



บริษัท เอ็ม วิชั่น จำกัด (มหาชน)  
M Vision Public Company Limited

# หนังสือเชิญประชุมสามัญผู้ถือหุ้น

Invitation letter to the Annual General Meeting of Shareholders

ประจำปี 2564  
For the year 2021

วันที่ 30 เมษายน 2564 เวลา 14.00 น.  
April 30, 2021 at 14.00 hrs.

ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพล 1919 จำกัด  
เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10260

At the Seminar room, 12th floor, The Sittipol 1919 Company Limited,  
999 Rama 3 Road, Bang Pongphang, Yannawa, Bangkok 10120

เปิดรับลงทะเบียน 13.00 น. Registration starts at 13.00 hrs.

เพื่อลดความเสี่ยงต่อการแพร่ระบาดของไวรัส COVID-19 บริษัทของดแจกอาหาร เครื่องดื่ม และของชำร่วย  
พร้อมขอให้ท่านผู้ถือหุ้นพิจารณามอบฉันทะการเข้าประชุมให้แก่กรรมการอิสระของบริษัทแทนการเข้าร่วมประชุมด้วยตนเอง

To reduce the risk of spreading the COVID-19, the Company will not provide foods, drinks and souvenir, and also  
recommended Shareholder's cooperation to giving a proxy to Company's Independent Director to attend  
the meeting on behalf of Shareholders.

**Precautionary Measures under the Pandemic of Coronavirus Disease 2019 (COVID-19)**

**Guidelines for attending the Annual General Meeting of Shareholders for the year 2021 of**

**M Vision Public Company Limited to prevent the spread of the Coronavirus Disease 2019 (COVID-19)**

The Company is of concern to shareholders with the situation of the spread of new species of Coronavirus disease (COVID-19). As the virus continues to spread rapidly in many parts of the world. The Company would like to inform about the guidelines for attending the Annual General Meeting of Shareholders for the year 2021 as follows:

1. The Company shall reserve the right to not allow any shareholders or proxies' entry into the meeting, specifically those who are identified with a body temperature of 37.5 degrees Celsius or higher, or those who have recently visited or returned from any disease infected zones as stated by the Ministry of Public Health in less than fourteen (14) days, including those who have had close contact with such person. It also includes those having a fever, respiratory symptoms such as fever, cough, sore throat, sneezing, runny nose, or showing any signs of coronavirus infection (COVID-19). In the case that such shareholders attend the meeting in person, the Company recommends shareholders to give their proxy authority to Independent Directors specified in the Proxy Form B to attend the meeting on their behalf (Details of the Proxy Form as Enclosure 9) or shareholders or proxies shall be able to vote on various agendas at one time to submit to the officers.

2. The Company shall conduct health screening, in compliance with the guidelines of the Department of Disease Control, at the meeting area and shall provide alcohol hand sanitizer and face masks distributed to shareholders thoroughly.

3. The Company will have staff to advise shareholders to wear a mask at all times to reduce the spread of various pathogens in the respiratory system.

4. If there are any suspect cases, please kindly immediately inform the Company's staff.

In this regard, the Annual General Meeting of Shareholders of 2021, the Company will strictly comply with the recommendations of the Department of Disease Control, Ministry of Public Health regarding the prevention and control of Coronavirus disease 2019 (COVID-19). Should the situation of the situation of the spread of the corona virus (COVID-19) changes or should there be any additional measures from the authorities which affect the arrangement of the Annual General Meeting of Shareholders, the Company may inform the shareholders through the Company's website or the channels of the Stock Exchange of Thailand.

The Company would like to thank you very much to the shareholders and look forward to receiving your cooperation as well.



บริษัท เอ็ม วิชั่น จำกัด (มหาชน)  
M Vision Public Company Limited

11/1 ซ. รามคำแหง 121 ก. รามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240  
11/1 Ramkhamhaeng 121 Ramkhamhaeng Rd. Huamark, Bangkok Bangkok 10240  
Tel. 02-735-1201,02,04 Fax : 0-2735-2719

Date: April 9, 2021

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2021

Attention: Shareholders of M Vision Public Company Limited

- Enclosure:
1. Copy of Minutes of Annual General Meeting of Shareholders for the year 2020;
  2. Annual Report and the Company's Financial Statements of 2020 for the fiscal year ended December 31, 2020 in QR Code format;
  3. Profiles of directors, who be retired by rotation and be nominated for re- appointment for another term;
  4. Capital increase report form (F53-4);
  5. Detailed summary of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No. 1 (MVP-W1) to be allotted to the Company's existing shareholders;
  6. Clarification of document for registration, the appointment of proxy, voting method, and counting of votes;
  7. Articles of Association of the Company with respect to the meetings of shareholders;
  8. Definition of the Independent Director and Profile of Independent Director nominated for appointment as a proxy for the meeting;
  9. Proxy Forms
  10. Privacy Notice regarding the Annual General Meeting of Shareholders
  11. Map to the meeting venue;
  12. Registration Form (Please bring this form on the meeting date)

By this letter, M Vision Public Company Limited (“**the Company**”) would like to inform you that the Board of Directors’ Meeting No.2/2021 and No.3/2021 (“**the Board**”) resolved to convene the Annual General Meeting of Shareholders of 2021 (“**AGM**”) on Friday, April 30, 2021, at 14.00 hrs. at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, to consider the following agenda items.

**Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2020**

**Facts and Rationale:** The Company held the Annual General Meeting of Shareholders for the year 2020 on July 29, 2020 to consider matters according to the agenda specified in the invitation. The minutes of meeting was prepared and submitted to the Stock Exchange of

Thailand within 14 days from the meeting date, as well as published on the Company's website, [www.mvisioncorp.com](http://www.mvisioncorp.com), details of which are as enclosed in Enclosure 1.

**Board of Directors' Opinion:** The Board deemed that the minutes the Annual General Meeting of Shareholders for the year 2020 was accurately recorded, and it was appropriate to propose the Annual General Meeting of Shareholders for the year 2021 to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2020.

**Resolution:** This agenda would be resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

**Agenda 2 To acknowledge the 2020 Company's operating result for the year ended December 31, 2020**

**Facts and Rationale:** The Company summarized the Company's operating result and significant development which occurred in the fiscal year 2020 in Annual Report of 2020 The details of which appear in Enclosure 2.

**Board of Directors' Opinion:** The Board deemed appropriate to propose the 2020 Company's operating result for the year ended December 31, 2020 to the Annual General Meeting of Shareholders for acknowledgment.

**Resolution:** This agenda is for acknowledgment only. Thus, voting is not required.

**Agenda 3 To consider approving the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2020**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E.2535, Section 112, and the Company's Articles of Association, Articles 44, stipulating that the Company shall arrange for preparation of the balance sheet and the profit and loss statements at the end of the Company's accounting period, and have them audited by the Certified Public Accountant before submitting the same to the meeting of shareholders for approval. The Company had prepared the financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2020, as shown in the Annual Report of 2020, of which are as enclosed in Enclosure 2. A summary of significant information is as follows:

Particulars according to consolidated financial statements	For the accounting period ended 31 December	
	2021	2020
Total assets (Million Baht)	295	362
Total liabilities (Million Baht)	167	195
Total shareholders' equity (Million Baht)	128	167
Total revenue (Million Baht)	210	334
Profit (loss) for the yea (Million Baht)	(43)	31
Earnings (loss) per share (Baht per share)	(0.21)	0.15

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider approving the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2020, which was audited by the

Certified Public Accountants who expressed unqualified opinions and reviewed by the Audit Committee and the Board of Directors.

**Resolution:** This agenda would be resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

**Agenda 4 To consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2020**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E. 2535, Section 116, and the Company's Articles of Association, Article 47, stipulating that the Company is required to allocate not less than five (5) percent of the annual net profit as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital and in compliance with the Public Companies Limited Act B.E. 2535, Section 115, and the Company's Articles of Association, Article 46, stipulating that no dividend shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividend shall be paid.

The Company has its dividend payment ratio policy to be not lower than 40 percent of its net profit after corporate income tax and legal reserves, provided that such dividend payment does not significantly affect the Company's normal course of operation. In this regard, the dividend payment is subject to adjustment depending on the Company's growth prospect, investment plan, liquidity as well as suitability and necessity to create value for the Company's shareholders in the future.

According to the consolidated financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2020, the Company has operating loss with net loss according to the consolidated financial statements in the amount of Baht 43,697,261 and retained deficit in the amount of Baht 62,688,532 and net loss according to the separate financial statements in the amount of Baht 42,502,752, and retained deficit in the amount of Baht 61,279,886.

**Board of Directors' opinion:** The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider approving the omission of the appropriation of income as legal reserve for the year 2020 and consider to approve the omission of dividend payment for the year 2020 to be in accordance with the Company's Articles of Association, Articles 46, as the Company still has operating loss and retained deficit.

**Resolution:** This agenda would be resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

**Agenda 5 To consider approving the appointment of the Company's auditor and audit fee for the year 2021**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E. 2535, Section 120, which stipulates that the Annual General Meeting of Shareholders must appoint the Company's external auditor and determine the audit fee for every fiscal year. In addition, according to the Notification of the Securities and Exchange Commission No. TorJor. 75/2561 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Result of Listed Company (No. 14), the Company is required to comply with regulations regarding rotation of the auditor, whereby the auditor, who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing

services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm.

The Audit Committee has considered the auditor's qualification in compliance with Securities and Exchange Commission's stipulation; independence, knowledgeable and experience in auditing including the propriety of the audit fee. Thus, it is deemed appropriate to propose to the Board to appoint the auditor from Siam Truth Audit Company Limited to be the Company's auditor. The Audit Committee was of the opinion that it would be beneficial for the Company if the Company uses the new auditing firm which proposed the audit fee at an appropriate rate in line with the current situation and economic conditions, and the revenue projection of the Company. Further, Siam Truth Audit Company Limited is a well-known company for its professional service and experience. The detail of the auditors are as following details:

Name of Auditors	Certified Public Accountant Number	Number of Years Engaged in Auditing Services to Company
Mr. Bunjong Pichayaprasat	7147	Never express opinion on the Company and its subsidiaries's financial statement
Mr. Kraisit Silapamongkonkul	9429	Never express opinion on the Company and its subsidiaries's financial statement
Miss Khaymanundt Chaichuen	8260	Never express opinion on the Company and its subsidiaries's financial statement

**Board of Directors' opinion:** The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders to consider approving the appointment of the following external auditors from Siam Truth Audit Company Limited to be the Company's auditor:

- 1) Mr. Bunjong Pichayaprasat                      Certified Public Accountant No.7147 or
- 2) Mr. Kraisit Silapamongkonkul                Certified Public Accountant No. 9429 or
- 3) Miss Khaymanundt Chaichuen                Certified Public Accountant No. 8260

The aforesaid auditors shall perform the audit and express an opinion on the Company and its subsidiaries's financial statements. Moreover, the Board approved the audit fee for the year 2021 for the Company in the amount of Baht 870,000 and the subsidiaries in the amount of Baht 45,000.

Name	Year 2021 (Proposed year)		Year 2020	
	Audit fee	Non-audit fee	Audit fee	Non-audit fee
Company	Baht 870,000	-	Baht 1,000,000	-
Subsidiaries	Baht 45,000	-	Baht 58,000	-
Total	Baht 915,000	-	Baht 1,058,000	-

The proposed audit firm office and the auditors mentioned above do not have any relationship or conflicts of interest against the Company / subsidiary companies/ executive management / major shareholders or persons related to such person.

**Resolution:** This agenda would be resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

**Agenda 6 To consider approving the appointment of the Company's directors replacing those retire by rotation**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 20, stipulating that at least one-third (1/3) of the total members of the directors must retire by rotation. In this respect, the retired directors will be eligible for re-election. In the Annual General Meeting of Shareholders of 2021, there are 3 directors to be retired by rotation due to complete their terms as follows:

Name of Directors	Title
1. Mr. Opas Cherdpunt	Chairman of the Executive Director / Risk management committee member / Nomination and Remuneration Committee member / Chief Executive Officer
2. Mr. Kongphan Pramroj	Audit Committee member / Independent Director
3. Miss Apsorn Wilartsakdanon	Executive Director / Risk management committee member / Chief Financial Officer / Company Secretary

The Company had invited shareholders to nominate candidates to be elected as the Company's directors during December 21, 2020 to February 1, 2021 via the Company's website and notified the shareholders through the Stock Exchange of Thailand. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

The Nomination and Remuneration Committee (exclusive of the directors with interests in this matter) has followed the recruitment process in accordance with the criteria for nominating directors of the Company by considering suitability, i.e. qualifications, competence, experience, skills and professional expertise, including the composition of the total number of directors of the Company, efficiency, and their performance as a director of the Company in the past. The Nomination and Remuneration Committee (exclusive of the directors with interests in this matter) reviewed the qualifications of the directors who would retire by rotation and were of an opinion that these 3 directors had full qualifications, did not possess any prohibited characteristics under Public Companies Limited Act B.E. 2535 and relevant notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand, have experience, knowledge, and expertise, and are the keys to Company's ongoing progress and prosperity and carefully performed their duties as well as their the continuance in performance, and their performance as directors and member of the sub-committee. Therefore, it is deemed appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to consider approving the re-appointment the directors who would retire by rotation as the Company's directors and other positions for another term. The details of which are as enclosed in Enclosure 3.

Further, Mr. Kongphan Pramroj who is proposed to be re-elected as an independent director for another term is fully qualified as an independent director, according to the criteria set by the Company which equivalent to the minimum requirement specified in the announcement of the Capital Market Supervisory Board as enclosed in Enclosure 8, as well as being able to raise independent opinion and recommendations on the Company's operations, and in accordance with relevant rules and regulations

**Board of Directors' opinion:** The Board (exclusive of the directors with interests in this matter) has carefully considered according to the criteria for nominating directors of the Company and was of the opinion that the nominated 3 directors are qualified under Public Companies Limited Act B.E. 2535 (as amended) and relevant notifications of the Stock Exchange of Thailand, the Securities and Exchange Commission, and Capital Market Supervisory

Board, and did not possess any prohibited characteristics according to the regulation of the Securities and Exchange Commission. Further, in the past, the 3 directors performed their duties as directors and sub-committees with great efficiency and provided comments and recommendations highly beneficial to the Company's operations. Further, the Board has fully considered and was of the opinion that Mr. Kongphan Pramroj, an independent director, is fully qualified as the independent director, according to the criteria set by the Company which equivalent to the minimum requirement specified in the announcement of the Capital Market Supervisory Board or the Stock Exchange of Thailand, did not have the conflict of interest and not being a stakeholder to the Company, and has experience and expertise beneficial to the Company's business operations, as well as being able to freely express opinions and make recommendations on the Company's operations, and in accordance with the relevant rules and regulation, including being highly beneficial to the Company. Therefore, the Board agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose the Annual General Meeting of Shareholders to consider approving the re-appointment the directors who would retire by rotation as the Company's directors and other positions for another term as follows:

Name of Directors	Title
1. Mr.Opas Cherdpunt	Chairman of the Executive Director /Risk management committee member / Nomination and Remuneration Committee member/ Chief Executive Officer
2. Mr. Kongphan Pramroj	Audit Committee member / Independent Director
3. Miss Apsorn Wilartsakdanon	Executive Director / Risk management committee member / Chief Financial Officer / Company Secretary

**Resolution:** This agenda would be resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base). The appointment of directors shall be made individually.

#### **Agenda 7 To consider approving the director's remuneration for the year 2021**

**Facts and Rationale:** In compliance with the Public Companies Limited Act B.E. 2535, Section 90, and the Company's Articles of Association, Article 25, stipulating that the Company's directors are eligible to receive remuneration from the Company as per the consideration and resolution of the shareholders' meeting. The remuneration of the director shall be stipulated in the exact amount or specific particular criteria and will be stipulated from time to time or effective until the shareholders' meeting has determined a change of such resolution. In addition, the Company's directors are eligible to receive the allowance and benefits according to the regulations of the Company.

The number of board meetings in the past year is as follows.

2020's Meeting	Number of meeting (Times)
Annual General Meeting of Shareholders	1
Board of Directors	8
Audit Committee	4
Risk Management Committee	4
Nomination and Remuneration Committee	2



The Nomination and Remuneration Committee considered the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the directors and comparing them with the same industry and of similar size of business, and deemed appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to consider approving the director's remuneration for the year 2021 at the same rates applied in 2020, at the amount of not exceeding Baht 2,000,000, as follows:

<b>Position</b>	<b>Meeting Allowance per Time in 2021 (Proposed year)</b>	<b>Meeting Allowance per Time in 2020</b>
Board of Directors - Chairman of the Board - Director	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
Audit Committee - Chairman of the Audit Committee - Member of the Audit Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
Risk Management Committee * - Chairman of the Risk Management Committee - Member of the Risk Management Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
Nomination and Remuneration Committee * - Chairman of the Nomination and Remuneration Committee - Member the Nomination and Remuneration Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000

\*In this regard, directors who are involved with the management of the Company shall not be entitled to receive such remuneration for the year 2020 and 2021.

**Board of Directors' opinion:** The Board agreed with the proposal of the Nomination and Remuneration Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders to consider approving the above remuneration of the directors for the year 2021.

**Resolution:** This agenda would be resolved with an affirmative vote of not less than two-thirds (2/3) of total votes of the shareholders attending the meeting.

**Agenda 8 To consider approving the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)")**

**Facts and Rationale:** To prepare for and ensure its financial flexibility for business expansion in the future and as working capital in its business operations, the Board's Meeting has resolved to grant approval to propose the Annual General Meeting of Shareholders to consider approving the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)") in the amount not exceeding 100,000,000 units to the Company's existing shareholders in proportion to their shareholding without charge of the offering value (Baht 0.00) at the ratio of 2 existing ordinary shares per 1 unit of warrant. Warrant (MVP-W1) have exercise price at Baht 1.20 per share and have a term for 2 years from the issuance date of Warrant (MVP-W1). In this regard, there be

any fraction of the Warrant (MVP-W1) remaining from the calculation of the allocation ratio, such fraction shall be discarded.

In this regard, the list of shareholders entitled (Record Date) to receive the Warrants (MVP-W1) shall be determined on May 24, 2021. Nevertheless, the allocation of warrants to purchase the newly issued ordinary shares is still unsettled until it receives the approval from the Annual General Meeting of Shareholders of 2021.

Please refer to further details in the Detailed summary of Warrants (MVP-W1). The details of which are as enclosed in Enclosure 5.

**Board of Directors' opinion:** The Board deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the issuance and offering of Warrant (MVP-W1) for allotment to the Company's existing shareholders in proportion to their shareholding percentage as per the proposed details in all respects, and also deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the Board of Directors and/or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors and/ or the Chief Executive Officer have the power to take any arrangements in relation to and necessary for the successful issuance and offering of Warrant (MVP-W1), subject to the requirements of applicable laws and the scope of approval by the Annual General Meeting of Shareholders, including but not limited to:

- (a) preparation of the terms and conditions of warrants, including determination of details relating to the issuance and offering of warrants, etc.;
- (b) provision of information, contact, preparation, execution, delivery, submission of documents as necessary for or in connection with the issuance and offering of warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce and other relevant authorities or persons;
- (c) listing of warrants and ordinary shares arising from the exercise of warrants on the Stock Exchange of Thailand;
- (d) appointment of sub-attorney-in-fact to have the power to take any actions as necessary and appropriate in relation to the issuance and offering of warrants to ensure the successful issuance and offering of warrants in all respects;
- (e) registration for change of the paid-up capital with the Department of Business Development, Ministry of Commerce, with the power to take all necessary actions in accordance with the Registrar's order to complete the registration; and
- (f) scheduling and change of the record date to determine the list of shareholders entitled to be allocated with warrants.

**Resolution:** This agenda would be resolved with an affirmative vote of not less than three-fourths (3/4) of total votes of the shareholders attending the meeting and having the right to vote.

**Agenda 9 To consider approving the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association in Clause 4. (Registered Capital) to be in line with the increase of the registered capital of the Company**

**Facts and Rationale:** As the Company intends to issue and offer warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)") to the existing shareholders in accordance with the shareholding ratio in Agenda 8 above, the Company has to increase its registered capital in the amount of Baht 50,000,000 from the former registered capital of Baht 100,000,000 to a new registered capital of Baht 150,000,000 by issuing the newly issued ordinary shares of 100,000,000 shares at par value of

Baht 0.50 per share to accommodate the exercise of rights to purchase ordinary shares of Warrant (MVP-W1).

Further, to be in line with the increase of the Company's registered capital, the Company is required to amend its Memorandum of Association in Clause 4. (Registered Capital) under the Public Limited Companies Act B.E. 2535 (1992) (as amended). The details of the amendment are as follows:

“Clause 4. Registered capital    150,000,000 Baht (One hundred and fifty million Baht)  
Divided into                    300,000,000 shares (Three hundred million shares)  
Par value per share            0.50 Baht (Fifty Satang)  
Divided into  
Ordinary shares                300,000,000 shares (Three hundred million shares)  
Preference shares               - shares”

**Board of Directors' opinion:** The Board has considered and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the increase of the Company's registered capital in the amount of Baht 50,000,000 from the former registered capital of Baht 100,000,000 to a new registered capital of Baht 150,000,000 by issuing the newly issued ordinary shares of 100,000,000 shares at par value of Baht 0.50 per share to accommodate the exercise of rights to purchase ordinary shares of Warrant (MVP-W1), and to consider approving amendment of the Company's Memorandum of Association in Clause 4. (Registered Capital) to be in line with the increase of the Company's registered capital as per the above details. The Board also deemed it appropriate to propose the Annual General Meeting of Shareholders to consider authorizing the Board of Directors and/or the Chief Executive Officer or any person delegated by the Board of Directors and/or the Chief Executive Officer authorized any person, appointed and delegated by the Board of Directors, to have power to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to undertake any relevant and necessary acts in orders to complete the registration of the Memorandum of Association.

**Resolution:** This agenda would be resolved with an affirmative vote of not less than three-fourths (3/4) of total votes of the shareholders attending the meeting and having the right to vote.

**Agenda 10 To consider approving the allotment of the newly issued ordinary shares to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)**

**Facts and Rationale:** To accommodate the exercise of Warrant (MVP-W1) in accordance with Agenda 8, the Board of Directors' s Meeting has resolved to grant approval to propose the Annual General Meeting of Shareholders to consider approving the allotment of the newly issued ordinary shares of 100,000,000 shares at par value of 0.50 Baht per share to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”) to allot to the Company's existing shareholders in proportion to their shareholding.

Please refer to further details in the Capital increase report form (F53-4) and Detailed summary of Warrants (MVP-W1). The details of which are as enclosed in Enclosure 4 and Enclosure 5, respectively.

**Board of Directors' opinion:** The Board deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the allotment of 100,000,000 newly issued ordinary shares at par value of Baht 0.50 per share to be reserved for the exercise of Warrant (MVP-W1) as per the proposed details in all respects and also deemed it appropriate to consider authorizing the Board of Directors and/or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors and/ or the Chief Executive Officer to have the power to take any arrangements in relation to and necessary for the successful of the allotment of the newly issued ordinary shares, subject to the requirements of applicable laws and the scope of approval by the Annual General Meeting of Shareholders.

**Resolution:** This agenda would be resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

**Agenda 11 To approve the amendment of the Company's Memorandum of Association in Clause 3.(Objectives) by revising objectives 2 clauses and inserting new objectives 1 clause, totaling 61 clauses, of the objectives**

**Facts and Rationale:** To be in accordance with the business operations of the Company and to cover the potential business that the Company may expand in the future, the Company has the utmost necessity to partially revise Clauses 39 and 58 and insert new 1 clause, Clauses 61, totaling 61 clauses of the Company's objectives. The amendment of objectives are as follows:

Current Objectives	New Amendment of Objectives
Clause 39. To operate business of consulting, designing, making, editing and developing all types of application programs for web and communication devices, online media or social media through mobile phone or communication devices, as well as advertising and promoting in various medias.	Clause 39. To operate business of consulting, designing, making, editing and developing all types of <u>homepage, programs, application, platform for web and communication devices</u> , online media or social media through mobile phone or communication devices, as well as advertising and promoting in various medias.
Clause 58. To trade and sell of accommodation vouchers.	Clause 58. To trade and sell of vouchers on accommodations, <u>activities, trips and tourism and all common commerce</u> .
	Clause 61. To operate business as agent, broker for sale, trade, exchange, rent, sub-renting, services in applications, platforms, websites, internet for accommodation, activities, trips, tourism and all common

Current Objectives	New Amendment of Objectives
	commerce both movable properties and real estate.

To be in line with the amendment of the Company's objectives, the amendment of Clause 3 of the Memorandum of Association shall be as follows: -

Current Memorandum of Association	New amendments of Memorandum of Association
Clause 3 The objectives of the Company consist of 60 items, details as attached in Bor Mor Jor 002.	Clause 3 The objectives of the Company consist of 61 items, details as attached in Bor Mor Jor 002.

**Board of Directors' opinion:** The Board deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the amendment of the Company's Memorandum of Association in Clause 3.(Objectives) by partially revising Clauses 39 and 58 and inserting new 1 clause, Clauses 61, totaling 61 clauses of the Company's objectives and to propose that designated person of the Board of Directors, and/or Chief Executive Officer to register the amendment of the Company's Objectives at the Department of Business Development, Ministry of Commerce, be authorized to amend and give additional statements or do any other acts to comply with the Registrar's orders..

**Resolution:** This agenda would be resolved with an affirmative vote of not less than three-fourths (3/4) of total votes of the shareholders attending the meeting and having the right to vote.

## Agenda 12 Other matters (if any)

The Company fixed the Record Date for the shareholders eligible to attend the Annual General Meeting of Shareholders of 2021 on March 31, 2021.

In order to accelerate and facilitate the registration process, the Company has also published the invitation to the Annual General Meeting of Shareholders of 2021 together with the 2020 Annual Report, Proxy Form A, Form B and Form C and other documents relating to this meeting on the Company's website, www.mvisioncorp.com since April 9, 2021.

In order to protect the rights and interests of the shareholders, the shareholders can appoint an independent director, Asst. Prof. Orathai Wanitdee, as their proxy, to attend the Meeting and cast votes on their behalf. The profile of the independent director nominated for appointment as the proxy for the meeting are as shown in Enclosure 8. The Company would like to request for your coordination to deliver the Proxy Form to the Company by April 27, 2021.

*Company Secretary  
M Vision Public Company Limited  
11/1 Soi Ramkhamhaeng 121,  
Huamak Sub-district, Bangkok District,  
Bangkok. 10240*

For a shareholder who wishes to appoint a proxy to attend the Meeting and vote on behalf of the shareholder, please choose and fill in either the Proxy in Form A or Form B, the details of which are as enclosed in Enclosure 9. For a foreign shareholder who deposits shares in safeguard of custodian in Thailand, please choose and fill in the Proxy in Form C.

In order to allow the registration for the attendance of the Meeting to be carried out smoothly and efficiently, the shareholders and proxies can register for the meeting attendance from 13.00 hrs. onwards. The shareholders are recommended to study the registration procedure and to prepare all document that are required on the meeting date, and to study the voting and meeting procedures as specified in Enclosure 6. The Company will conduct the meeting in accordance with the Company's Articles of Association in Enclosure 7.

You are hereby invited to attend the Meeting on the date, time and place specified above.

Yours sincerely,  
M Vision Public Company Limited

A handwritten signature in blue ink, appearing to be 'Thanong Leeissaranukul', is written over a faint rectangular background.

(Mr. Thanong Leeissaranukul)  
Chairman of the Board of Directors

**Minutes of Annual General Meeting of Shareholders of 2020  
M Vision Public Company Limited**

**Date, Time and Meeting Venue**

This Meeting was held on July 29, 2020, at 14.00 hours at the Seminar room, 12<sup>th</sup> floor, of The Sitipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yan Nawa, Bangkok.

**Meeting Commencement**

Miss Boonyanuch Woottiganjanakul, acted as the moderator for the Annual General Shareholders Meeting of 2020 (“the Meeting”) of M Vision Public Company Limited (“the Company”), and introduced the directors, auditor and legal advisors who attended the Meeting as follows.

**Attending Company's Directors**

- |                        |                |  |
|------------------------|----------------|--|
| 1. Mr. Thanong         | Leeissaranukul | Chairman of the Board of Directors, Chairman of the Nomination and Remuneration Committee and Independent Director   |
| 2. Asst. Prof. Orathai | Wanichdee      | Director, Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee, Chairman of the Risk Management Committee and Independent Director     |
| 3. Dr. Natthakit       | Thewphaingarm  | Director, Member of the Audit Committee and Independent Director   |
| 4. Mr. Opas            | Cherdpunt      | Director, Chairman of the Executive Director, Member of the Risk Management Committee, Member of the Nomination and Remuneration Committee and Chief Executive Officer |
| 5. Mr. Teerawat        | Suwannapinij   | Director, Executive Director and Chief Information Officer   |
| 6. Mr. Tharathorn      | Yuangbhandith  | Director, Executive Director and Chief Operating Officer   |
| 7. Ms. Prapimpan       | Lertsirisin    | Director, Executive Director and Chief Marketing Officer   |
| 8. Ms. Apsorn          | Wilartsakdanon | Director, Executive Director, Member of the Risk Management Committee, Chief Financial Officer and Company Secretary   |

The moderator informed the Meeting that Mr. Kongphan Pramroj, Director, Member of the Audit Committee and Independent Director, was occupied with an emergency affair and was unable to attend the Meeting.

**Auditor of AST Master Company Limited**

- |                  |                |
|------------------|----------------|
| 1. Ms. Nongram   | Laohaareedilok |
| 2. Ms. Chamaporn | Rodloytuk      |

**Legal Advisors from Legal Advisory Council Limited**

- |                  |           |
|------------------|-----------|
| 1. Mr. Chatiporn | Baramee   |
| 2. Ms. Rapeepat  | Kumpichai |

The moderator informed the Meeting that due to the current situation of the coronavirus (COVID-19) outbreak, the Company has prepared and informed the shareholders of the measures for conducting the meeting under the COVID-19 outbreak situation through emails, post and on the Company's website. In this regard, for the Meeting to proceed without delay, the Company kindly asked all shareholders attending the Meeting to make any inquiries or suggestion at the final agenda of this Meeting.

At the start of the Meeting at 14.00 hours, there were a total of 33 shareholders and proxies attending the Meeting, representing 94,593,200 shares, which is equivalent to 47.30 percent of the outstanding shares of the Company. Thus, the quorum was attained pursuant to the Company's Articles of Association.

Prior to the commencement of the agendas, Mr. Thanong Leeissaranukul, Chairman of the Board of Directors, who acted as the chairman of the Meeting (“**Chairman**”), had given an opening address to the Meeting.

Thereafter, the moderator informed the Meeting that the Company has proceed to send out the invitation to the Meeting and informed the shareholders of the information regarding today's Meeting via 3 channels as follows:

1. The Company sent out the invitation to the Meeting to all shareholders via post on July 3, 2020;
2. The Company posted the invitation to the Meeting on AK News newspaper on July 3,7 and 8 of 2020; and
3. The Company posted the details of this Meeting on the Company's website and gave the opportunity to the shareholders to propose an agenda(s) for this Meeting from July 3, 2020 to July 24, 2020 and to nominate a qualified person(s) as a replacement of the Directors who completed their terms from November 25, 2019 to January 31, 2020.

In this regard, the moderator informed the Meeting of the voting mechanism and the details of each agenda as follows:

1. For voting in each agenda, a shareholder who attended the Meeting in person or by proxy appointed by a shareholder shall have the right to cast a vote in accordance with the number of shares they hold or the number of shares granted to the proxy. A shareholder shall have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one (1) share shall be equivalent to one (1) vote and a vote shall be indivisible. For proxy type B whom the shareholder has already specified its voting intention in the proxy form, the proxy shall vote in accordance with such specification. The shareholders or proxies shall either choose approve, disapprove or abstain in casting the vote.
2. The registrar shall print out the ballot for the following cases:
  - (1) The shareholder personally attending the Meeting
  - (2) The proxies, in the case that the shareholder has authorized their proxy to vote on his/her behalf in the specified agendas.

The registrar will not print out the ballot in the case that the shareholder has already specified its voting intention for all agendas and authorized the proxy to attend the Meeting and cast the vote according to his/her intention.

3. For the Meeting to proceed without delay, the Company kindly asked all shareholders attending the Meeting to make any inquiries or suggestion at the final agenda of this Meeting. In case a shareholder



or proxy wishes to make a query or express their opinion, such attendee shall raise their hand and upon the Chairman's permission, state their name and surname and identify whether they are attending as a shareholder personally or as proxy before inquiring or expressing their opinion at every occasion.

4. For the counting of votes on each agenda, the Company will use the barcode counting system. For convenience and quickness of the shareholders and the proxies, the Company will count the vote by basing it on approval votes. For the casting of vote on each agenda, the Company will only collect the ballot that the shareholders or proxies have voted disapproved or abstained from voting except in agenda 6, to consider and approve the election of the Company's directors to replace those due to retire by rotation, whereby the voting shall be done individually and approval would be made by the majority votes of shareholders or proxies attending the Meeting and casting their vote. In such agenda, the Company will collect all ballots, approved, disapproved and abstained. The attendee who wishes to cast their vote in the ballot must always sign the ballot with a pen.
5. If the shareholders or proxies wish to leave the Meeting before the closing of the Meeting and also wish to cast their vote in the remaining agendas, the Company asked that such shareholders or proxies return the signed ballot to the officer before leaving the meeting room so that the Company can record such vote.
6. The voting result of each agenda will be announced after the calculation is completed. The result shall be a combination of the votes from the shareholders personally attending the Meeting and the proxies whom are authorized to vote on behalf of the shareholders, including the cases where the shareholders already cast their vote beforehand through the proxies. In the case that the vote comes to a tie, the Chairman shall have another vote as the casting vote.

In this regard, the required approval for each agenda is as follows. Agenda 1, 3, 4, 5 and 6 required a majority vote of the total votes of the shareholders who attended the Meeting and cast their vote. Any vote abstained shall not be counted. Agenda 2 was for acknowledgment with no casting of vote. Agenda 7 required a vote of not less than two-thirds ( $2/3$ ) of the total votes of shareholders who attended the Meeting and for agenda 8 and 9, approval required a supermajority votes of no less than three-fourth ( $3/4$ ) of the total votes of shareholders who attended the Meeting and were eligible to vote.

In addition, the moderator informed the Meeting that for the transparency of vote counting, the Company has invited one (1) representative from the shareholders, legal advisors and auditors to act as an observer and witness to the vote counting.

The Chairman then proceeded with the Meeting in accordance with the agendas as follows:

**Agenda 1      To consider and adopt the Minutes of the Annual General Meeting of Shareholders of 2019**

The Chairman informed the Meeting that this agenda was for the approval of the minutes of the Annual General Meeting of shareholders of 2019 which was held on April 25, 2019, details of which are set out in the document enclosed with the invitation to this Meeting.

The moderator then proposed the adoption of the minutes of the Annual General Meeting of shareholders of 2019. In this regard, this agenda required a majority vote of

the shareholders who attended the Meeting and cast their votes (excluding the abstention).

### **Resolution**

The Meeting adopted the minutes of the Annual General Meeting of shareholders of 2019 held on April 25, 2019 by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000
Disapproved	-	Vote	Equivalent to	-
Abstained	-	Vote	Not counted as votes	
Voided	-	Vote	Not counted as votes	

### **Agenda 2**

#### **To consider and approve the Company's operating result for the year ended December 31, 2019**

The Chairman invited Mr. Opas Cherdpunt, Chief Executive Officer, to report this agenda.

Mr. Opas Cherdpunt informed the Meeting of the business of the Company, which can be divided into three (3) segments as follows:

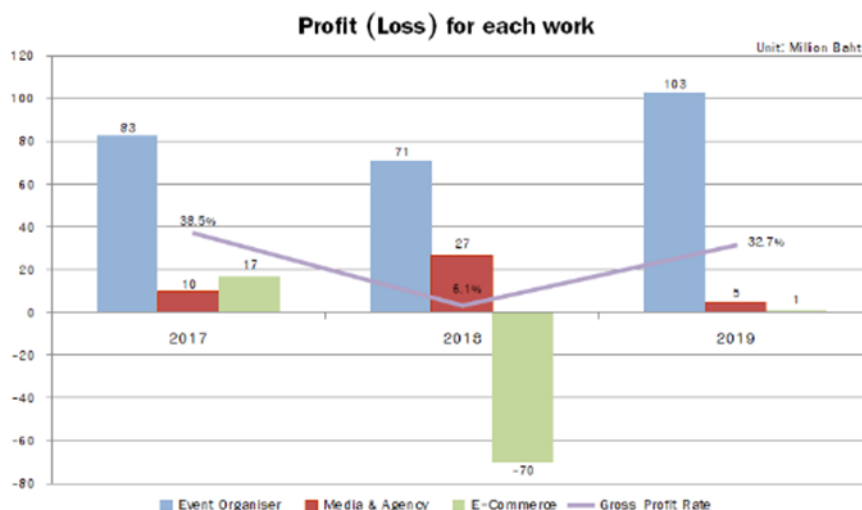
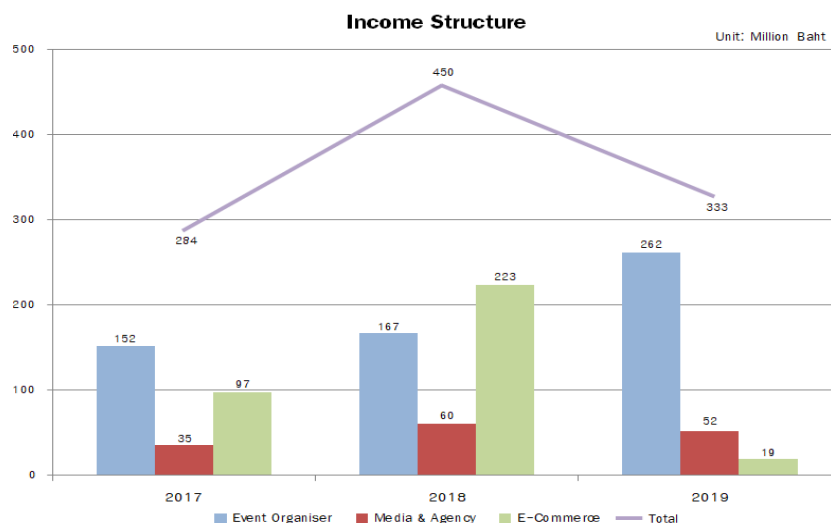
1. Event Provider
2. Media and Agency
3. Commercial Business

At the beginning of last year, the Company organized "Thailand Mobile EXPO" at Bangkok International Trade & Exhibition Centre, to which the event turned out to be successful as it was the largest event ever held since 2007. The EXPO was held in 3 halls, covering an area of over 30,000 square meters. In this event, the Company had a chance to hold the Thailand Game EXPO after its long desire. The Company expected to further expand this Thailand Game EXPO but because of the COVID-19 outbreak, it became impossible to hold the second event again this year.

The Company organized the "Asia Pacific Predator League 2019" to which the Company has been certified by the e-Sport Association to do so. In addition, the Company started the development of the recreational vehicle for the MV caravan where it opened new campsites by the sea, where originally the campsites were only around the highland. The Company has expanded their search for new destinations in order to develop and expand their services as a service provider for services and organization of sport and travel events.

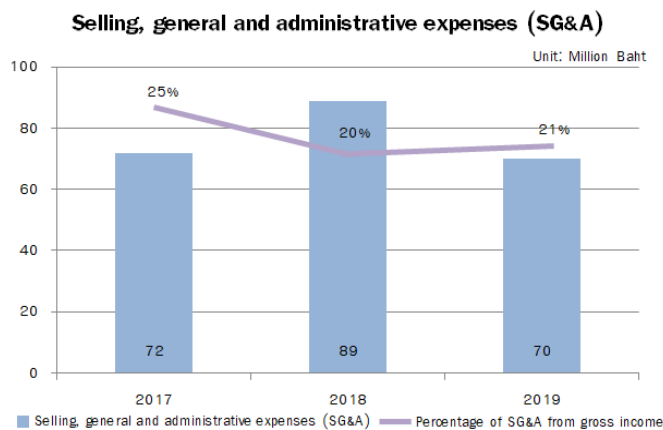
After that, Ms. Apsorn Wilartsakdanon, Director, Executive Director, Member of the Risk Management Committee, Chief Financial Officer and Company Secretary informed the Meeting of the financial position of the Company.

The details of the income structure and the business progress of each field of work are as follows.

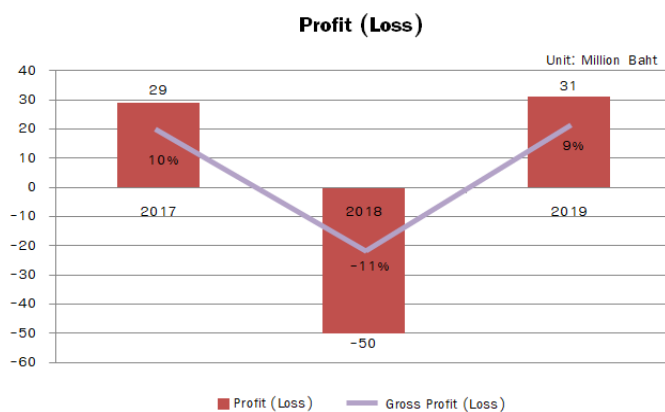


The main source of income and profits of the Company were from the event organizing works which accounts for over 80 percent of the overall income of the Company. Examples of these events are Thailand Mobile EXPO, Thailand Game EXPO, sport events, e-Sport events, running events and caravan services, which was the new business. As of December 31, 2019, the Company owns 117 caravans.

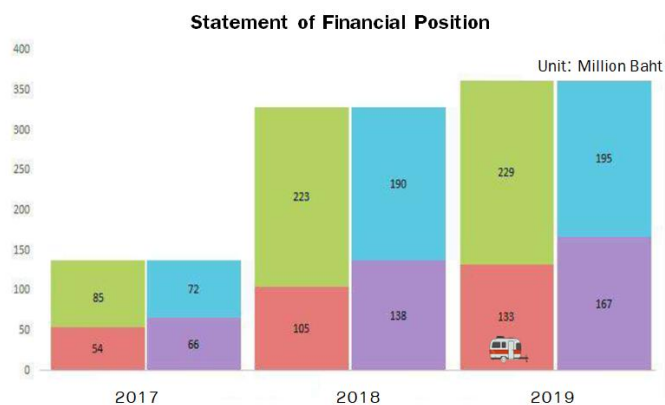
The selling, general and administrative expenses (SG&A) of the Company accounts for 20 percent of the total income, at the rate similar to the other years, as follows:



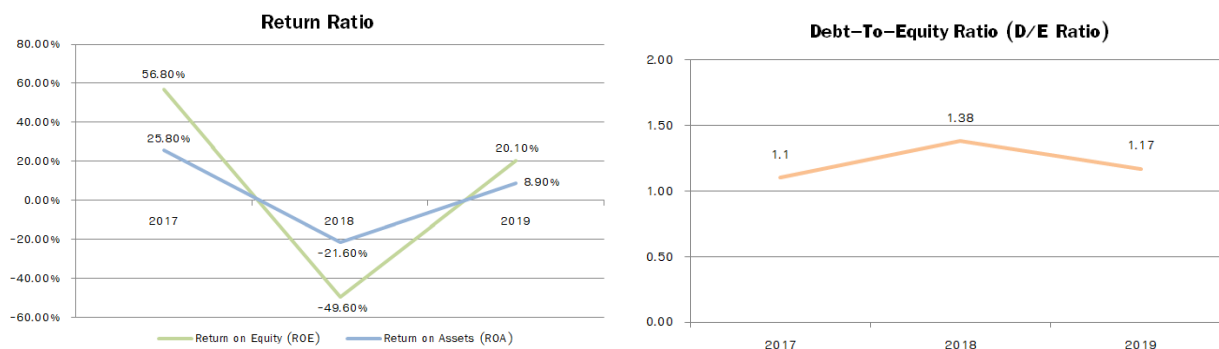
In the year 2019, the net profit of the Company is at Baht 31 million, representing a profit rate of 9% as follows:



For the main assets which increased from the non-current assets of the Company, the main assets at the moment consisted of caravans which have a book value at December 31, 2019 of Baht 95 million.



Meanwhile, the Return on Equity Ratio (ROE) and the Debt-to-Equity Ratio (D/E Ratio) remains at a similar rate as last year.



The moderator then informed the Meeting that this agenda was for acknowledgement only, thus, no voting was required.

### **Agenda 3** **To consider and approve the Company's financial statements for the accounting period ended December 31, 2019**

The Chairman invited Ms. Apsorn Wilartsakdanon, Chief Financial Officer, to report this agenda.

Ms. Apsorn Wilartsakdanon informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 112, and the Company's Articles of Association, Article 44, the Company was required to prepare its balance sheets and statement of income as of the ending of the Company's fiscal year and arrange for them to be audited by the auditor prior to the proposing of the financial statements for the shareholders' approval. The financial statements of the Company for the accounting period ended December 31, 2019 have been audited by the authorized auditors of AST Master Company Limited. The auditors have come to the conclusion that the financial statements of the Company, composed of the statement of financial position as of December 31, 2019, statement of comprehensive income, statement of the changes in equity, cash flow statement of the year then ended and note to the financial statements, and including the summary of the significant accounting policies, were all present fairly, in all material respects in accordance with the Thai Financial Reporting Standards and were approved by the Audit Committee on February 21, 2020 and sent to the shareholders, details of which are as shown in the document enclosed with the invitation to this Meeting.

The moderator then proposed the adoption of the Company's financial statements for the accounting period ended December 31, 2019. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstention).

### **Resolution**

The Meeting adopted the Company's financial statements for the accounting period ended December 31, 2019 by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	-	Vote	Not counted as votes		
Voided	-	Vote	Not counted as votes		

**Agenda 4**      **To consider and approve the omission of statutory reserve and dividend payment of 2019**

The Chairman invited Mr. Opas Cherdpunt, Chief Executive Officer, to report this agenda.

Mr. Opas Cherdpunt informed the Meeting that the Company has a policy to pay the annual dividend at not less than 40 percent of the net profit after the deduction of the corporate income tax and all kinds of reserves stipulated by the law. However, because the Company's operating performance of 2019 sustained a loss at a value of Baht 22.6 million, the Company then deemed appropriate to propose the Meeting to approve the omission of the distribution of net profit for the Company's operating performance for the accounting period ended December 31, 2019 as statutory reserve and approve the omission of the distribution of net profit for the accounting period ended December 31, 2019 as dividend payment.

The moderator then proposed the adoption of the omission of the distribution of net profit for the Company's operating performance for the accounting period ended December 31, 2019 as statutory reserve and approve the omission of the distribution of net profit for the accounting period ended December 31, 2019 as dividend payment. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstention).

**Resolution**      The Meeting adopted the omission of statutory reserve and dividend payment of 2019 by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000
Disapproved	-	Vote	Equivalent to	-
Abstained	-	Vote	Not counted as votes	
Voided	-	Vote	Not counted as votes	

**Agenda 5**      **To consider and approve the appointment of the Company's auditor and determination of the audit fee for 2020**

The Chairman invited Asst. Prof. Orathai Wanichdee, Chairman of the Audit Committee, to report this agenda.

Asst. Prof. Orathai Wanichdee informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 120 and the Notification of the Securities and Exchange Commission No. TorJor. 75/2561 Re: Rules, Conditions and Procedures

for Disclosure of Information relating to Financial Status and Operating Result of Listed Company (No. 14), each Annual General Meeting of the shareholders was required to annually appoint the Company's auditor and determine the audit fee. In appointing an auditor, the former auditor may be re-appointed, whereby the auditor who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm. As such, the Audit Committee deemed appropriate to propose the Meeting to appoint the auditors from AST Master Company Limited as the Company's auditor for the accounting period ended December 31, 2020 as follows:

1. Mr. Pradit Rodloithuk Certified Public Accountant No. 218 or
2. Ms. Nongram Laohaareedilok Certified Public Accountant No. 4334 or
3. Mrs. Pornthip Lerdthanongsak Certified Public Accountant No. 7633 or
4. Ms. Chamaporn Rodloithuk Certified Public Accountant No. 9211

The aforesaid auditors were the auditors who audited and gave opinion on the financial statements of the Company and Mr. Pradit Rodloithuk was the one who signed the financial statements of the Company from 2016 to 2019.

The Audit Committee has approved the audit fee of 2020 at Baht 1,000,000 and deemed appropriate to propose the Meeting for approval as follows:

Audit Fee	2020 (Proposed year)	2019
To audit annual financial statements	Baht 1,000,000	Baht 950,000
Other services (To review working papers)	-	-
<b>Total</b>	Baht 1,000,000	Baht 950,000

The moderator then proposed the adoption of the appointment of the Company's auditor and determination of the audit fee for 2020. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstention).

### **Resolution**

The Meeting adopted the appointment of the auditors from AST Master Company Limited as the Company's auditor for 2020 as follows:

1. Mr. Pradit Rodloithuk Certified Public Accountant No. 218 or
2. Ms. Nongram Laohaareedilok Certified Public Accountant No. 4334 or
3. Mrs. Pornthip Lerdthanongsak Certified Public Accountant No. 7633 or
4. Ms. Chamaporn Rodloithuk Certified Public Accountant No. 9211

The aforesaid auditors shall audit and give opinion on the financial statements of the Company and determined the audit fee for 2020 at Baht 1,000,000 by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	-	Vote	Not counted as votes		
Voided	-	Vote	Not counted as votes		

**Agenda 6**      **To consider and approve the election of the Company's directors to replace those due to retire by rotation**

The Chairman invited Mr. Opas Cherdpunt, Member of the Risk Management Committee, to report this agenda.

Mr. Opas Cherdpunt informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 20, at the first ordinary meeting in every subsequent year, one-third (1/3) of the directors, or, if their number is not a multiple of three, the number nearest to one-third (1/3), must retire from the office and the directors retiring by rotation may be nominated to be re-elected. The directors who have to resign from the Company by rotation in the first and second year after the registration of the Company shall be determined by drawing lots. As for the following years, the director who has been in position the longest shall retire. At this Meeting, there were 3 directors who were due to complete their terms as follows:

1. Mr. Tharathorn      Yuangbhandith      Director, Executive Director and Chief Operating Officer
2. Mr. Teerawat      Suwannapinij      Director, Executive Director and Chief Information Officer
3. Ms. Prapimpan      Lertsirisin      Director, Executive Director and Chief Marketing Officer

The Nomination and Remuneration Committee considered the qualification of the three (3) directors who were due to complete their terms and found that all of them possessed the knowledge, ability and well-rounded experience in the business sector which should be beneficial in the operation and management of the Company, and including having full qualifications without the possession of any prohibited characteristics pursuant to the Public Companies Limited Act B.E. 2535 and relevant notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand. Therefore, it is deemed appropriate to propose the Meeting to consider the re-election of the 3 retiring directors to be the Company's directors for another term, the details of which are as shown in the document enclosed with the invitation to this Meeting.

The moderator then proposed the approval of the appointment of the Company's directors to replace those due to retire by rotation. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes



(excluding the abstention). The voting shall be for the appointment of each director individually. In compliance with the principles of good governance, the three (3) directors who were due to complete their terms were invited to leave the meeting room so that the shareholders can consider and vote on this matter independently.

### **Resolution**

The Meeting adopted the appointment of the three (3) directors; namely, 1) Mr. Tharathorn Yuangbhandith, 2) Mr. Teerawat Suwannapinij and 3) Ms. Prapimpan Lertsirisin, who were due to complete their terms to become the Company's directors for another term by the following votes:

#### 6.1 Mr. Tharathorn Yuangbhandith

Approved	86,143,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	8,450,000	Vote	Not counted as votes		
Voided	-	Vote	Not counted as votes		

#### 6.2 Mr. Teerawat Suwannapinij

Approved	69,293,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	25,300,000	Vote	Not counted as votes		
Voided	-	Vote	Not counted as votes		

#### 6.3 Ms. Prapimpan Lertsirisin

Approved	89,372,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	5,221,000	Vote	Not counted as votes		
Voided	-	Vote	Not counted as votes		

### **Agenda 7**

#### **To consider and approve the remuneration of the directors for 2020**

The Chairman invited Mr. Opas Cherdpunt, Member of the Risk Management Committee, to report this agenda.

Mr. Opas Cherdpunt informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 90, and the Company's Articles of Association, Article 25, the Company's directors are eligible to receive remuneration from the Company as per the consideration and resolution of the shareholders' meeting. The remuneration of the director may be stipulated in the exact amount or by specifying particular criteria and can be stipulated from time to time or effective until the shareholders' meeting has determined a change of such resolution. The Company has stipulated the remuneration which has been constant from the beginning. However, because the Company has been affected by the COVID-19 outbreak, the Company has considered the deduction of the director's remuneration. The Nomination and Remuneration Committee has considered the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the directors and

comparing them with other businesses of the same industry and of similar size, and deemed appropriate to propose the Meeting to approve the remuneration of the directors for 2020 at not more than Baht 2,000,000 as follows:

The meeting allowance shall be equivalent to the meeting allowance of 2020 as follows:

<b>Position</b>	<b>Meeting Allowance per meeting in 2020 (Proposed Year)</b>	<b>Meeting Allowance per meeting in 2019</b>
<u>Board of Directors</u> - Chairman of the Board - Director	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
<u>Audit Committee</u> - Chairman of the Audit Committee - Member of the Audit Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
<u>Nomination and Remuneration Committee*</u> - Chairman of the Nomination and Remuneration Committee - Member the Nomination and Remuneration Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
<u>Risk Management Committee*</u> - Chairman of the Risk Management Committee - Member of the Risk Management Committee	Baht 15,000 Baht 10,000	Baht 15,000

\*In this regard, the directors who are involved with the management of the Company asked to not receive such remuneration for 2020.

The moderator then proposed the approval of the remuneration of the directors for 2020. In this regard, this agenda required an affirmative votes of not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

### **Resolution**

The Meeting adopted the approval of the remuneration of the directors for 2020 by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000
Disapproved	-	Vote	Equivalent to	-
Abstained	-	Vote	Equivalent to	-
Voided	-	Vote	Not counted as votes	

### **Agenda 8** **To consider and approve the amendment of the Company's Articles of Association**

The Chairman invited Ms. Apsorn Wilartsakdanon, Executive Director, to report this agenda.

Ms. Apsorn Wilartsakdanon informed the Meeting that in compliance with the Emergency Decree on Meeting by Electronic Medias B.E. 2563 which permits the holding of a meeting through electronic medias, the Company deemed appropriate to

propose the Meeting to approve the amendment of the Company's Articles of Association to comply with such regulations, in total of 3 clauses, as follows:

1. Section 5 Clause 27
2. Section 6 Clause 37 and 38

The details of the proposed amendment of the Articles of Association are as follows:

Current Articles of Association	Proposed amendments of Articles of Association
<p>Clause 27. In a meeting of the board of directors, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum. The chairman of the board shall preside over a meeting of the board of directors. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if there exists a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but is unable to perform the duty, the directors attending the meeting shall elect one among themselves to preside over the meeting.</p> <p>The decisions at the meeting shall be by majority of votes. Each director shall have one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the case of equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.</p>	<p>Clause 27. In a meeting of the board of directors, <b><u>either by attending in person or by electronic means</u></b>, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum. The chairman of the board shall preside over a meeting of the board of directors. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if there exists a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but is unable to perform the duty, the directors attending the meeting shall elect one among themselves to preside over the meeting.</p> <p>The decisions at the meeting shall be by majority of votes. Each director shall have one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the case of equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.</p>
<p>Clause 37. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less</p>	<p>Clause 37. In summoning a meeting of shareholders, <b><u>regardless of attending in person or by electronic means</u></b>, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the</p>

Current Articles of Association	Proposed amendments of Articles of Association
<p>than three (3) days prior to the date of the meeting.</p> <p>In this regard, the place of the meeting shall be in the locality in which the head office of the company is located or in a neighboring province determined by the board of directors.</p>	<p>notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. <b><u>In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</u></b></p> <p>In this regard, the place of the meeting shall be in the locality in which the head office of the company is located or in a neighboring province <b><u>or at other place determined by the board of directors or any person authorized by the board of directors, or the board of directors may determine that the meeting be held by electronic media.</u></b></p>
<p>Clause 38. In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>	<p>Clause 38. In the meeting of shareholders, <b><u>regardless of attending in person or by electronic means,</u></b> there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>

The moderator then proposed the approval of the amendment of the Company's Articles of Association. In this regard, this agenda required a supermajority votes of not less than

three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and were eligible to vote.

### **Resolution**

The Meeting adopted the amendment of the Company's Articles of Association by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	-	Vote	Equivalent to	-	
Voided	-	Vote	Not counted as votes		

### **Agenda 9**

#### **To approve the amendment of the Company's Memorandum of Association Clause 3 (Objectives)**

The Chairman invited Ms. Apsorn Wilartsakdanon, Executive Director, to report this agenda.

Ms. Apsorn Wilartsakdanon informed the Meeting that to make the objectives of the Company consistent with the current nature of its business operations, as well as its business in accordance with the Company's future plans, the Company deemed appropriate to propose the Meeting to approve the amendment of the objectives in certain part of Article 45 and 53 and to add 4 new objectives, from Article 57 to Article 60, totaling to 60 articles, as follows:

<b>Current objectives</b>	<b>Proposed amendments of objectives</b>
Clause 45. To operate business of organizing, managing, designing, conceptualizing, promoting, advertising, sourcing of rewards and food & beverages and providing security and felicitation services for all kinds of sport competitions, <b><u>especially marathons</u></b> .	Clause 45. To operate business of organizing, managing, designing, conceptualizing, promoting, advertising, sourcing of rewards and food & beverages and providing security and felicitation services for all kinds of sport competitions.
Clause 53. To operate business of rent, sub-renting, sale, and decoration, procurement, import for sale or rent, repair and maintenance of all kinds of vehicles for leisure activities, i.e. camper vans, bicycles and similar vehicles, including all kinds of equipment and spare parts.	Clause 53. To operate business of rent, sub-renting, sale, <b><u>interior design</u></b> and decoration, procurement, import for sale or rent, repair and maintenance of all kinds of vehicles for leisure activities, i.e. camper vans, bicycles and similar vehicles, including all kinds of equipment and spare parts.
-	Clause 57. To trade, purchase, sell, exchange, rent, repair and import of telephones, computers, electronic devices, electronic merchandises, including spare parts and components of such products.
-	Clause 58. To trade and sell of accommodation vouchers.

Current objectives	Proposed amendments of objectives
-	Clause 59. To trade, purchase, sell, exchange, rent, repair and import of wine coolers, cigar cellars, refrigerators, chillers, including spare parts and components of such products.
-	Clause 60. To trade, purchase, sell, exchange, rent, repair and import of motorcycles, electric motorcycles, toys, including spare parts and components of such products.

In addition, pursuant to the amendment of the Company's objectives, the Memorandum of Association Clause 3 shall also be revised as follows:

Current Memorandum of Association	Proposed amendments of Memorandum of Association
Clause 3. The objectives of the Company consist of 56 items, details as attached in Bor Mor Jor 002.	Clause 3. The objectives of the Company consist of 60 items, details as attached in Bor Mor Jor 002.

The moderator then proposed the approval of the amendment of the Company's Memorandum of Association Clause 3 (Objectives). In this regard, this agenda required a supermajority votes of not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and were eligible to vote.

### **Resolution**

The Meeting adopted the amendment of the Company's Memorandum of Association Clause 3 (Objectives) by the following votes:

Approved	94,593,200	Vote	Equivalent to	100.0000	%
Disapproved	-	Vote	Equivalent to	-	
Abstained	-	Vote	Equivalent to	-	
Voided	-	Vote	Not counted as votes		

### **Agenda 10. Other matters (if any)**

The Chairman invited Mr. Opas Cherdpunt, Chief Executive Officer, to report this agenda.

Mr. Opas Cherdpunt informed the Meeting about the works of the Company and the operating guidelines for the future. In July 2020, the Company organized an event called Thailand Mobile EXPO which was the first event that the Office of The Consumer Protection Board permitted to be held after the situation of the COVID-19 outbreak; the result of this event turned out successfully. In addition, the Company has organized a hybrid Thailand Mobile EXPO event and joined with *Shopee (Thailand) Company Limited and Lazada Company Limited* in issuing discount coupons valuing over Baht 7 million for shopping in such event.

Towards the end of 2020, the Company has been authorized to hold the Ultra Trail running event to which the attendees will still have to comply with the control measures to prevent the spread of COVID-19. For the recreational caravan vehicle business, the Company aimed to purchase more caravans so that it has 200 caravans in its possession. As of now, the Company has been providing service areas for caravans at Chiang Mai Province, Chiang Khan District, Ratchaburi Province, Nakhon Ratchasima Province, Chachoengsao Province, Pattaya, Rayong Province, Hua Hin District and Krabi Province by high occupation rate. In the future, the Company plans to create more service areas along the beach through entering into either profit sharing agreements or land lease agreements and to also allow the rent of land for activities purposes; for instance, paddling and recreational activities, and including expanding its services to areas across Thailand.

The Company has continued its work as the community administrator of Samsung and Acer. A new big project with Samsung is expected within this year. For the last quarter of the year, the Company has been authorized to organize the “Wonderfruit Festival” and “Big Mountain Music Festival” which are held annually. In the latest Wonderfruit Festival, the Company prepared 98 caravans for service with the render fee per caravan of Baht 70,000 and for Big Mountain Music Festival, the render fee per caravan is Baht 35,000. To elaborate, the service for rendering caravans for concert is expected to increase yearly. In addition, the Company has also provided caravans for TV shows and has modified some caravans into movable phone repair shops in accordance with the COVID-19 situation.

Furthermore, the Company has bidden for a travel project with the Tourism Authority of Thailand and the project is expected to come into light during October 2020.

Lastly, for the CSR project this year, the Company has manufactured and marketed face masks, where all profits were given to the Thai Red Cross Society.

After that, the moderator welcomed the shareholders and the proxies attending the Meeting to make inquiry or suggestion. The questions and answers are summarized as follows:

1. Mr. Piranat Chokwathana, a shareholder personally attending the Meeting, inquired about the work progress of the electrical motorcycle.

Answer: Mr. Opas Cherdpunt answered that the Company has held a meeting with Total Access Communication Public Company Limited and Forth Smart Service Public Company Limited before the business closure following the COVID-19 outbreak, where all three (3) investing companies, including the Company, agreed to take a hold on the operation of the electrical motorcycle. This was due to the possibility of the new law on electrical motorcycle tax, which shall take effect within this year. The investors agreed to wait for the law to become effective in order to make an efficient plan for the operation. The Company wishes to inform that the hold is only temporary and the operation on the other part has proceeded successfully.

2. Mr. Anupong Santawanon, a proxy of the Thai Investors Association, inquired about modifying caravans into accommodations; Is there a law that governed such modification and what are the protection measures in terms of the safety of the guests.

Answer: Mr. Opas Cherdpunt answered that all of the related supervisors and operators have had experience in the field of hotel management before. As such, the service areas will be equipped with security guards and maids who will be looking after the health and safety of the guests in that area. In addition, the Company has examined and verified that the depth of the sea and the level of danger in providing surf substation renting services are in compliance with the hotel standard. At the moment, there is no law that clearly specifies the limitation of modifying caravans into accommodation. Recreational caravans still cannot be categorized as hotels because a caravan is not a permanent building. In this regard, the laws on hotel management may not be directly applicable to this matter.

As there were no further questions, the moderator then invited the Chairman to give a closing address to the Meeting. The Chairman informed the meeting about the confidence that the Company will be able to recover from the loss as the nature of the business of the Company is the nature that can recover from losses faster than the other type of business.

After that, the Chairman then expressed his gratitude to the shareholders and proxies who attended the Meeting and declared the Meeting adjourned.

The Meeting was adjourned. at 15.00 hours.

Signed.....Chairman of the Board  
(Mr. Thanong Leeissaranukul)  
Director

Signed.....Meeting Recorder  
(Miss Apsorn Wilartsakdanon)  
Company Secretary





## Profiles of directors retiring by rotation and to be nominated for re-election as the Company's directors for another term



### 2. Mr. Kongphan Pramroj

**Age** 48 years                      **Nationality** Thai  
**Position** Director / Audit Committee member / Independent Director  
**Date of first appointment as a director** 21 February 2017  
**Number of year (s) as director** 4 years (as at 31 Dec 2020)  
**Date of latest appointment** 2 March 2018 (appointed by AGM 2018)  
**Terms of the company's directorship** (after transformation 9 Mar 2018)  
1 term  
**Position Nominated** Independent Director / Audit Committee member

**No. of meeting attendance in 2020** Board of Director 8/8 times (Equivalent to 100%)  
Audit Committee 4/4 times (Equivalent to 100%)

**Shareholding Percentage** (as at 31 Dec 2020) 300,000 shares (0.15%)

**Education** Master's Degree of Business Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University  
Bachelor's Degree of BSC Industrial Design, Brunel University, London

**Governance Training with Thai Institute of Directors (IOD)** Director Accreditation Program (DAP) 137/2017

### Work Experience for the Past 5 years

- <b>Listed Company</b>	2017 – Present	Director / Audit Committee member M Vision Public Company Limited
- <b>Non-Listed Company</b>	2008 – Present	Director of Bangkok Business Challenge, Sustainability & Entrepreneurship Center, Sasin Graduate Institute of Business Administration of Chulalongkorn University
	2008 – Present	Director, Bike Zone Company Limited
	2016 – Present	Director, Born Free To Tri Company Limited
	2017 – Present	Director, Bangkok Get Fit Company Limited

**Positions in Other Listed Companies** – None –

**Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)** – None –

**Family relationship with executive or controlling person of the Company or its subsidiary company** – None –

**Director's prohibited qualifications** – None –

**Criminal offense record during the past 10 years** – None –

**Having the interests in the Company that may have conflicts at present or in the past 2 years**

1. Being Director who takes part in managing business operation, employee, staff, or advisor who receives a regular salary or fee - None -
2. Being professional advisor (such as auditor, lawyer) - None -
3. Having the significant business relations that may affect independent performing of duty - None -

## Profiles of directors retiring by rotation and to be nominated for re-election as the Company's directors for another term



### 3. Miss. Apsorn Wilartsakdanon

**Age** 42 years                      **Nationality** Thai

**Position** Director / Executive Director / Risk management committee member / Chief Financial Officer / Company Secretary

**Date of first appointment as a director** 21 February 2017

**Number of year (s) as director** 4 years (as at 31 Dec 2020)

**Date of latest appointment** 2 March 2018 (appointed by AGM 2018)

**Terms of the company's directorship** (after transformation 9 Mar 2018)  
1 term

**Position Nominated** Director / Executive Director / Risk management committee member / Chief Financial Officer / Company Secretary

**No. of meeting attendance in 2020** Board of Director 8/8 times (Equivalent to 100%)  
Executive Committee 12/12 times (Equivalent to 100%)  
Risk Management Committee 4/4 times (Equivalent to 100%)

**Shareholding Percentage** (as at 30 Dec 2020) 700,000 shares (0.35%)

**Education** Master's Degree of Accounting, Chulalongkorn University  
Bachelor's Degree of Accounting, Thammasart University  
Bachelor of Laws, Sukhothai Thammathirat Open University

**Governance Training with Thai Institute of Directors (IOD)** Director Accreditation Program (DAP) 136/2017

### Work Experience for the Past 5 years

<b>Listed Company</b>	2017 – Present	Executive Director / Risk management committee member / Chief Financial Officer / Company Secretary M Vision Public Company Limited
<b>- Non-Listed Company</b>	2011 – 2016	Senior Manager, EY Office Limited
	2011 – Present	Partner, Chaingmai Chai Lee Chan Limited Partnership
	2013 – Present	Partner, Dechchadanon Limited Partnership
	2019 – Present	Director, Multitech Expert Company Limited

**Positions in Other Listed Companies** – None –

**Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)** – None –

**Family relationship with executive or controlling person of the Company or its subsidiary** – None –

**Director's prohibited qualifications** – None –

**Criminal offense record during the past 10 years** – None –



(F 53-4)

Enclosure 4

Capital Increase Report Form  
M Vision Public Company Limited  
March 12, 2021

We, M Vision Public Company Limited (the Company, would to hereby report the resolutions of Board of Directors's Meeting No. 3/2021, held on March 12, 2021, relating to the issuance and offering of warrants, the capital increases and the allotment of the newly issued ordinary shares, details are as follows:-

1. Capital increase

The Board of Directors's meeting resolved to approve the increase of the Company's registered capital in the amount of Baht 50,000,000 from the former registered capital of Baht 100,000,000 to a new registered capital of Baht 150,000,000 by issuing newly issued ordinary shares of 100,000,000 shares at the par value of Baht 0.50 per share. Details of the capital increase are as below:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the proceeds	Ordinary	100,000,000	0.50	50,000,000
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of newly issued shares:

The Board of Directors' Meeting resolved to allot the newly issued ordinary shares ordinary shares of 100,000,000 shares at the par value of 0.50 Baht per share, details are as follows:-

2.1 Specific purpose of utilizing the proceeds

Allotted to	Number of shares (shares) (Not exceeding)	Ratio (old : new)	Sale price (Baht per share)	Subscription and payment period	Note
(a) To be reserved for the exercise of warrants to purchase the newly issued ordinary shares of the Company No.1 ("Warrant (MVP-W1)") for the issuance and offering to the existing shareholders	100,000,000	- The ratio of 2 existing shares : 1 unit of warrant - The exercise ratio is 1 unit of warrant having the right to purchase 1 newly issued ordinary share.	0.00	Allot to existing shareholders with no offering price (Details as in Remarks 1).	Exercise Price at Baht 1.20 per share

Remarks 1:

Board of Directors's Meeting No.3/2021, held on March 12, 2021, resolved to propose to the Annual General Meeting of Shareholders for 2021, which will be held on April 30, 2021, to consider and approval the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)") amounting not exceeding 100,000,000 units to the existing shareholders of the Company according to the shareholding proportion (Rights Offering) without charge of the offering value (Baht 0.00) at the ratio of 2 existing ordinary shares per 1 unit of warrant.

In this regard, the Board of Directors or the Chief Executive Officer and/or any other person appointed and assigned by the Board of Directors or the Chief Executive Officer shall be authorized to determine or change details and conditions as necessary for and/or in connection with the issuance and allotment of Warrant (MVP-W1) in all respects, including the power to take any relevant or necessary actions as appropriate to ensure the successful issuance and offering of this warrant, subject to the requirements of applicable laws and the scope of approval by the Annual General Meeting of Shareholders, the details of which includes, but is not limited to

- (a) preparation of the terms and conditions of warrants, including determination of details relating to the issuance and offering of warrants, etc.;
- (b) provision of information, contact, preparation, execution, delivery, submission of documents as necessary for or in connection with the issuance and offering of warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce and other relevant authorities or persons;
- (c) listing of warrants and ordinary shares arising from the exercise of warrants on the Stock Exchange of Thailand;
- (d) appointment of sub-attorney-in-fact to have the power to take any actions as necessary and appropriate in relation to the issuance and offering of warrants to ensure the successful issuance and offering of warrants in all respects;
- (e) registration for change of the paid-up capital with the Department of Business Development, Ministry of Commerce, with the power to take all necessary actions in accordance with the Registrar's order to complete the registration;
- (f) scheduling and change of the record date to determine the list of shareholders entitled to be allocated with warrants.

## **2.2 The Company's action in case there are fraction of shares remaining**

Any fraction shall be disregarded. In this regard, the warrants have remained from the allotment, there will be cancelled by the Company. Therefore, the final outstanding balance of the warrants will be equal to the number of the warrants duly allotted to the existing shareholders.

**3. Schedule the date of a shareholders' meeting to approve the capital increase and the allotment of the newly issued shares**

The Annual General Meeting of Shareholders for 2021 is scheduled to be held on April 30, 2021 at 14.00 hours at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120. The list of eligible shareholders who are entitled to attend the Annual General Meeting of Shareholders for 2021 (Record Date) is scheduled on March 31, 2021.

**4. Approval of the capital increase / the allotment of the newly issued shares by relevant governmental agency and conditions thereto (if any)**

4.1 The Company must obtain approval from the Annual General Meeting of Shareholders for 2021.

4.2 The Company shall register the increase of its registered capital and paid-up capital, including the amendment of the Company's Memorandum of Association relating to the registered capital with the Department of Business Development, Ministry of Commerce.

4.3 The Company must obtain approval from the Stock Exchange of Thailand for listing the Warrant (MVP-W1) to be allotted to the existing shareholders and the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand or the Market for Alternative Investment in accordance with the applicable rules and regulations.

**5. Objectives of the capital increase and plans for utilizing proceeds from the capital increase**

Due to the uncertainty of the domestic and oversea economic situations and various negative factors in many parts such as the virus epidemic situation and the air pollution situation etc., causing domestic consumption to decrease and affecting revenues and cash flow of the Company. And the Company is continuing to expand to new business., including investment plan in the future. Therefore, it is necessary to supply additional sources of funding, the Company has issued this warrants and newly issued ordinary shares for expanding its business and/or investment in new project, including increase in liquidity and cash flow, partial repayment of loans, strengthen its capital base for operation in the future. It will bring more income and which is expected in better profitability, there are beneficial to the Company and the Company's shareholders.

**6. Benefits which the Company will receive from the capital increase/ the allotment of the newly issued shares**

To increase in the strengthen on financial structure of the Company and to have sufficient amount of cash flow for the operation and expansion of the business in the future.

**7. Benefits which shareholders will receive from the capital increase/ the allotment of the newly issued shares**

**7.1. Dividend policy**

The Company has a policy to pay dividend of not less than 40% of net profit after tax and all provisional reserves required by law and by the Company. The dividend payment is subject to any effect of normal business operation significantly. However, such dividend payment is subject to change depending on the operation result and financial status of the Company, liquidity, business expansion plans, necessity, and suitability in the future, including other factors related to the Company's management for which the Board of Directors and/or shareholders deem appropriately. Such actions must maximize the most beneficial to shareholders.

## 7.2. Shareholder's right

The Warrant (MVP-W1)'s holder who exercises the right to purchase new ordinary shares of the Company will become the Company's shareholder upon the completion of registration of the Company's paid-up capital with the Department of Business Development.

## 8. Other details necessary for shareholders' consideration in approving the capital increase / allotment of newly issued shares

Please refer to the conditions and further details in detailed summary of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No. 1 (MVP-W1) to be allotted to the Company's existing shareholders, according to Enclosure 5.

## 9. Schedule of action of the Board of Directors passes a resolution approving the capital increase or allotment of new shares

No	Procedures	Day/Month/Year
1	The Board of Directors' Meeting resolved to approve the issuance and offering of warrants, the capital increases and the allotment of the newly issued ordinary shares	March 12, 2021
2	Notifying the resolutions of the Board of Directors' meeting to the Stock Exchange of Thailand (SET)	March 12, 2021
3	The record date to determine the list of eligible shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2021	March 31, 2021
4	The date of the Annual General Meeting of Shareholders for the year 2021	April 30, 2021
5	The Registration of capital increase at Ministry of Commerce	Within 14 days from the date of the Annual General Meeting approved
6	The record date to determine the list of eligible shareholders who are entitled to have the right to receive the Warrant (MVP-W1)	May 24, 2021
7	The issuance date of Warrant (MVP-W1) and the allotment to eligible shareholders	To be confirmed by assigning to the Board of Directors and/or Chief Executive Officer and/or the person appointed and delegated by the Board of Directors and/or Chief Executive Officer, according to the resolution of the Annual General Meeting of Shareholders, shall be authorized to determine.



The Company certifies that the information contained in this report is accurate and complete in all respects.

Yours Sincerely,

M Vision Public Company Limited



(Mr. Thanong Leeissaranukul)  
Chairman of the Board of Directors



(Mr. Opas Cherdpant)  
Chief Executive Officer



(Mr. Teerawat Suwanpinij    Mr. Tharathorn Yuangbhandith)  
Director with authority to sign on behalf of the Company



Detailed summary of warrant for purchase of the newly issued ordinary shares of  
M Vision Public Company Limited No.1 (MVP-W1)  
which allotted to the existing shareholders

1. Preliminary details of the issuance and offering of warrants to the existing shareholders according to the shareholding proportion

Items	Details
Type of Securities	Warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)
Type of warrants	Warrant in type of the name of holder specified and transferable
Number of warrant issued and offered	100,000,000 units
Number of the newly issued ordinary share to be reserved for the exercise of warrants	100,000,000 shares at par value of Baht 0.50 per share or representing of 50.00 percent of the total issued shares of the Company amounting 200,000,000 shares
Allocation method	<ul style="list-style-type: none"><li>- allot to the Company’s existing shareholders at the ratio of 2 existing ordinary shares per 1 unit of warrant. In case there are any fraction from the calculation, such fraction shall be disregarded.</li><li>- determine the list of eligible shareholders who are entitled to have the right to receive Warrant (MVP-W1) is scheduled on May 24, 2021</li><li>- In case, there are warrants remained from the allotment, the remainders will be disregarded by the Company (if any). Therefore, the final outstanding balance of the warrants will be equal to the number of the warrants duly allotted to the existing shareholders.</li></ul>
Offering price of warrant	without charge (Baht 0.00)
Exercise ratio	1 unit of warrant shall be entitled to purchase 1 newly issued ordinary share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the adjustment of the rights)
Exercise price	Baht 1.20 per share (unless the exercise ratio is otherwise adjusted pursuant to the conditions for the adjustment of the rights)

Items	Details
Date of issuance of warrant	To be confirmed by assigning to the Board of Directors and/or Chief Executive Officer and/or the person appointed and delegated by the Board of Directors and/or Chief Executive Officer, according to the resolution of the Annual General Meeting of Shareholders, shall be authorized to determine.
Term of warrant	2 years from the date of issuance of Warrant (MVP-W1)
Exercise date and exercise period	A Warrant (MVP-W1)'s holder shall be entitled to exercise its right to purchase the newly issued ordinary shares for the first time within 6 months period from the date of issuance. After the first date of exercise, the exercise date shall be on the last business day of June and December throughout the term of Warrant (MVP-W1). In the event that any exercise date does not fall on a business day of the Company, the exercise date will be scheduled to the business day before such exercise date. The last exercise date shall be the day on which 2 years have passed from the date of issuance. In the event that such date does not fall on a business day, it will be the preceding business day prior to such an exercise date
Intention of exercise notification period	A Warrant (MVP-W1)'s holder who wishes to exercise its rights to purchase the newly issued ordinary shares of the Company shall notify the intention to exercise its right during 9.00 to 15.30 hours of any business day within 5 business days prior to each exercise date except the last exercise date which the warrant holders shall notify such intention within 15 days prior to the last exercise date.
Inability to cancel the exercise notice	When the holder of Warrant (MVP-W1) has given the exercise notice to purchase the newly issued ordinary shares under its warrant, such exercise notice may not be cancelled.
Conditions for the adjustment of the rights	In order to ensure that the benefits of the Warrant (MVP-W1)'s holder is not less than its existing entitlements, the Company shall have to proceed to adjust the exercise price and the exercise ratio, throughout the term of Warrants (MVP-W1), pursuant to the conditions for the adjustment of rights upon the occurrence of any of the events stipulated in the terms and conditions of warrants, as prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying

Items	Details
	<p>Shares, or any other similar events such as</p> <p>(a) When the Company changes the par value of the Company's shares resulting from the amalgamation or splitting of shares;</p> <p>(b) When the Company issues and offers the new shares at a low price;</p> <p>(c) When the Company issues and offers any new securities, which the security holders are entitled to exercise the rights to convert such securities to an ordinary share or exercise the rights to purchase an ordinary share e. g. convertible debentures or warrants at a low price;</p> <p>(d) When the Company pays dividends, in whole or in partial, by way of issuing new shares to shareholders;</p> <p>(e) When the Company pays dividends in an amount exceeding 80 percent of net profit after tax and all provisional reserves required by law and by the Company during the term of Warrant (MVP-W1);</p> <p>(f) Any other similar events to clauses (a) through (e) that results in any benefits, of the warrant holders are entitled upon the exercise of Warrant (MVP-W1), will be prejudiced.</p> <p>Remark: The exercise price adjustment shall not be decreased until the exercise price is lower than the par value.</p>
Warrant registrar	Thailand Securities Depository Company Limited or any person duly appointed to substitute as the registrar of Warrant (MVP-W1).
Secondary market of warrant	The Company shall list Warrant (MVP-W1) as listed securities on the Stock Exchange of Thailand.
Secondary Market of the newly issued ordinary shares from the exercise of warrant	The Company shall list the newly issued ordinary shares from the exercise of Warrant (MVP-W1) as the listed securities on the Stock Exchange of Thailand.
Other conditions	The Board of Directors or the Chief Executive Officer and/ or any other person appointed and assigned by the Board of Directors or the Chief Executive Officer shall be authorized to determine or change details and conditions as necessary for and/ or in connection with the issuance and allotment of Warrant (MVP-W1) in all respects, including the power to take any relevant or necessary actions as appropriate to ensure the successful issuance and

Items	Details
	<p>offering of this warrant, subject to the requirements of applicable laws and the scope of approval by the Annual General Meeting of Shareholders, the details of which includes, but is not limited to:</p> <ul style="list-style-type: none"> <li>(a) preparation of the terms and conditions of warrants, including determination of details relating to the issuance and offering of warrants, etc.;</li> <li>(b) provision of information, contact, preparation, execution, delivery, submission of documents as necessary for or in connection with the issuance and offering of warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce and other relevant authorities or persons;</li> <li>(c) listing of warrants and ordinary shares arising from the exercise of warrants on the Stock Exchange of Thailand;</li> <li>(d) appointment of sub-attorney-in-fact to have the power to take any actions as necessary and appropriate in relation to the issuance and offering of warrants to ensure the successful issuance and offering of warrants in all respects;</li> <li>(e) registration for change of the paid-up capital with the Department of Business Development, Ministry of Commerce, with the power to take all necessary actions in accordance with the Registrar's order to complete the registration;</li> <li>(f) scheduling and change of the record date to determine the list of shareholders entitled to be allocated with warrants.</li> </ul>

## 2. Purpose of Issuance of Newly Issued Shares and Plan for Use of Proceeds

Due to the uncertainty of the domestic and oversea economic situations and various negative factors in many parts such as the virus epidemic situation and the air pollution situation etc., causing domestic consumption to decrease and affecting revenues and cash flow of the Company. And the Company is continuing to expand to new business., including investment plan in the future. Therefore, it is necessary to supply additional sources of funding, the Company has issued this newly issued ordinary shares for expanding its business and/or investment in new project, including increase in liquidity and cash flow, partial repayment of loans, strengthen its capital base for operation in the future. It will bring more income and which is expected in better profitability, there are beneficial to the Company and the Company's shareholders.

However, the number of newly issued ordinary shares to be exercised by Warrant (MVP-W1) and actual payments may be less than the number of shares intended to be offered by the Company, and as such, the Company may receive less proceeds than planned, in which case, the Company's plan for use of proceeds may be different from the plan for use of proceeds as specified above.

### 3. Dilution effect to the shareholders from the issuance and offering warrants to the existing shareholders

Effects from the issuance of newly issued ordinary shares to accommodate the exercise of Warrant (MVP-W1) are described below.

#### 3.1. Control Dilution

Scenario	Exercise rights	Effect
1	All existing shareholders fully exercise their rights under Warrant (MVP-W1) amounting 100,000,000 units and there are no other persons who are not an existing shareholder exercise their rights under Warrant (MVP-W1).	Equal to zero due to the existing has subscribed the new issued ordinary share allotted to existing shareholder proportionately to shareholding and has also exercised the right of Warrant (MVP-W1) in full amount.
2	The existing shareholders are not exercise their rights under Warrant (MVP-W1), but there are other persons who are not an existing shareholder fully exercise their rights under Warrant (MVP-W1) amounting 100,000,000 units.	<p>The existing shareholders are not exercise their rights under Warrant (MVP-W1), but there are other persons who are not an existing shareholder fully exercised their rights under the Warrant (MVP-W1) amounting 100,000,000 units. It will be affected to the decreasing of profit-sharing or control dilution by 33.33 percent as per the following calculation detail.</p> $\text{Control Dilution} = \frac{\text{Number of shares to accommodate MVP-W1}}{(\text{Number of paid-up shares} + \text{Number of shares to accommodate MVP-W1})}$ $= \frac{50,000,000}{(100,000,000 + 50,000,000)}$ $= 33.33\%$

### 3.2. Price Dilution

Due to the exercise price of Warrant (MVP-W1) equals to Baht 1.20 per share which is below than market price of Baht 1.33 per share, the price dilution equals to 3.01% with calculation details as follows:

$$\text{Price Dilution} = \frac{\text{Pre-offering market price} - \text{Post-offering market price}}{\text{Pre-offering market price}}$$

Pre-offering market price = Baht 1.33 per share calculated by using the weighted average market closing price of the Company's shares in the Stock Exchange of Thailand for past 15 consecutive business days prior to the date of the Board of Directors' s Meeting No. 3/2021 on March 12, 2021 ( between 18 February 2021 – 11 March 2021) (Data from SETSMART of the Stock Exchange of Thailand).

$$\begin{aligned} \text{Post-offering market price} &= \frac{(\text{Market price} \times \text{Number of paid-up shares}) + (\text{Exercise price} \times \text{Number of shares received after conversion})}{\text{Number of Paid-up shares} + \text{Number of offered shares}} \\ &= \frac{(1.33 \times 200,000,000) + (1.20 \times 100,000,000)}{(200,000,000 + 100,000,000)} \\ &= 1.29 \end{aligned}$$

$$\begin{aligned} \text{Thus, Price Dilution} &= \frac{(1.33 - 1.29)}{1.33} \\ &= 3.01\% \end{aligned}$$

### 3.3. Earnings per Share Dilution

There will be no earnings per share dilution due to deficits presented in the Company's statement of comprehensive income for the year ended 31 December 2020, coupled with the company's remaining accumulated losses and its earnings per share is negative (negative EPS).

## 4. Opinions of the Board of Directors on the capital increase

### 4.1. Reasons and necessity of the capital increase

The Board of Directors is of the opinion that it is necessary for the Company to increase its registered capital and issue newly issued ordinary shares to accommodate the exercise of Warrant (MVP-W1) for offering to the existing shareholders in proportion to their shareholding percentage (Rights Offering) on this occasion because the Company plans to use such proceeds from the offering of newly issued shares for the purposes as described in Item 2 above.

#### **4.2. Feasibility of the plan for use of proceeds from the share offering**

The Company expects to issue newly issued ordinary shares to accommodate the exercise of Warrant (MVP-W1) for a term of 2 years from the issuance date of Warrant (MVP-W1), and the Company will use such proceeds from the capital increase for the purposes as described in Item 2 above.

#### **4.3. Reasonableness of the capital increase, plan for use of proceeds from the share offering and projects to be implemented, and adequacy of funding source in respect of the proceeds from the share offering**

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares to accommodate the exercise of Warrant (MVP-W1) on this occasion are justifiable, reasonable and in the best interest of the Company and all shareholders since the Company plans to use the proceeds from this fundraising for the purposes as described in Item 2 above.

Should the shareholders exercise their rights to purchase newly issued ordinary shares under Warrant (MVP-W1) in full, the Company would be able to raise up to approximately Baht 120 million whereby the Company plans to use such proceeds from the exercise of right to purchase of newly issued shares as its working capital or to support its business expansion in the future.

#### **4.4. Potential impact on the Company's business operations, financial position and operating results from the capital increase and the implementation of the plan for use of proceeds or projects**

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares to accommodate the exercise of Warrant (MVP-W1) are in accordance with the Company's plan to secure its funding source, so as to enable the Company to use such proceeds from the capital increase for the purposes as described in Item 2 above. Such arrangements as mentioned above will be beneficial to the Company by continuously generating cash flow and profits in the future without any negative impact on the Company's business operations, financial position and operating results.

### **5. Certification of the Board of Directors on the Capital Increase**

In the event where any director of the Company fails to perform his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such failure by action or inaction in the performance of his/her functions has caused damage to the Company, the Company may claim damages from such director. If the Company does not claim such damages, the shareholders, holding among them in aggregate not less than 5 percent of all issued and sold shares, may give notice to the Company to proceed with such claim, failing which, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended).



In addition, should such failure by action or inaction in the performance of his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in this capital increase, have caused any director, executive or related persons to derive any undue benefits, the Company may take legal actions against such director be held liable to return such benefits to the Company, or the shareholders, holding among them in aggregate not less than 5 percent of all votes in the Company, may give notice to the Company to do so, failing which within 1 month from the date of receipt of such notice, the shareholders may take legal actions to recover those benefits from such directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Company hereby certifies that the information in this report is correct and complete in all respects.

Please be informed accordingly

Yours Sincerely,

M Vision Public Company Limited



(Mr. Thanong Leeissaranukul)

Chairman of the Board of Directors



(Mr. Opas Cherdpunt)

Chief Executive Officer



**Documents to be presented on the Meeting Date**

Participants are requested to present the following documents (as the case may be) before attending the Meeting:

**1. Self-Attending**

## 1.1 Individual

- (1) Registration form which is signed by the shareholder; and
- (2) Valid official document issued by government authorities, e.g. identification card, government officer identification card, driver license or passport, including evidence of name or last name's change (if any)

## 1.2 Juristic Person by Juristic Person Representative (Authorized Director)

- (1) Registration form which is signed by the juristic person representative (Authorized Director) attending the meeting;
- (2) Copy of an affidavit of the shareholder which is a certified true copy by the juristic person representative (Authorized Director) showing that the juristic person representative (Authorized Director) attending the meeting has the authority to act on behalf of the juristic shareholder; and
- (3) A valid official document issued by government authorities of the juristic person representative (Authorized Director) as specified in clause 1.1 (2)

**2. Proxy**

## 2.1 Individual

- (1) Registration form which is signed by the proxy attending the meeting;
- (2) The proxy form (either Form A or Form B), correctly and completely filled in and signed by the grantor and the proxy;
- (3) Copy of valid official document issued by government authorities of the grantor as specified in clause 1.1 (2) which is a certified true copy by the grantor; and
- (4) Valid official document issued by government authorities of the proxy as specified in clause 1.1 (2).

## 2.2 Juristic Person

- (1) Registration form which is signed by the proxy;
- (2) The proxy form (either Form A or Form B), correctly and completely filled in and signed by the authorized person (Authorized Director) as the grantor and the proxy. In case of the person who signed the proxy form not being authorized director as specified in the affidavit, the participant shall prepare the power of attorney showing that the participant has the authority to attend the meeting and cast the vote on behalf of the juristic shareholder. All complete power of attorneys must be made uninterruptedly;

- (3) Copy of an affidavit of the shareholder which is a certified true copy by the authorized person of the juristic shareholder and the power of attorney (if any) showing that the person who signs the proxy form as the grantor has the authority to act on behalf of the juristic shareholder;
- (4) Copy of valid official document issued by government authorities of the authorized person as specified in clause 1.1 (2) which is a certified true copy by the said authorized person; and
- (5) Valid official document issued by government authorities of the proxy as specified in clause 1.1 (2).

**3. For Foreign Investor appointing the Custodian in Thailand to be a share depository and share keeper**

- (1) Registration form which is signed by the proxy attending the meeting;
- (2) The proxy form (Form C), correctly and completely filled in and signed by the grantor and the proxy;
- (3) Documents as specified in clause 1.2 or clause 2.2;
- (4) Power of Attorney from the foreign investor authorizing custodian to sign the proxy form on his or her behalf; and
- (5) Letter certifying that the person signing the proxy form is authorized to operate custodian business

In case the original documents are not in English, an English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of juristic person.

**Notes:**

- (1) The Proxy Form must be affixed with Baht 20 stamp duty, crossed and the date on which such proxy is made.
- (2) In case the grantor is a juristic person registered in a foreign country, a copy of affidavit of juristic person issued by a government agency in the country of the juristic person's residence must be presented. The affidavit must specify details regarding the name of the juristic person, the authorized signatory, conditions or restrictions of the authorized signatory and the location of the principal office. The aforementioned affidavit must be notarized by a notary public or a government authority for no more than 3 months.
- (3) Regarding the foreign juristic person, non-English original documents must be accompanied by an English translation. The translation must also be certified by the representative of the juristic person.

**Voting Criteria****General Agenda**

1. Voting in each agenda shall be done openly, in which one (1) share shall be counted for one (1) vote. Shareholder or proxy shall have only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the custodian).
2. In case of proxy:
  - 2.1 The proxy shall vote in accordance with the determination given by the grantor as specified in the proxy form. Any vote of the proxy which is not in accordance with the proxy form shall be deemed invalid and shall not be counted as the vote of the shareholder.
  - 2.2 In case the grantor does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the proxy form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

**Agenda on Election of Directors**

In accordance with Article 19 of the Company's Articles of Association, shareholder or the proxy shall be entitled to cast one (1) vote for each share and the procedures for the election of directors shall be as follows:

1. Each shareholder may exercise all the votes to elect one or several persons as director(s). In case of election of several persons as the directors, the votes shall not be distributed to any person unequally.
2. The appointment of the directors shall be made to persons receiving the highest votes, respectively, according to the number of directors to be appointed at the Meeting. In the event of an equality of the votes, which would result in an excess of the number of directors to be appointed at the Meeting, the Chairman of the Meeting shall have a casting vote.

**Voting Procedures for Each Agenda**

The Chairman shall inform the Meeting details of voting in accordance with the following procedures:

1. The Chairman shall propose the Meeting to vote in each agenda by asking each time whether there is any shareholder who disapproves or abstains.
2. In case of shareholder's disapproval or abstention, shareholder or proxy shall raise their hand (except for secret voting). The rest shall be regarded as approving by not raising their hands. Shareholder or proxy shall have only one vote for approval, disapproval or abstention. (Except for the vote of custodian for which the allocation of the vote is allowed as specified in the proxy form).

**Resolution of the Meeting** shall consist of the votes as follows:

- General agenda, the resolution shall be passed by a simple majority vote of the shareholders attending the meeting and casting and casting their votes
- Other agenda, which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association, which the Chairman shall make known to the Meeting before voting in each agenda.
  1. In the event of an equality of the votes, the Chairman of the Meeting shall have a casting vote.
  2. A shareholder who has any special interest in any resolution, except for voting on the election of Directors, is not allowed to vote for such resolution. A shareholder having special interest in the resolution or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.

### **Counting and Announcement of the Votes**

Prior to each agenda, the Chairman shall inform the Meeting of the method of vote counting. The counting of votes for each agenda shall be made from the voting of shareholders or proxies present at the Meeting with the right to vote. The Chairman would request shareholders or proxies who wish to disapprove or abstain from voting on each agenda item to indicate their votes by raising their hands and marking on the ballots. The total votes cast in disapproval or abstention, as well as the invalid ballots (if any), shall be deducted from the total number of votes of the shareholders attending the Meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of every agenda shall be made known to the Meeting before the Meeting is adjourned.

A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballot, such as having more than one (1) marked box on the ballot or there are split votes (except for the case of custodian) or there is no countersign on the ballot where changes of votes are made.

**Articles of Association  
of  
M Vision Public Company Limited  
(with respect to the meetings of shareholders)**

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**CHAPTER 5  
Board of Directors**

Article 18. There shall be board of directors of the Company to operate the Company's business, which shall consist of not less than five (5) directors. Not less than half (1/2) of all directors shall have residence in the Kingdom of Thailand. All of the Company's directors shall have the qualifications as prescribed by laws

A director need not be a shareholder of the Company.

Article 19. The board of directors shall be elected by a shareholders meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for each share
- (2) Each shareholder shall use all votes that they have as per (1) above to elect one or more directors. No cumulative voting shall be permitted in the case of electing several directors.
- (3) The persons receiving the most votes in their respective order of the votes shall be elected as directors in the number equal to the number of the directors required or to be elected at that time. In the event of any equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors at that time, the chairman shall have casting vote.

Article 20. At every annual general meeting, one-third (1/3) of the number of the directors shall vacant office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from office.

A retiring director is eligible for re-election.

The retirement of directors during the first and second years following the registration of the Company shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire.

Article 23. A meeting of shareholders may pass a resolution removing any director from office prior to the expiration of the term, with the votes of not less than three-fourths of the number of shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half of the number of shares held by the shareholders present at the meeting and entitled to vote.

Article 25. Directors are entitled to receive remuneration from the Company in accordance with the consideration and a resolution by a shareholders meeting. The remuneration may be

determined in a certain amount or set out as a specific guideline to be applicable either from time to time or to take effect until otherwise amended by a resolution of a shareholders meeting. Directors shall also be entitled to receive allowances and welfare in accordance with the regulations of the Company.

The provision under paragraph one is without prejudice to the rights of employees or workers of the Company who have been elected as directors to receive remuneration and benefits in their position as an employee or worker of the Company.

## **CHAPTER 6**

### **General Meeting of Shareholders**

Article 36. The board of directors shall convene an annual general meeting of shareholders within four (4) months from the end of every fiscal year of the Company.

Any shareholders' meetings in addition to the meeting under the first paragraph shall be called an extraordinary general meeting. The board of directors may call the extraordinary general meeting any time as the board of directors deems appropriate.

One shareholder or several shareholders who have the shares not less than ten percent of the total number of issued shares may subscribe their names to send notice requesting the board of directors to convene an extraordinary general meeting of shareholders at any time with specific agenda and reasons for such request in the notice. In such case, the board of directors must arrange a meeting of shareholders within forty-five days from the date of receipt of such notice.

In event that the board of directors does not hold the meeting within the said period under the third paragraph, the shareholders who subscribe their names or other shareholders, holding shares equivalent to the prescribed amount, may convene such meeting within forty-five days from the completion of such period under the third paragraph. In such case, it shall be deemed that the board of directors arranges the shareholders meeting and the Company is responsible for expenses arising from such meeting as appropriate.

At any meeting of shareholders which was convened by such shareholders under the fourth paragraph, if the number of the shareholders present is insufficient to form a quorum as stipulated, the shareholders under the fourth paragraph shall be responsible for expenses incurred for holding the meeting to the Company.

Article 37. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. In a case where such meeting will be held by electronic media, the Company may send notice of meeting and supporting documents by electronic mail.



In this regard, the place of the meeting shall be in the locality in which the head office of the Company is located or in a neighboring province or at other place determined by the board of directors or any person authorized by the board of directors, or the board of directors may determine that the meeting be held by electronic media.

Article 38. In the meeting of shareholders, regardless of attending in person or by electronic means, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.

At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Article 39. The chairman of the board shall preside over a meeting of shareholders. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but is unable to perform the duty, the shareholders attending the meeting shall elect one among themselves to preside over the meeting.

Article 40. Regarding the casting of votes in a general meeting, each shareholder shall have one share carrying one vote and if any shareholder has any conflict of interest in any agenda, such shareholder shall be prohibited from casting his/her vote on that agenda except in the voting for the election of directors. The affirmative vote of a resolution of a general meeting shall be made as follows:

- (1) In the ordinary case, a simple majority vote of the shareholders who attend the meeting and cast their votes. In the case of an equality of votes, the chairman shall have a casting vote;
- (2) Each of the following matters requires at least three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the rights to vote:
  - (a) The sale or transfer of the whole or substantial part of the business of the Company to other persons;
  - (b) The purchase or acquisition of the business of other private companies or public companies to be owned by the Company;
  - (c) The execution, amendment, or termination of contract with respect to the granting of a lease of the whole or substantial part of business of the Company, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the Company's business with other persons with the purpose of sharing profits and loss;
  - (d) The amendment of the Company's Memorandum of Association or Articles of Association;

- (e) The increase or decrease of the registered capital of the Company;
- (f) The dissolution of the Company;
- (g) The issuance of debentures of the Company;
- (h) The amalgamation of the Company with another company.

Article 41. The following businesses are to be transacted at the annual general meeting of the shareholders:

- (1) To consider the report of the board of directors relating to the Company's performance in the previous fiscal year;
- (2) To consider and approve the balance sheet and the profit and loss statement in the previous fiscal year;
- (3) To consider and approve the allocation of profits and dividend payment;
- (4) To consider and approve the appointment of directors who retire by rotation and the determination of remuneration of directors;
- (5) To consider and approve the appointment of the auditor and the determination of audit fee; and
- (6) To consider any other matters.

## **CHAPTER 7**

### **Accounting, Finance, and Auditing**

Article 42. The accounting year of the Company shall commence on 1<sup>st</sup> January and end on 31<sup>st</sup> December each year.

Article 44. The board of directors shall cause a balance sheet and profit and loss accounts to be made at the end of the Company's accounting year to present to an annual general shareholders meeting for consideration and adoption. The board of directors shall cause the balance sheet and profit and loss accounts to be audited by an auditor before submitting them to the shareholders meeting.

Article 45. The board of directors shall send the following documents to shareholders along with the invitation to the annual general shareholders meeting;

- (1) copies of audited balance sheet and profit and loss accounts, together with the relevant auditors' report; and
- (2) the board of directors' annual report and supporting documents.

Article 46. No dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount, unless the Company issues preferred shares and determines different dividends for preferred shares, in which case dividends shall be allotted as determined. Payment of dividends must be approved by the shareholders meeting.

The board of directors may, from time to time pay interim dividends to shareholders when it deems that the Company has sufficient profits to do so. Once the interim dividends have been paid, the board of directors shall report to the next shareholders meeting in the payment.

Payment of the dividends shall be made within one (1) month from the date on which the shareholders meeting or the board of directors has passed a resolution, as the case may be. A notice of payment of dividends shall be made in writing to shareholders, and shall be published in a newspaper.

Article 47. The Company is required to allocate not less than five (5) percent of the annual net profit as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten (10) percent of the registered capital.

Article 48. The auditor must not be a director, staff member, employee, or holder of any title or position in the Company.

Article 50. The auditor has the duty to attend the shareholders meeting of the Company every time the balance sheet, profit and loss statement, and problems pertaining to the Company's accounts, are considered in order to make clarification in respect of the audit to the shareholders, and the Company shall also send the auditor all reports and documents that the shareholders should receive in that shareholders meeting.

## **Definition of the Independent Director of M Vision Public Company Limited**

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The independent director of the Company shall be appointed to be the director of the Company by the board of directors of the Company and approved by the shareholders' meeting and shall have the required qualifications as set out in the Securities and Exchange Act including the notification, article of association and/or relevant regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The number of independent directors is limited to at least 1/3 (one-third) of the total number of Company's directors and a minimum of 3 directors must be appointed. The term of office of the independent director is limited to 3 years from the date of the appointment resolution having been made. For the independent directors who are due to complete their terms, if the board of directors or the shareholders' meeting has not passed a resolution to appoint the new independent directors, the existing independent director shall continue to perform his/her duties until the board of directors or the shareholders' meeting has passed a resolution to appoint a new independent director to replace those due to complete their terms and/or shall be in accordance with the term of office of the Company's director. The qualifications of the independent directors are as follows:

1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company. In this regard, for the purpose of calculation, the number of shares held by related persons of such independent director shall also be included;
2. Neither being nor previously being a director involved in the management, employee, staff, consultant who receives salary, or controlling authority of the Company, its parent company, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders or persons with controlling authority, unless the foregoing status ended not less than 2 years prior to the date of filing the application with the Securities and Exchange Commission. In this regard, such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or person with controlling authority of the Company;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, of executive, major shareholders, person with controlling authority, or person to be nominated as executive or person with controlling authority of the Company;
4. Neither having, nor previously having any business relationship<sup>1</sup> with the Company, parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company in the manner that may obstruct the exercise of independent judgment, and neither being nor previously being a key shareholder or controlling person of those having business relationship with the Company, parent company, subsidiary companies, associated companies, major shareholders, or a person with controlling authority of the Company, unless such director resigned from such position for at least 2 years prior to the date of filing an application to the Securities and Exchange Commission/ prior to his/her appointment as a director.

<sup>1</sup> The business relationship includes normal transactions of business, rent or lease of property, transactions related to assets or services, or a provision or receipt of financial assistance by receiving or granting a loan, guarantee, allowing the use of an asset as collateral for a debt, including other similar acts that result in the Company or its party being subject to indebtedness payable to the other party from 3 percent of a tangible asset or Baht 20 Million, whichever is smaller. The calculation of such obligation shall comply, mutatis

mutandis, with the method for the calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions. However, the consideration of such obligation shall include the amount incurred one year prior to the date of business relationship with the same person.

5. Neither being, nor previously being the auditor of the Company, parent company, subsidiary companies, associated companies, major shareholders or a person with controlling authority of the Company, nor being a key shareholder, controlling persons or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiary companies, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least 2 years prior to the date of filing an application to the Securities and Exchange Commission/ prior to his/her appointment as a director.
6. Neither being, nor previously being a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht 2 Million per year from the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company, nor being a key shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least 2 years prior to the date of filing an application to the Securities and Exchange Commission.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who is involved in the management, nor being an employee, staff, and a consultant who receives a regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business of the same nature and which significantly competes with the businesses of the Company.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

The above independent director according to the required qualification may be assigned by the board of directors to make a decision with regard to the business operations of the Company, parent company, subsidiaries, associated companies, subsidiaries which are on the same level, major shareholders, or controlling person of the Company, by which such decision shall be a collective decision.

## Profiles of Independent Director Nominated for Appointment as a Proxy for the Meeting

---



### Asst. Prof. Orathai Wanitdee

**Age** 65 years

**Nationality** Thai

**Position** - Independent director

- Chairman of the Audit Committee

- Chairman of the Risk Management Committee

- Member of Nomination and Remuneration Committee

**Date of first appointment as a director** 21 February 2017  
(appointed by EGM 1/2017)

**Date of latest appointment** 25 April 2019 (appointed by AGM 2019)

**Number of year (s) as director** 3 years 11 months (as at 31 Dec 2020)

**Terms of the company's directorship** (after transformation 9 March 2018) 1 term

**Shareholding Percentage** (as at 30 Dec 2020) 500,000 shares (0.25%)

#### Education

Master's Degree - Master of Business Administration,  
Kasem Bundit University

Bachelor's Degree - Bachelor of Accountancy, University of  
the Thai Chamber of Commerce

#### Governance Training with Thai Institute of Directors (IOD)

Director Accreditation Program (DAP) 136/2017

#### Work Experience for the Past 5 years

- <b>Listed Company</b>	2017 – Present	Director / Chairman of Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee  M Vision Public Company Limited
- <b>Non-Listed Company</b>	2018 – Present	Part-time Lecturer, Prasarnmit Srinakharinwirot University
	2015 – Present	Partner, Kid Smile Hopper Limited Partnership
	2007 – 2018	Part-time Lecturer Ramkhamhaeng University
	2005 – Present	Part-time Lecturer Rangsit University
	1995 – Present	Assistant Professor, Kasem Bundit University

#### Positions in Other Listed Companies

– None –

#### Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)

– None –

**Director's prohibited qualifications** – None –

**Having the interests in the Company that may have conflicts at present or in the past 2 years**

1. Being Director who takes part in managing business operation, employee, staff, or advisor who receives a regular salary or fee – None –
2. Being professional advisor (such as auditor, lawyer) – None –
3. Having the significant business relations that may affect independent performing of duty – None –

**Having different conflict of interest from other Directors in any agenda proposed in this meeting** – None –

**Family relationship with executive or controlling person of the Company or its subsidiary company** – None –

**Criminal offense record during the past 10 years** – None –

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at no. Soi Road Sub-District  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็ม วิชั่น จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of M Vision Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

- หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of the followings)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No.1, please mark  and provide the details of the proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons



กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
 เพื่อเลือกกรรมการอิสระ  
If choosing No. 2, please mark   
to select the independent director.

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้นประจำปี 2564

In this regard, the details of the independent director of the Company are specified in  
Enclosure 8 of the Invitation of the Annual General Meeting of Shareholders for the year 2021.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวัน  
ศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา  
กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the  
year 2021 on Friday, April 30, 2021, at 14.00 hrs. at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road,  
Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้  
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder  
cannot split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing/located at no. Soi Road Sub-District  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็ม วิชั่น จำกัด (มหาชน) ("บริษัท")  
Being a shareholder of M Vision Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of shares and have the rights to vote equal to votes as follows

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of followings)

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับมอบ  
ฉันทะ  
If choosing No.1, please mark   
and provide the details of the proxy  
(proxies).

1.ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons



วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2564

Agenda 5 To consider approving the appointment of the Company's auditor and audit fee for the year 2021

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6 พิจารณานุมัติการแต่งตั้งกรรมการของบริษัทแทนกรรมการที่ออกตามวาระ

Agenda 6 To consider approving the appointment of the Company's directors replacing those retire by rotation

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- ก.  เลือกตั้งกรรมการทั้งหมด
- A. Election of entire group of nominated directors
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ข.  เลือกตั้งกรรมการเป็นรายบุคคล
- B. Election of each nominated directors individually
1. ชื่อกรรมการ นายโอภาส เชิดพันธุ์  
Director's name Mr.Opas Cherdpunt
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
2. ชื่อกรรมการ นายคงพันธุ์ ปราโมช  
Director's name Mr. Kongphan Pramoj
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
3. ชื่อกรรมการ นางสาวอัปสร วิลาสักดานนท์  
Director's name Miss Apsorn Wilartsakdanon
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2564

Agenda 7 To consider approving the director's remuneration for the year 2021

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- วาระที่ 8 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ครั้งที่ 1 (“ใบสำคัญแสดงสิทธิ (MVP-W1)”)
   
Agenda 8 To consider approving the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)
   
 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
   
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
   
 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
   
The proxy shall have the right to approve in accordance with my/our intention as follows:
   
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
   
Approve Disapprove Abstain
- วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนบริษัทและการแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. (ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
   
Agenda 9 To consider approving the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association in Clause 4. (Registered Capital) to be in line with the increase of the registered capital of the Company
   
 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
   
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
   
 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
   
The proxy shall have the right to approve in accordance with my/our intention as follows:
   
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
   
Approve Disapprove Abstain
- วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ครั้งที่ 1 (“ใบสำคัญแสดงสิทธิ (MVP-W1)”)
   
Agenda 10 To consider approving the allotment of the newly issued ordinary shares to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)
   
 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
   
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
   
 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
   
The proxy shall have the right to approve in accordance with my/our intention as follows:
   
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
   
Approve Disapprove Abstain
- วาระที่ 11 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. (วัตถุประสงค์) ของบริษัท โดยแก้ไขวัตถุประสงค์ 2 ข้อ และเพิ่มวัตถุประสงค์ใหม่อีก 1 ข้อ รวมเป็นวัตถุประสงค์ทั้งสิ้น 61 ข้อ
   
Agenda 11 To approve approving the amendment of the Company's Memorandum of Association in Clause 3.(Objectives) by revising objectives 2 clauses inserting new objectives 1 clause, totaling 61 clauses, of the objectives
   
 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
   
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
   
 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
   
The proxy shall have the right to approve in accordance with my/our intention as follows:
   
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง
   
Approve Disapprove Abstain



**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of directors, it is applicable to elect either directors as a whole or elect each director individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the agenda exceeds those specified above, additional details may be specified in the Enclosure to Proxy Form B. provided.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**  
**Attachment to Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders for the year 2021 on Friday, April 30, 2021, at 14.00 hrs. at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

-----  
 วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain



วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_ เลือกตั้งกรรมการ (ต่อ)

Agenda Re: To approve the appointment of new directors (Continued)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

ชื่อกรรมการ -----

Name of Director:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ -----

Name of Director:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ -----

Name of Director:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ -----

Name of Director:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ -----

Name of Director:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนึ่งสี่มอบอำนาจถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงชื่อ/Signed .....ผู้มอบอำนาจ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and share keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_

I/We \_\_\_\_\_ Nationality \_\_\_\_\_

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_

Residing/located at no. . Soi Road Sub-District

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอ็ม วิชั่น จำกัด (มหาชน) (“บริษัท”)

Who is the shareholder of M Vision Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of shares and have the rights to vote equal to votes as follows

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of followings)

กรณีเลือกข้อ .1 กรุณาทำเครื่องหมาย  และระบุรายละเอียดของผู้รับมอบฉันทะ  
If choosing No.1, please mark  and provide the details of the proxy (proxies).

1.ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-District District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2 กรุณาทำเครื่องหมาย .  
 เพื่อเลือกกรรมการอิสระ  
If choosing No .2, please mark   
to select the independent director

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้นประจำปี 2564

In this regard, the details of the independent director of the Company are specified in  
Enclosure 8 of the Invitation of the Annual General Meeting of Shareholders for the year  
2021.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวัน  
ศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา  
กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the aboves as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for  
the year 2021 on Friday, April 30, 2021, at 14.00 hrs. at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3  
Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมในครั้งนี้ ดังนี้  
I/We hereby grant my/our proxy to attend and vote at the Meeting and cast votes on my/own behalf as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy in accordance with the total amount of my/our shares and having the right to vote.

มอบฉันทะบางส่วน คือ

Grant partial of my/our proxy as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง  
Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563

Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2020

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2563 สิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda 2 To acknowledge the 2020 Company's operating result for the year ended December 31, 2020

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2563

Agenda 3 To consider approving the Company and its subsidiaries's financial statements for the accounting period ended  
December 31, 2020

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4  
Agenda 4

พิจารณาอนุมัติการงดจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลประจำปี 2563

To consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2020

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 5  
Agenda 5

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2564

To consider approving the appointment of the Company's auditor and audit fee for the year 2021

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 6  
Agenda 6

พิจารณาอนุมัติการแต่งตั้งกรรมการของบริษัทแทนกรรมการที่ออกตามวาระ

To consider approving the appointment of the Company's directors replacing those retire by rotation

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

ก.  เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

ข.  เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายโอภาส เชิดพันธ์ุ์

Director's name Mr.Opas Cherdpnt

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

2. ชื่อกรรมการ นายคงพันธ์ุ์ ปราโมช

Director's name Mr. Kongphan Pramoj

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

3. ชื่อกรรมการ นางสาวอัปสร วิลาสศักดิ์ดานนท์

Director's name Miss Apsorn Wilartsakdanon

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7  
Agenda 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2564  
To consider approving the director's remuneration for the year 2021

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 8  
Agenda 8

พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ครั้งที่ 1 (“ใบสำคัญแสดงสิทธิฯ (MVP-W1)”)  
To consider approving the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 9  
Agenda 9

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนบริษัทและการแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. (ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท  
To consider approving the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association in Clause 4. (Registered Capital) to be in line with the increase of the registered capital of the Company

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 10  
Agenda 10

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ครั้งที่ 1 (“ใบสำคัญแสดงสิทธิฯ (MVP-W1)”)  
To consider approving the allotment of the newly issued ordinary shares to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 11  
Agenda 11

พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. (วัตถุประสงค์) ของบริษัท โดยแก้ไขวัตถุประสงค์ 2 ข้อ และเพิ่มวัตถุประสงค์ใหม่อีก 1 ข้อ รวมเป็นวัตถุประสงค์ทั้งสิ้น 61 ข้อ  
To approve approving the amendment of the Company's Memorandum of Association in Clause 3.(Objectives) by revising objectives 2 clauses inserting new objectives 1 clause, totaling 61 clauses, of the objectives

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

**วาระที่ 12 เรื่องอื่น ๆ (ถ้ามี)**

**Agenda 12 Other matters (if any)**

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The documents needed to be attached to this Proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf.
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Enclosure to Proxy Form C. provided.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**  
**Enclosure to Proxy Form C.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2021 on Friday, April 30, 2021, at 14.00 hrs. at the Seminar room, 12<sup>th</sup> floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง

Approve

ไม่เห็นด้วย.....เสียง

Disapprove

งดออกเสียง.....เสียง

Abstain

votes

votes

votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง

Approve

ไม่เห็นด้วย.....เสียง

Disapprove

งดออกเสียง.....เสียง

Abstain

votes

votes

votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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เห็นด้วย.....เสียง

Approve

ไม่เห็นด้วย.....เสียง

Disapprove

งดออกเสียง.....เสียง

Abstain

votes

votes

votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย.....เสียง

Approve

ไม่เห็นด้วย.....เสียง

Disapprove

งดออกเสียง.....เสียง

Abstain

votes

votes

votes



วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_ เลือกตั้งกรรมการ (ต่อ)

Agenda Re: To approve the appointment of new directors (Continued)

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right to consider and approve on my/our behalf as he/she deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

ชื่อกรรมการ .....

Name of Director:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ .....

Name of Director:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ .....

Name of Director:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ .....

Name of Director:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ .....

Name of Director:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

## **Privacy Notice regarding the Annual General Meeting of Shareholders of M Vision Public Company Limited**

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This Privacy Notice describes how M Vision Public Company Limited ("the Company") collects, uses and discloses your personal information in connection with your attendance at the shareholders' meeting of the Company.

For the purpose of this Privacy Notice, "Personal Data" means any information relating to an identified natural person or would allow for the identification of a natural person.

### **1. What Personal Data the Company collect**

The Company may collect or obtain the following types of information which may include your Personal Data directly:

- Personal Data including first and last name, date of birth, national identification number, address, shareholder identification number, number of shares
- Sensitive Data including gender, race, photos and videos taken at the general shareholders' meeting, phone numbers, health information, travel history related to health information (only if screening of attendees)

### **2. Why the Company collect, use and discloses your Personal Data**

The Company collects, uses and discloses your Personal Data for the following purposes:

#### **2.1. Legal Compliance**

- To call, arrange and conduct the general shareholders' meeting of the Company which includes confirming your identity, delivery of relevant documents, and taking any action to be complied with a shareholders' resolution and the applicable law, including any other matters in compliance with applicable law and orders of governmental authority in accordance with the Public Limited Companies Act 1992, the Civil and Commercial Code and any other laws.

#### **2.2. Legitimate Interest**

- To be used in regarding the minutes of the Annual General Meeting of shareholders of the Company and to evidence your attendance as well as for any other matters which are of the legitimate interests of the Company to others, within the scope that you can reasonably expect.
- To be used for screening attendees who are at risk for corona virus 2019 (COVID-19) to achieve public health objectives for the prevention of dangerous communicable diseases and to comply with the measures and guidelines for the Annual General Meeting of shareholders.
- The Company may take photos and record videos of the Annual General Meeting of shareholders to be used in reporting and publicizing the Annual General Meeting of shareholders through electronic media and print publication. Photos and videos of the Annual General Meeting of shareholders may contain your image but there shall be no identification of attendees.

### **3. Source of Personal Data**

- 3.1 The Company receives Personal Data directly from you through registration documents showing your attendance to the Annual General Meeting of shareholders, proxy form (if any), health questionnaire (if any), copy of identification card or identity document that you submitted for registration of attendance, and from the Thailand Securities Depository Co., Ltd (TSD).

Note: Identity documents that you provide to the Company, such as copies of ID cards or other official documents may contain sensitive data such as ethnicity, blood type, religion, which is not necessary for the Annual General Meeting of shareholders. You may conceal the Sensitive Data before submitting such documents to the Company. In case that you do not conceal such sensitive data, the Company reserves the right to conceal the sensitive data on such received documents which shall not be deemed as the collection of your sensitive data.

- 3.2 On the day of the Annual General Meeting of shareholders, the Company may take photos and record videos to capture the meeting and the attendees which may contain photos and / or videos of you. If you do not want the Company to publish the same, you may notify the Company in order to cease the publication of your images.

### **4. Right to your Personal Data**

Under the provisions of applicable law and any relevant exceptions thereto, you may have the right to access and/or request a copy, transfer, modify, delete, destroy, or cause certain types of information to become unidentified in respect of your Personal Data that the Company has certain activities of the Company which use your Personal Data. You may revoke consent for any action taken by the Company which require your consent, but the Company may not be able to provide its full services to you. You may have the right to request the Company to disclose how the Company receives your Personal Data without your consent, and you can submit your complaint to the competent authority under the applicable law.

### **5. How long does the Company keep your Personal Data**

The Company will maintain your Personal Data as necessary for a reasonable period of time to achieve the objectives of the Company for collecting such data, however the Company may retain your Personal Data for a longer period if it is necessary for the Company to comply with applicable law.

### **6. Amendment of this Privacy Notice**

The Company may amend and update this Privacy Notice from time to time. We will publish such amendment (if any) via the Company's website and or inform you in the invitation letter of the Annual General Meeting of shareholders and or through the Stock Exchange of Thailand's newsletter channel. In the event that it is necessary to receive your consent, the Company will also request for such consent, too.

## **7. Contacting Channel**

If you have any inquiries or need more detail related to the protection of your personal data collected, used or disclosed your personal data, your rights exercising or you may have any complaint, you can contact as follows;

*Company Secretary  
M Vision Public Company Limited  
11/1 Soi Ramkhamhaeng 121,  
Huamak Sub-district, Bangkok District,  
Bangkok. 10240  
e-mail: [ir@mvisioncorp.com](mailto:ir@mvisioncorp.com)*

# Map of the meeting venue

Sittipol 1919 Co., Ltd.

