent to	0 %
Abstained	0	votes	equivalent to	0 %
Invalid ballot	0	votes	equivalent to	0%
Total	328,522,957	votes	equivalent to	100 %

(2) Mr. Suvij Suvaruchiphorn, Director

Approved	320,930,467	votes	equivalent to	97.6889 %
Disapproved	0	votes	equivalent to	0 %
Abstained	7,592,490	votes	equivalent to	2.3111 %
Invalid ballot	0	votes	equivalent to	0 %
Total	328,522,957	votes	equivalent to	100 %

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

(3) Mr. Prayootd Tansrisuwarn, Independent Director and Audit Committee

Approved	328,522,957	votes	equivalent to	100 %
Disapproved	0	votes	equivalent to	0 %
Abstained	0	votes	equivalent to	0 %
Invalid ballot	0	votes	equivalent to	0 %
Total	328,522,957	votes	equivalent to	100 %

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

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 2023. Therefore, The Director's annual bonus, remuneration of the Audit Committee, remuneration of Executive Committee and other Committees are equal to the year 2022 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)
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 2023 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 2023 as proposed by the Board of Director be approved by 328,522,957 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 328,522,957 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 2023

The Chairman assigned Dr. Virach Apimeteetamrong, the Chairman of Audit Committee, to report on this agenda.

Dr. Virach Apimeteetamrong 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 2023, which consist of Mrs. Wilasinee Krishnamra C.P.A. License No. 7098, Who is the Company's auditor for the fifth 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 2023 as follows;

The audit fee for the annual financial statement of the Company shall be THB 1,440,000 and for the financial statement for three quarters shall be THB 1,440,000. Therefore, the total amount of the audit fee for the year 2023 is THB 2,880,000 which increased from the year 2022 in the amount of THB 170,000.

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 2023 is total THB 1,095,000. 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. 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 2023 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 2023 for the fifth year with remuneration as follows; for the annual financial statement at THB 1,440,000 and for the financial statement for three (3) quarters at THB 1,440,000. Therefore, the total amount of the auditor's remuneration for the year 2023 is THB 2,880,000. This agenda was approved by 328,522,957 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 328,522,957 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 was the question from the shareholders as follows:

Mr. Theerapol Weerapunchai, Shareholder, asked as follows;

- 1) Why the revenue and profit in the fourth quarter of 2022 decrease, how to improve, and in 2023, the revenue and profit will increase or decrease?
- 2) What is the cause of current ratio decreased?

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

Mr. Kitti Techataveekijkul clarified the questions to the shareholders, the revenue and profit in the fourth quarter of 2022 is decreased because most MSC sales are an ongoing project. Instead, revenue and profit will be recorded in the first quarter of this year.

Miss Sumateta Jitsiripol, Chief Financial Officer, explain in more detail as a follow;

- 1) The reason of the decreased in profit is the profit (loss) of the exchange rate, and 2) The current ratio decreased due to accounts receivable, and inventory increased from project sales.

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

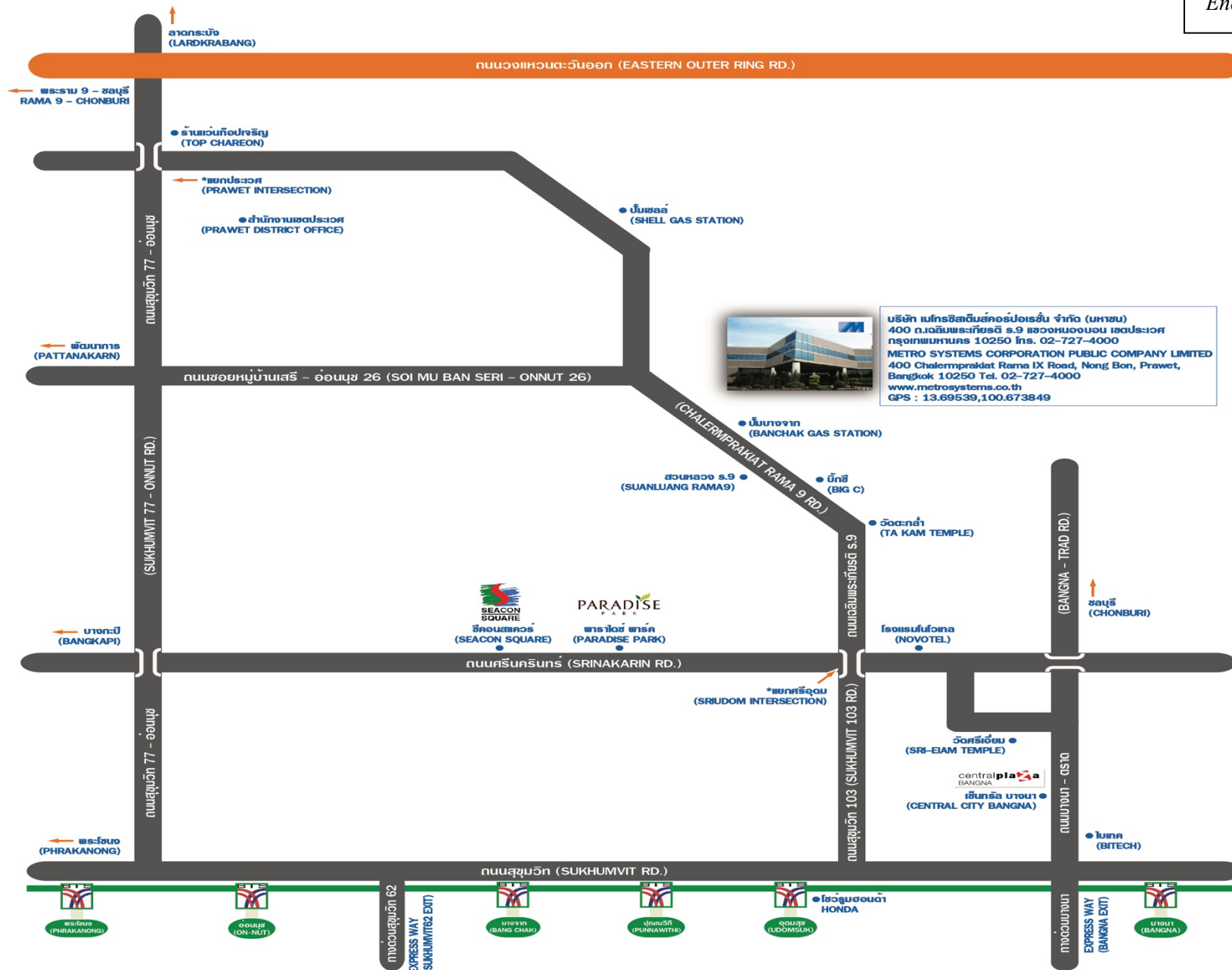
The Chairman then informed to the meeting about how to confirm the Minutes of the Annual General Meeting No. 28/2023 that the Company will disclose the Minutes on the Company's website within 14 days from the date of the meeting. In case that any shareholders wish to amend or propose the opinion related 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. 28/2023 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. 28/2023 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 Sunpitt Sethpornpong

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

(Mr. Sunpitt Sethpornpong)
Chairman of the Meeting



BMTA Bus Route : - Sukhumvit 103 Road (Udomsuk) - BMTA Van (Prawet-Udomsuk)
 - Srinakarin Road - Bus No. 145, 133, 206, 207

**Criteria of forwarding the question
Annual General Meeting 2024
April 2, 2024**

The Company respects the rights of shareholders and treats all shareholders equally in accordance with the Principles of Corporate Governance. Therefore, the Company give an opportunity to the shareholders who wish to forward the questions regarding to the Annual General Meeting 2024 through the following channels.

1. Email Address : ir@metrosystems.co.th
2. Post To : Corporate Secretary,
Metro Systems Corporation Public Company Limited.
400 Chalermprakiat Rama IX Road
Nong Bon, Prawet, Bangkok 10250

Nevertheless, the shareholder who shall forward the question in advance, please inform the following information to the Company as follows;

1. Name - Surname
2. The Number of held shares
3. Phone Number
4. Any Questions regarding to the Annual General Meeting

Notice of the Privacy Policy of Shareholders and Investors

Metro Systems Corporation Public Company Limited has recognized the importance of protecting personal data and worked to control personal information activities in a secure and efficient manner in order to operate in compliance with the Personal Data Protection Act B.E. 2562 (2019). Therefore, the Company has prepared this notice and informed you about the details of the collection, use, and/or disclosure of your personal data. The details are as follows:

1. Collection Purposes

The Company will collect or use the personal data of the data subject for the benefit of the Company's operations and operate as necessary and reasonable, such as procurement, contract, financial transactions, company activities, or coordination, or for an improvement in the quality of work more effectively, for example, by creating a database, and for any other purposes that are not prohibited by law and/or to comply with laws or regulations related to the Company's operations. The Company will collect and use such data for the period necessary for the purposes notified to the data subject or as required by law.

The personal data collected by the Company for the above purposes is necessary for the performance of the contract or compliance with applicable laws. If you do not provide the necessary personal data, it may be against the law, or the Company may not be able to manage the contract or perform any other actions for you. If the purpose of collecting personal data is changed, the Company will notify you and take any other action required by law, including providing a record of the amendments as evidence.

2. Base for Processing Personal Data

The Company may process your personal data for purposes related to the Company's business, including on contract and lawful basis, using the following processing bases:

Purposes for Collecting, Using, and Disclosing Personal Data	Lawful Basis for Processing
Investment Management and Shareholder Information	
<ul style="list-style-type: none"> - To process your request, such as verification and authentication of your identity, qualification process before joining the investment by the Company, communication process, and delivery of relevant documents for operations as a shareholder or authorized representative of the Company. - To arrange the shareholders' meeting, pay dividends, or provide any other benefits to the shareholders. 	<ul style="list-style-type: none"> - Contract - Legitimate Interests - Legal Obligation
Risk Management	
<ul style="list-style-type: none"> - To prevent and suppress harm to the life, body, or health of you or others, such as emergency contact, control and prevention of communicable diseases. - To perform risk management, audit supervision, and management within the organization. 	<ul style="list-style-type: none"> - Legitimate Interests
Security Management	
<ul style="list-style-type: none"> - To prevent and monitor the operation or any other unlawful act. - To maintain security within the building or premises of the organization, including card exchange before entering the office area, record visitors with closed-circuit television (CCTV). - To disclose to agents and service providers for any operations of the Company. 	<ul style="list-style-type: none"> - Legal Obligation - Legitimate Interests
Compliance with Laws	
<ul style="list-style-type: none"> - To comply with legal obligations and law enforcement claims, including reporting information to government agencies under the law, for example, the 	<ul style="list-style-type: none"> - Legal Obligation - Legitimate Interests

Stock Exchange of Thailand, or upon receipt of an order/summons/notice to take any action that relies on the authority of that agency.	
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3. Disclosure of Personal Data

The Company may be required to disclose the personal data of the data subject to other parties both domestically and internationally, such as service providers who have to perform tasks related to personal data. In order to disclose personal data, the Company shall proceed to require those persons to keep their personal data confidential and not use it for purposes other than those specified by the Company.

In addition, the Company may disclose the personal data of the data subject under the rules prescribed by law, for example, information disclosure to government agencies, state agencies, and regulatory agencies, including in cases where disclosure is requested by law enforcement, such as requests for information for litigation or legal proceedings, or requests from private entities or other third parties involved in legal proceedings.

4. Security of Personal Data

The Company has implemented various measures and information technology security measures to prevent the leakage of information, including your personal data, as a standard, whether it is the management of access to personal data or the location of its storage. The Company will take actions related to your personal data to be safe, with no leakage into the possession of others, or misuse of the intended purpose without the consent of the data subject. This also includes disclosure to other persons or to the public without the consent of the data subject or otherwise as permitted by law.

The Company has a regular review of your personal data to ensure proper security, prevent access without the consent of the data subject, and protect the data from various breaches.

The Company will not transfer your personal data to third parties unless it receives consent from the data subject, and third parties must have personal data protection standards at the level specified by law and the Personal Data Protection Act.

5. Rights of the Data Subject

Under the Personal Data Protection Act B.E. 2562 (2019), in the processing of personal data, the Company is obliged to notify you of your rights when you have provided your personal data to the Company. The rights of the data subject in accordance with the Privacy Policy are as follows:

- Right to access or request a copy of their personal data collected, used, and disclosed
- Right to rectification personal data incomplete, inaccurate, misleading, or out-of-date
- Right to withdraw consent
- Right to object to the collection, use, or disclosure of personal information
- Right to request suspension of use of personal information
- Right to request deletion or destruction of personal data
- Right to transfer personal data to another data controller

The data subject may exercise the above rights by submitting an application to the Company via the **Request Form for Rights of Data Subject** on the Company's website. The Company will consider and notify the results of the data subject's request within 30 days from the date of receipt of such request. The Company may deny the data subject's rights in the event that it is required by law.

6. Storage of Personal Data

According to the principle of storing personal data to the extent necessary, the Company will store your personal data for the period necessary for the purposes for which it was collected in accordance with the laws as follows:

- Lawful basis for processing both Contract and Legitimate Interests for a period of 5 years
- In the case of expiration of the storage period, the Company will delete, destroy, or de-identify personal information.

7. Contact Channels

If you have any questions about our Privacy Policy or the method of processing your personal data, please contact:

Metro Systems Corporation Public Company Limited located at No. 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok 10250

Email : DPO@metrosystems.co.th
Telephone : 02-089-8466 (Data Protection Officer)
The Company's Website : www.metrosystems.co.th

This Partner Privacy Notice was last updated on April 19, 2022 (Version 1).

Sign Tavit Charuvajana
 (Mr. Tavit Charuvajana)
 Chief Executive Officer

Annual Report Requisition Form

A shareholder, who would like to receive a hard copy of 56-1 One Report 2023, please fill in the details below and send this form to the channel as follows;

1. Email Address : ir@metrosystems.co.th
2. Post To : Corporate Secretary,
Metro Systems Corporation Public Company Limited.
400 Chalermprakiat Rama IX Road
Nong Bon, Prawet, Bangkok 10250

To Corporate Secretary,

I, _____

Address, _____

Contact number : Home _____ Office _____ Mobile _____

would like to receive a hard copy of the following reports. (Please mark your choice)

56-1 One Report 2023 (Thai version)

56-1 One Report 2023 (English version)

Send to :

Above address

Following address: _____

Contact number : _____