



Notice of Annual General Meeting 2025

Metro Systems Corporation Public Company Limited

April 1, 2025 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.



MSC 13/2025

February 25, 2025

Subject : Notice of Annual General Meeting 2025
To : Shareholders of Metro Systems Corporation Public Company Limited
Enclosures :

- 1. The Company's Annual Report for 2024**
- 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. Map of the Meeting Location**
- 9. Criteria of forwarding the question**
- 10. Notice of the Privacy Policy of Shareholders and Investors**
- 11. Annual Report Requisition Form**

Notice is hereby given that the Board of Directors of the Company has resolved to convene the Annual General Meeting 2025 at 10.00 a.m. on April 1, 2025 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, 2024 and Annual Report for 2024

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 2024 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, 2024 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, 2024

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, 2024 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, 2024 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 2024

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 2024, the Company has achieved a profit after the deduction of corporate income tax, amounting to THB 214,458,201

or equivalent to THB 0.60 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 2024 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 83.93% 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 11, 2025. The payment of dividends will be made on April 25, 2025.

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 2023 to 2024:

Details of dividend payment	For the year 2023	For the year 2024
1. Net profit	233,397,065 THB	214,458,201 THB
2. Number of shares	360,000,000 Shares	360,000,000 Shares
3. Dividend payment per share	0.50 THB	0.50 THB
4. Total dividend amount paid	180,000,000 THB	180,000,000 THB
5. Dividend payment ratio	77.12 %	83.93 %

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 2025 are:

<u>Name of Director</u>	<u>Proposed Position</u>
Mr. Tavit Charuvajana	Director
Mr. Wanarak Eakachai	Director
Assoc. Prof. Phornsiri Thivavarnvongs	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 (1) Mr. Tavit Charuvajana (2) Mr. Wanarak Eakachai (3) Assoc. Prof. Phornsiri Thivavarnvongs 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 Assoc. Prof. Phornsiri Thivavarnvongs, she has taken a position of independent director for a period of 6 years. If she is elected to this position for another term, the total of duration will be counted to 9 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 2025 which the submitting period was from September 2, 2024 to November 30, 2024. After the period ended, there was no nominee to be proposed as director in the agenda.

Therefore, the Committees have considered that (1) Mr. Tavit Charuvajana (2) Mr. Wanarak Eakachai (3) Assoc. Prof. Phornsiri Thivavarnvongs, who are already retired, should be elected in the Annual General Meeting 2025 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 2025

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 the same as in 2024.

Other Benefits:

- None -

Comparison for remuneration and other benefits for 2024 to 2025 (Unit : THB)

Remuneration	2024	2025
Director		
BOD' Annual Remuneration	Not over than 3,000,000/year	Not over than 3,000,000 /year
Directors meeting fee	24,000 /person/meeting	24,000 /person/meeting
Audit Committee		
For the Chairman	150,000 /quarter	150,000 /quarter
For each member	120,000 /quarter	120,000 /quarter
Executive Committee		
For the Chairman	16,000 /meeting	16,000 /meeting
For each member	16,000 /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	19,000 /meeting	19,000 /meeting
For each member	14,000 /person/meeting	14,000 /person/meeting
Other Benefits		
	2024	2025
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 2025 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 2024)

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 2025

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 7 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 2025 and fixing the auditor remuneration for the year 2025 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) | Mr. Kiatniyom | Kuntisook | C.P.A. License No. 4800, and/or |
| (3) | Ms. Juntira | Juntrachaichoat | C.P.A. License No. 6326, and/or |
| (4) | Ms. Sophaphan | Saptippayarattana | C.P.A. License No. 6523 |

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 2025 is THB 2,900,000.

The following is a summary of the audit fee and non-audit fee comparing from the years 2021 to 2025:

Year	Audit fee (THB)	Non-Audit fee	Comparison with the previous year
2021	2,660,000	None	The 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
2025	2,900,000	None	The same rate as the year 2024

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 2025 Annual General Meeting to consider appointing them as the auditors of the Company for the year 2025 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 2025 is appropriate and should be proposed to the Annual General Meeting for approval accordingly.

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

Agenda 8. Other business (if any)

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

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

Record date

The record date for determination of which shareholders are eligible to attend the Annual General Meeting of Shareholders and entitled to obtain dividends is fixed on March 11, 2025.

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, Map of the Meeting Location in enclosure no. 6, 7, 8.

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. 9. 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. Tavit Charuvajana	
Position	<ul style="list-style-type: none"> - Director - Chairman of Executive Directors - Chief Executive Officer 	
Age	76 years	
Education	Honorary Master of Science, Information Technology Field, Chandrakasem Rajabhat University	
Appointment Date	May 9, 1996	
Training	<ul style="list-style-type: none"> - Executive Development Program, Commerce and Accounting Faculty, Thammasat University - Anusorn Business College 	
Experience	He has been as MSC's director for 29 years (9 terms)	
Listed companies	1 listed company	
<ul style="list-style-type: none"> - Director - Chairman of Executive Directors - Chief Executive Officer 	<ul style="list-style-type: none"> Metro Systems Corporation PCL. 1996 – Present Metro Systems Corporation PCL. 1996 - Present Metro Systems Corporation PCL. 1996 – Present 	
Others (Non listed companies)	3 non listed companies	
<ul style="list-style-type: none"> - Director - Director - Director 	<ul style="list-style-type: none"> Metro InfoTech Co., Ltd. 2010 - Present Metro Connect Co., Ltd. 2009 - Present HIS MSC Co., Ltd 1991 - Present 	
Current position which competed with or related to company's business.	None	
Meeting Attendance in 2024	5/5 times of Board of Director Meeting 10/12 times of the Executive Committee Meeting	
Number of Shares (Amount / %)	Held personally: Shares 1,287,348/ 0.358% Held by spouse or minor children: Shares 31,725,942 / 8.813%	
Family relationship with directors	Mr. Narong Charuvajana 's brother	

Name	Mr. Wanarak Eakachai
Position	- Director - Deputy Chief Executive Officer - President of People Group - Risk Management Sub-Committee - Corporate Governance Sub-Committee
Age	69 years
Education	- BA (Political Science), University of Wisconsin, USA - Master of Philosophy, University of Wisconsin, USA
Appointment Date	March 27, 2013
Training	Certificate of Director Accreditation Program (DAP) 2016, Thai Institute of Directors
Experience	He has been as MSC's director for 12 years (4 terms)
Listed companies	1 listed company
- President of People Group - Risk Management Sub-Committee - Corporate Governance Sub-Committee - Deputy Chief Executive Officer - Director	Metro Systems Corporation PCL. 2016 – Present Metro Systems Corporation PCL. 2015 – Present Metro Systems Corporation PCL. 2015 – Present Metro Systems Corporation PCL. 2014 – Present Metro Systems Corporation PCL. 2013 – Present
Others (Non listed companies)	2 non listed companies
- Director - Director	United Flour Mill Co., Ltd. 2020- Present Phoenix World Energy Co., Ltd 2017- Present
Current position which competed with or related to company's businesses	None
Meeting Attendance in 2024	5/5 times of Board of Director Meeting 3/3 times of the Corporate Governance Sub-Committee Meeting 4/4 times of the Risk Management Sub-Committee Meeting
Number of Shares (Amount / %)	None
Family relationship with directors	None

Name	Assoc. Prof. Phornsiri Thivavarnvongs		
Position	<ul style="list-style-type: none"> - Independent Director - Audit Committee - Chairman of Risk Management Sub-Committee 		
Age	73 years		
Education	<ul style="list-style-type: none"> - MBA (Finance), University of Wisconsin at Madison, USA - Bachelor of Accountancy (Honors Gold Medal) Faculty of Commerce and Accountancy, Chulalongkorn University 		
Appointment Date	August 27, 2019		
Training	<ul style="list-style-type: none"> - Certificate of Director Accreditation Program (DAP) 2002, Thai Institute of Directors Association - Risk Management Program for Corporate Leaders (RCL) 2019, Thai Institute of Directors Association 		
Experience	He has been as MSC's director for 6 years (2 terms)		
Listed companies	1 listed company		
- Chairman of Risk Management Sub-Committee/ Independent Director/Audit Committee	Metro Systems Corporation PCL.		2019 - Present
Others (Non listed companies)	1 non listed company		
- Audit Committee/ Director	Toyota Kaennakorn Co., Ltd.		2015 - Present
Current position which competed with or related to company's businesses	None		
Meeting Attendance in 2024	5/5 times of Board of Director Meeting 5/5 times of the Audit Committee Meeting 4/4 times of the Risk Management Sub-Committee Meeting 1/1 times of the Non-ED		
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, Vaththapra, Bangkokyai, Bangkok 10600	
Position	Independent Director/ Chairman of Audit Committee/ Chairman of Corporate Governance Sub-Committee/ Nominating and Remuneration Sub-Committee	
Age	82 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	-None-	
Experience		
(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.
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.
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
2020-2021	Independent Director	Allianz Ayudhya Assurance Co., Ltd.
2007-2021	Chairman	Intouch Holding PLC.

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	73 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	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)		
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

Name	Mr. Prayootd Tansrisuwarn	
Address	2/1035 Soi Ramintra 3, Ramintra Road, Anusaowari, Banhkhen, Bangkok, 10220	
Position	Independent Director/ Audit Committee	
Age	66 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
CPA. Number	7098
Education Background	Master of Commerce in Accounting, University of Sydney, Australia Bachelor of Finance and accounting, Kasetsart University
Work Experience	Certified Public Accounting (CPA), Thailand <ul style="list-style-type: none"> - Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King - A member of Sub-committee on Oversight and Investigations of the Federation of Accounting Professions - Individual Practicing Associate Member of Lao Chamber of Professional Accountants and Auditors, Lao People's Democratic Republic

Name	Mr. Kiatniyom Kuntisook
CPA. Number	4800
Education Background	Doctor of Philosophy Program in Accountancy, Chulalongkorn University Master of Accountancy, Chulalongkorn University Advanced Certificate Course: Public Administration and Law for Executives, King Prajadhipok's Institute
Work Experience	Bachelor of Science (Accounting), Bangkok University <ul style="list-style-type: none"> - Certified Public Accountant (CPA) in Thailand - Auditor approved by The Securities and Exchange Commission - Member of Federation of Accounting Professions in Thailand (FAP) - Guest lecturer for Federation of Accounting Professions in Thailand (FAP) - Member of Standard Setter for Accounting Standards, Federation of Accounting Professions in Thailand (FAP)

Name	Ms. Juntira Juntrachaichoat
CPA. Number	6326
Education Background	Master's degree in management in finance from College of Management, Mahidol University Bachelor's degree in accounting from Chulalongkorn University
Work Experience	<ul style="list-style-type: none"> - Member of the Federation of Accounting Professions - Member of the Auditing Sub-committee of the Federation of Accounting Professions (2011-2017)

Name	Ms. Sophaphan Saptipparattana
CPA. Number	6523
Education Background	Masters Degree in Accountancy Chulalongkorn University Bachelor of Accountancy Thammasat University
Work Experience	<ul style="list-style-type: none"> - Certified Public Accountant (CPA) in Thailand - Auditor approved by The Securities and Exchange Commission - Member of Federation of Accounting Professions in Thailand (FAP)

**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."

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.

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 or via electronic media.

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.

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.

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.

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.

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.

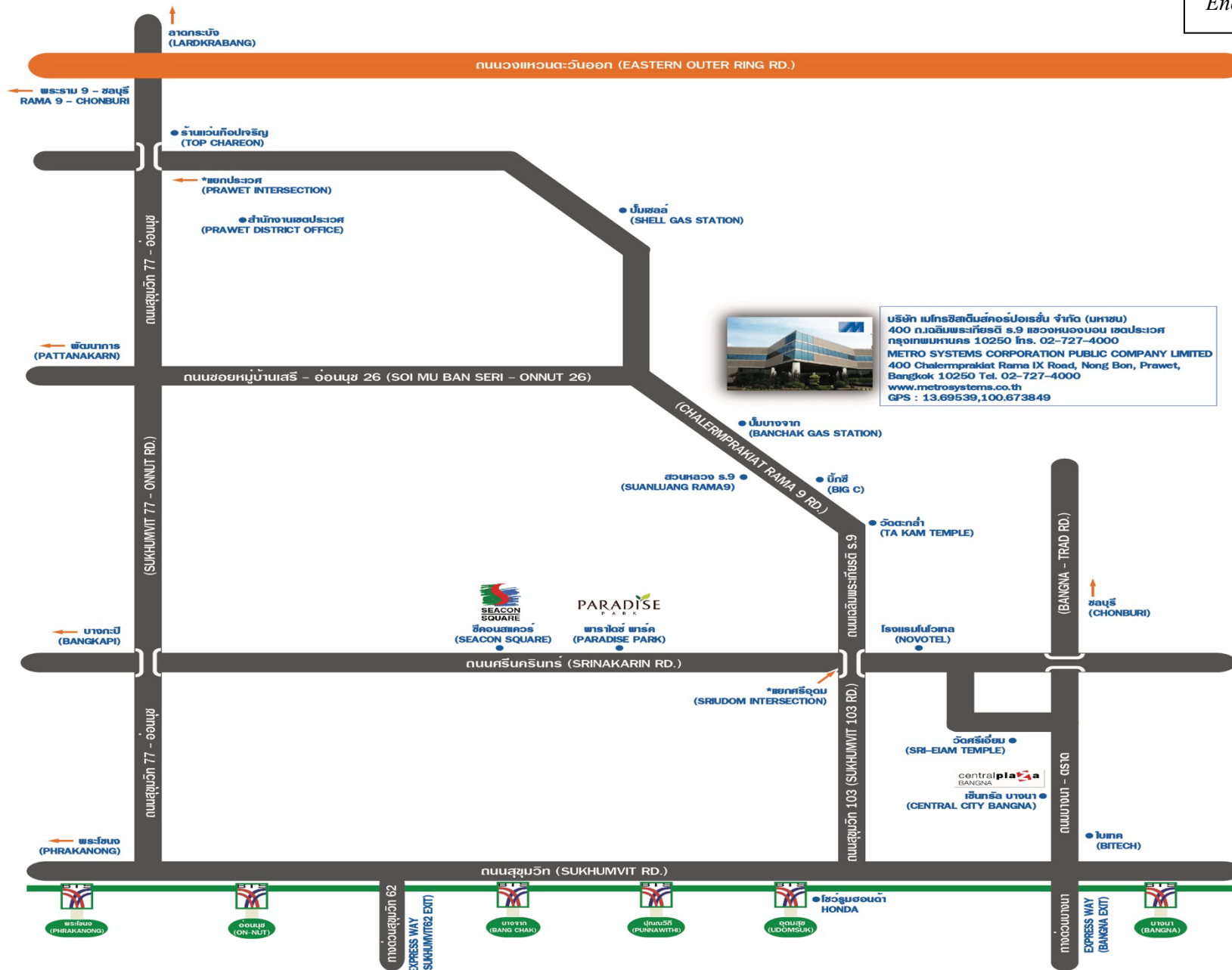
- c. A certified copy of the identification card of the authorized director(s) who signs the proxy (or passport if such director(s) is a foreigner).
- d. A certified copy of the identification card of the appointee (or passport if the appointee is a foreigner).

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.



บริษัท เมโทรซิสเต็มส์คอร์ปอเรชั่น จำกัด (มหาชน)
 400 ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ
 กรุงเทพมหานคร 10250 โทร. 02-727-4000
 METRO SYSTEMS CORPORATION PUBLIC COMPANY LIMITED
 400 Chalermprakiat Rama IX Road, Nong Bon, Prawet,
 Bangkok 10250 Tel. 02-727-4000
 www.metro-systems.co.th
 GPS : 13.69539,100.673849

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 2025
April 1, 2025**

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 2025 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 be informed
- 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
- Right to complain

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 2024, 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 2024 (Thai version)

56-1 One Report 2024 (English version)

Send to :

Above address

Following address: _____

Contact number : _____