



Minutes of Annual General Meeting No. 29/2024

Date time & place: Hold on April 2, 2024, at 10.00 A.M. at the Company's head office, 2nd Floor of G Building, No. 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet, Bangkok.

Quorum of the meeting: 45 shareholders and proxies, divided into 34 shareholders holding 4,506,241 shares, equivalent to 1.2517% of total shares of the Company, and 11 proxies, who represent the shareholders, holding 291,654,237 shares, equivalent to 81.0151% of the total shares of the Company. The number of Company shares represented at the meeting were 296,160,478 shares or 82.2668% 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/
Chairman of Risk Management Sub-Committee |
| 9. Mr. Prayootd Tansrisuwarn | Independent Director |

The Company has 9 directors, 9 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 |
| 2. Mr. Thongchai Lumveerakul | Executive Committee |
| 3. Mr. Aroon Tor-Ekbundit | Executive Committee |
| 4. Mr. Suradet Lertthammajak | Executive Committee |

5. Mrs. Nittaya Thanaviriyakul

Executive Committee

6. 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 2023.

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 and approve the remuneration of Directors in agenda 6.

In a case, the law prescribes that the votes are not less than three-fourths (3/4) of the total votes of shareholders presenting at the meeting and entitled to vote, i.e. to consider and approve the amendments of the Company's Articles of Association in agenda 8.

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 regarding to the other business proposed to the meeting for its consideration at agenda 9, 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, 2024, 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 2024 and propose the qualified candidates' names to be elect as the Company's director on the Annual General Meeting 2023 in advance from September 4, 2023, to November 30, 2023. 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 2024.

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 2024.

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

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 2023 which has 2 topics as follows:

1. The operating results

The details of Consolidated Financial Statement for the fiscal year ended December 31, 2023 and the revenue structure are appeared as follows:

The Summary of Consolidated Statements of Financial Position for the year ended as of December 31, 2023, in comparison with the year 2022.

	(In Millions of Baht)	
	2022	2023
Statement of Financial Position		
Total Assets	4,567	3,778
Total liabilities	2,492	1,562
Shareholders' equity	2,075	2,216
Statement of Comprehensive Income		
Revenue from sales, service and rental	9,368	9,479
Other income	83	66
Gross profit	1,203	1,334
Selling and administrative expenses	947	1,045
Other gain (loss)	(25)	12
Finance costs	10	13
(Impairment loss) Reversal of impairment loss in accordance with TFRS9	0.48	(2.39)
Share of profit of associates accounted for using equity Method	2	3
Corporate income tax	62	70
Net profit attributable to owner of parent	245	285
Earnings per share (THB)	0.68	0.79
	2022	2023
Essential Financial Ratios		
Return on assets (%)	6.2	6.8
Return on equity (%)	12.1	13.3
Current Ratio (time)	1.6	2.2
Debt to Equity Ratio (time)	1.2	0.7
	2022	2023
Revenue Structure		
Type of product		
Hardware	2,873	2,412
Software	3,394	3,739
Supplies	1,526	1,485
Other Services	1,576	1,843

Furthermore, Mr. Kitti 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 strive to conduct our business for sustainability, along with economic, social and environmental concern”. In 2023, 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 has encouraged 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 emphasizes the importance of conducting business under good corporate governance principles and operating with integrity, alongside corporate social responsibility. Specifically, 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 2016, and received a rating of “Excellent” (5 stars) in the Corporate Governance Report 2023 (CGR) of Thai Institute of Directors (IOD), supported from the Stock Exchange of Thailand (SET) and has been selected as a “SET ESG Ratings” by the Stock Exchange of Thailand for the fourth 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 implanted a culture of energy conservation among employees and supports the use of electric vehicles by installing EV chargers, since 2015. In 2024, the Company has installed solar cells phase 2 to further save energy and minimize environmental pollution. Furthermore, 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, organizing activities to promote employee health, such as the Sport Day project and charity running activities, aims to encourage employees and their families to exercise for health, build relationships within the organization, and involve employees in community development. Additionally, it provides equal access to education opportunities. The proceeds from these activities will be used to support the community and society in education development.

The Chairman clarified to the shareholders that the Company’s operating results ended December 31, 2023, was completely corrected then proposed the meeting to acknowledge. The detail appeared on the Annual Report 2023 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, 2023, and the Company’s Annual Report for 2023.

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, 2023, and the Company's Annual Report for 2023.

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

The Chairman reported that the Board of Directors completed the Statements of Financial Position and the Statements of Comprehensive Income as of December 31, 2023, 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 150-249 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, 2023, 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, 2023, 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, 2023, be approved by 296,160,478 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 296,160,478 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 2023

The Chairman reported the 2023 operation results. It showed that the Company gained a net profit, after the deduction of corporate income tax, amounting to THB 233,397,065 by earning THB 0.65 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 2023 to the Company's shareholders amounting to 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 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 8, 2024. The payment of dividends will be made on April 24, 2024.

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 2023 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 2023 at the rate of THB 0.50 per share, totaling to THB 180,000,000 to the Company's shareholders or equivalent to 77% 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 8, 2024. The payment of dividends will be made on April 24, 2024. It was approved by 296,160,478 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 296,160,478 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

As an interest person due to the Chairman was retired by rotation. The Chairman then ask Mr. Kitti Techataveekijkul, Vice Chairman, to propose this agenda and he left his duty temporarily.

Mr. Kitti Techataveekijkul, Vice 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. Sunpitt Sethpornpong | Chairman |
| (2) | Mr. Narong Charuvajana | Director |
| (3) | Dr. Virach Aphimeteetamrong | Independent Director |

The Nominating and Remuneration Sub-Committee considered and proposed to be re-elected 3 directors as the Directors of the Company for another term. The Board is of the opinion that the qualifications of the said 3 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 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 totaling 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 which can bring the knowledge, experience, skills including useful suggestion to the Company's business. The Company has enclosed the biographies of the said directors, their shareholdings in the Company, their acting in positions of director or executive in other businesses and the definition of the independent director as appeared in the attachments together with the Notice of Annual General Meeting.

Furthermore, the Company invited the Shareholders to propose the qualified candidates' names to be elect as the Company's director on the Annual General Meeting 2024 in advance from September 4, 2023, to November 30, 2023, 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.

Mr. Kitti Techataveekijkul requested the nominee to appear themselves before resolution.

Mr. Sunpitt Sethpornpong, Mr. Narong Charuvajana, Dr. Virach Aphimeteetamrong appeared themselves to the shareholders.

Mr. Kitti Techataveekijkul 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 3 directors who retired by rotation, namely Mr. Sunpitt Sethpornpong, Chairman, Mr. Narong Charuvajana, Director, and Dr. Virach Aphimeteetamrong, Independent Director, as the Company's directors for another term in the total of 296,160,478 votes by follows;

(1) Mr. Sunpitt Sethpornpong		Chairman	
Approved	295,160,478	votes equivalent to	99.6623%
Disapproved	0	votes equivalent to	0 %
Abstained	1,000,000	votes equivalent to	0.3377 %
Invalid ballot	0	votes equivalent to	0%
Total	296,160,478	votes equivalent to	100 %

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

(2) Mr. Narong Charuvajana		Director	
Approved	295,448,991	votes equivalent to	99.7598 %
Disapproved	0	votes equivalent to	0 %
Abstained	711,487	votes equivalent to	0.2402 %
Invalid ballot	0	votes equivalent to	0 %
Total	296,160,478	votes equivalent to	100 %

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

(3) Dr. Virach Aphimeteetamrong		Independent Director	
Approved	296,159,478	votes equivalent to	99.9997 %
Disapproved	1,000	votes equivalent to	0.0003 %
Abstained	0	votes equivalent to	0 %
Invalid ballot	0	votes equivalent to	0 %
Total	296,160,478	votes equivalent to	100 %

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

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 2024. Therefore, The Director's annual bonus, remuneration of the Audit Committee, remuneration of Executive Committee and other Committees are increase to the year 2023 as follows:

Remuneration of Directors

The annual bonus of Board of Directors not over than 3,000,000 THB/year
 Directors's attendance fee amounting to 24,000 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 150,000 THB/quarter
 For each member amounting to 120,000 THB/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 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	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 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 2024 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 2024 as proposed by

the Board of Director be approved by 296,160,478 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 296,160,478 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 2024

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 2024, which consist of Mrs. Wilasinee Krishnamra C.P.A. License No. 7098, Who is the Company's auditor for the six consecutive year and/or Mrs. Nisakorn Songmanee C.P.A. License No. 5035 and/or Ms. Lasita Margut C.P.A. License No. 9039 and/or Mr. Bardin Laprangsirat C.P.A. License No. 10985 together with proposed the meeting to consider fixing the auditor remuneration for the year 2024 as follows;

The audit fee for the annual financial statement of the Company shall be THB 1,460,000 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 2024 is THB 2,900,000 which increased from the year 2023 in the amount of THB 20,000.

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 2024 is total THB 1,125,000. 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 2024 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 Ms. Lasita Margut C.P.A. License No. 9039 and/or Mr. Bardin Laprangsirat C.P.A. License No. 10985 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be appointed as auditors of the Company for the year 2024 for the six year with remuneration as follows; for the annual financial statement at THB 1,460,000 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 2024 is THB 2,900,000. This agenda was approved by 296,160,478 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 296,160,478 votes. Therefore, no shareholder vote disapproval, abstention and there was no invalid ballot.

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

The Chairman reported that 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 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 such provisions.

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

	two (2) directors may jointly call the Board of Directors' meeting.
<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</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</p>

<p>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>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><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-third (1/3) of all shares sold to constitute a quorum.</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-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>

Furthermore, in order for the registration of amendments to the Company's Articles of Association to be convenient, therefore, deemed it appropriate to propose to the Annual General Meeting No.29 to approve the authorization of the authorized directors of the Company and/or persons authorized by the authorized directors of the Company to be authorized to register with the Ministry of Commerce, including having the power to take necessary and appropriate action in order to comply with the Public Company Registrar and within the relevant laws as presented above in all respects.

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

Miss Saowalak Jirayusayothin, Shareholder, asked as follows;

- 1) The reason why the Company's Articles of Association amendment
- 2) Comparing cost of the Shareholders' General meeting between online and on site

The Chairman assigned Miss Sumateta Jitsiripol, Corporate Secretary, to explain to the meeting.

Miss Sumateta Jitsiripol clarified, the questions to the shareholders, the amendments of the Company's Articles of Association is consistent with the principle of the Stock Exchange of Thailand (SET) including current business. For conducting the Shareholders' General meeting, the cost of meeting through online is higher than meeting on site.

Miss Saowalak Jirayusayothin, Shareholder, commented disadvantages of conducting the Shareholders' General meeting through online.

Mr. Thammanoon Wutthirong, Shareholder, suggested advantages of conducting the Shareholders' General meeting on site and encouraged the Company to conduct the Shareholders' General meeting at the Company's head office.

The Chairman clarified that the amendments of the Company's Articles of Association is changed to accommodate current situations such as the Covid epidemic. Therefore, the Company shall prepare and adapt with various situations including the Shareholders' General meeting through online. However, the Company would take shareholders' suggestions into consideration in determining.

The Chairman asked the meeting to raise any questions of doubt. No further questions were asked, make comment, or give any suggestions then the Chairman requested the meeting to consider and approve the amendments of the Company's Articles of Association. By prescribed that the resolution in this agenda is not less than three-fourths (3/4) 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 amendments of the Company's Articles of Association, which are Article 27, Article 28, Article 29, Article 33, Article 34 and Article 35 and authorization as proposed in all respects be approved by 296,160,478 votes or equivalent to 100% of the total votes of the shareholders who attended the meeting and had the right to vote 296,160,478 votes. and no shareholder vote disapproval, abstention and there was no invalid ballot.

Agenda 9. 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:

Miss Saowalak Jirayusayothin, Shareholder, asked as follows;

- 1) The Company's direction within 3 years
- 2) Which Challenges impacted to the Company's operation such as competitor, customer, technology etc.

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

Mr. Kitti Techataveekijkul clarified, the questions to the shareholders, the Company's direction is growth from selling software and services including development innovation and intellectual property of the Company. For the Company's key challenges, rapid technological

change and market trend affect the Company's organization, employees, and operation to development continuously to satisfy with the customers' need.

Miss Nittaya Chongviriyaphan, Shareholder, asked as follows;

- 1) Has the Company been affected by the Cloud business? Which plan to mitigate?
- 2) The Company's direction of Sustainability Development

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

Mr. Kitti Techataveekijkul clarified, the questions to the shareholders, the Company is a business partner with Cloud business including the company's strategy is selling software and value-added services on Cloud. As Sustainability Developments' direction, the Company has committed to conduct business for sustainability by continuous consideration of the economy, society and environment in order to satisfy to all stakeholders' expectation including further developed the Company's operation and activities to the Sustainable Development Goals of the United Nations (SDGs).

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. 29/2024 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. 29/2024 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. 29/2024 only.

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

Signed Sumateta Jitsiripol

(Miss Sumateta Jitsiripol)
Secretary of the Meeting

Signed Sunpitt Sethpornpong

(Mr. Sunpitt Sethpornpong)
Chairman of the Meeting