



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

หนังสือเชิญประชุมสามัญผู้ถือหุ้น

Invitation letter to the Annual General Meeting of Shareholders

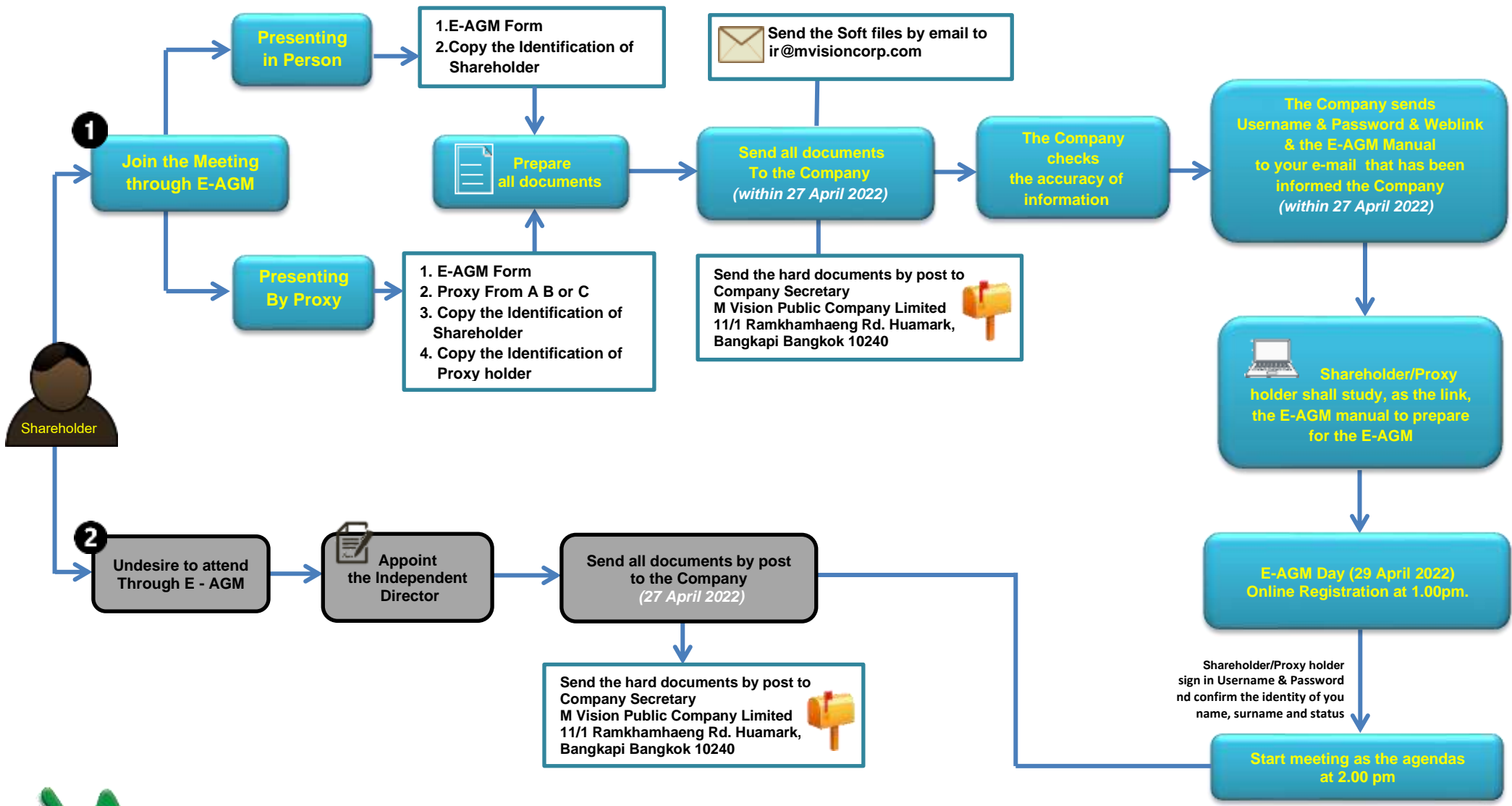
ประจำปี 2565
For the year 2022

วันที่ 29 เมษายน 2565 เวลา 14.00 น.
April 29, 2022 at 14.00 hrs.

ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)
through an Electronic Meeting (E-AGM)

บริษัทมีความห่วงใยในสุขภาพและความปลอดภัยของผู้ถือหุ้น และเพื่อป้องกัน
การแพร่ระบาดของไวรัสโคโรนา (COVID-19)
บริษัทจึงได้จัดประชุมโดยผ่านทางสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงช่องทางเดียวเท่านั้น
The Company concerns with the health and safety of the shareholders,
as well as to prevention of the Coronavirus Pandemic (COVID-19),
the Company shall convene the meeting through an electronic media (E-AGM) only.

Procedures for Attending the Annual General Meeting of Shareholders for the year 2022 through an Electronic Meeting (E-AGM)



Asking for more Information

- The Annual General Meeting for the year 2022 Tel. 0-2735-1201
- The E- AGM Technical System by OJ International Co.,Ltd. Tel. 099-220-5684 , 097-087-2591 , 097-237-0094 e-mail: hello@ojconsultinggroup.com



Date: April 7, 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2022

Attention: Shareholders of M Vision Public Company Limited

- Enclosure:
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2022;
 2. 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report) and the financial statements for the fiscal year ended December 31, 2021, in QR Code format;
 3. Profiles of directors who are retired by rotation and are nominated for re- appointment for another term;
 4. Capital increase report form (F53-4);
 5. Articles of Association of the Company with respect to the meetings of shareholders;
 6. Definition of the Independent Director and Profile of Independent Director nominated for appointment as a proxy for the meeting;
 7. Privacy Notice regarding the Annual General Meeting of Shareholders;
 8. Guideline for attending the shareholders' meeting through an Electronic Meeting (E-AGM) and Clarification of document for the appointment of proxy, voting method, and voting counting;
 9. Confirmation Letter of Attendance at the Electronic Meeting (E-AGM) of M Vision Public Company Limited;
 10. Proxy Forms

By this letter, M Vision Public Company Limited (“**the Company**”) would like to inform you that the Board of Directors’ Meeting No. 2/2022 and No.3/2022 (“**the Board**”) resolved to convene the Annual General Meeting of Shareholders for the year 2022 (“**AGM**”) on Friday, April 29, 2022, at 14.00 hrs. through an Electronic Meeting (E-AGM) only, according to Emergency Decree on Electronic Meeting B.E 2563 and other related laws and regulations. In order to set the agenda for the Annual General Meeting of Shareholders for the year 2022, the Company had announced on its website, as well as published through the website of the Stock Exchange of Thailand, to provide an opportunity for shareholders to propose agendas during October 21, 2021, to January 28, 2022. As, after the said time frame, there was no other agenda proposed to the Company, therefore, the Board of Directors resolved to fix the agenda items as follows:

Agenda 1 To consider certifying the minutes of the Extraordinary General Meeting of Shareholders No.1/2022

Facts and Rationale: The Company held the Extraordinary General Meeting of Shareholders No.1/2022 on March 11, 2022 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 in accordance with the period specified by the

law, as well as published the said minutes on the Company's website, www.mvisioncorp.com. Details of which are as enclosed in Enclosure 1.

Board of Directors' Opinion: The Board deemed that the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 was accurately recorded, and it was appropriately approved to propose the Annual General Meeting of Shareholders for the year 2022 to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022.

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

Agenda 2 To acknowledge the 2021 Company's operating result for the year ended December 31, 2021.

Facts and Rationale: The Company summarized the Company's operating result and significant development which occurred in the fiscal year 2021 as the details of which appear in the 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report), which was prepared in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, which can be downloaded from the QR Code as enclosed together with this meeting invitation letter in Enclosure 2

Board of Directors' Opinion: The Board deemed it appropriate to propose the 2021 Company's operating result for the year ended December 31, 2021, 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' financial statements for the accounting period ended December 31, 2021.

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 the 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 Annual General 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, 2021, which have been audited and certified by the Certified Public Accountant, and reviewed by the Audit Committee and by the Board of Directors. Details of which are as shown in the 2021 Annual Registration Statement/Annual Report, 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	
	2020	2021
Total assets (Million Baht)	294	403
Total liabilities (Million Baht)	168	174
Total shareholders' equity (Million Baht)	126	229
Total revenue (Million Baht)	209	244
Profit (loss) for the year (Million Baht)	(44)	6
Earnings (loss) per share (Baht per share)	(0.22)	0.22

Board of Directors' opinion: The Board deemed it 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, 2021, which were 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 a 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 a legal reserve and the omission of dividend payment for the year 2021.

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 a 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 year ended December 31, 2021, as follows.

	Consolidated financial statements	Separate financial statements
Profit (loss) for the year ended December 31, 2021 (Million Baht)	6	43
Accumulated deficit as at December 31, 2021 (Million Baht))	17	18

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 a legal reserve for the year 2021 and consider approving the omission of dividend payment for the year 2021 to be in accordance with the Company's Articles of Association, Articles 46, as the Company still has accumulated deficit.

Resolution: This agenda would be resolved with an affirmative vote of a 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 2022.

Facts and Rationale: In compliance with the Public Companies Limited Act B.E. 2535, Section 120, and the Company’s Articles of Association, Article 41, stipulating that the Annual General Meeting of Shareholders must appoint the Company’s external auditor and determine the audit fee for every fiscal year. The Company’s Articles of Association, Article 48, stipulates that the auditor must not be a director, employee, or person holding any position of the Company.

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 the Securities and Exchange Commission’s stipulation; independence, knowledge, 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 Karin 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, Karin Audit Company Limited is a well-known company for its professional service and experience, as well as not having any relationship or conflicts of interest against the Company/ subsidiary companies/ executive management / major shareholders or persons related to such person. The Audit Committee then proposed to the Board of Directors to appoint Karin Audit Company Limited as the auditor of the Company and to fix the audit fee for the year 2022 for the Company is Baht 840,000 and the subsidiaries is Baht 20,000 as the Audit Committee viewed that the proposed audit fees are appropriate taking into account working standard and comparing with the amount of work and the audit fee of other listed companies with a similar market capitalization as the Company.

Board of Directors’ opinion: The Board agreed with the proposal of the Audit Committee, and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the appointment of the following external auditors from Karin Audit Company Limited to be the Company’s auditor for the year 2022:

Name of Auditors	Certified Public Accountant Number	Number of Years Engaged in Auditing Services to Company
(1) Ms. Kannika Wipanurat and/or	7305	Never express opinion on the Company and its subsidiaries’s financial statement
(2) Mr. Jirote Sirirorote and/or	5113	Never express opinion on the Company and its subsidiaries’s financial statement
(3) Ms. Nonglak Pattanabandith and/or	4713	Never express opinion on the Company and its subsidiaries’s financial statement
(4) Ms. Sumana Senivongse and/or	5897	Never express opinion on the Company and its subsidiaries’s financial statement
(5) Mr. Komin Linphrachaya and/or	3675	Never express opinion on the Company and its subsidiaries’s financial statement

Name of Auditors	Certified Public Accountant Number	Number of Years Engaged in Auditing Services to Company
(6) Ms. Kojchamon Sunhuan and/or	11536	Never express opinion on the Company and its subsidiaries's financial statement
(7) Mr. Kraisaeng Thiranulak and/or	5428	Never express opinion on the Company and its subsidiaries's financial statement
(8) Mr. Pojana Asawasontichai and/or	4891	Never express opinion on the Company and its subsidiaries's financial statement
(9) Mr. Wichian Proongpanish	5851	Never express opinion on the Company and its subsidiaries's financial statement

Any of the aforesaid auditors shall perform the audit and express an opinion on the Company's and the subsidiaries' financial statements. If the auditors are unable to perform their duties, Karin Audit Company Limited shall procure another certified public accountant of the office to audit the accounts and express opinions on the Company's and the subsidiaries' financial statements on behalf of the auditors as mentioned above.

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

Moreover, the Board approved the audit fee for the year 2022 for the Company in the amount of Baht 840,000 and the subsidiaries in the amount of Baht 20,000.

Name	Year 2022 (Proposed year)		Year 2021	
	Audit fee	Non-audit fee	Audit fee	Non-audit fee
Company	Baht 840,000	-	Baht 1,150,000	-
Subsidiaries	Baht 20,000	-	Baht 35,000	-
Total	Baht 860,000	-	Baht 1,185,000	-

Resolution: This agenda would be resolved with an affirmative vote of a 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 to replace 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 2022, there are 3 directors to be retired by rotation due to complete their terms as follows:

Name of Directors	Title
(1) Mr. Thanong Leeissaranukul	Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Independent Director

Name of Directors	Title
(2) Asst. Prof. Orathai Wanichdee	Director, Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Independent Director
(3) Dr. Natthakit Thewphaingarm	Director / Member of the Audit Committee / Independent Director

The Company had invited shareholders to nominate candidates to be elected as the Company's directors during October 21, 2021 to January 28, 2022 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, all those three directors, namely, (1) Mr. Thanong Leeissaranukul , (2) Asst. Prof. Orathai Wanichdee, and (3) Dr. Natthakit Thewphaingarm who are proposed to be re-elected as an independent director for another term are fully qualified as independent director, according to the criteria set by the Company which is equivalent to the minimum requirement specified in the announcement of the Capital Market Supervisory Board as enclosed in [Enclosure 6](#), 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, in accordance with 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 do 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 all the three independent directors are fully qualified as the independent director, according to the criteria set by the Company which is equivalent to the minimum requirement specified in the announcement of the Capital Market Supervisory Board or the Stock Exchange of Thailand, do not have the conflict of interest and not being a stakeholder to the Company, and has the 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 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 appropriately approve to propose the Annual General Meeting of Shareholders to consider approving the re-appointment of 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. Thanong Leeissaranukul	Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / 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 / Independent Director
(3) Dr. Natthakit Thewphaingarm	Director / Member of the Audit Committee / Independent Director

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 2022

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.

2021's Meeting	Number of meeting (Times)
Annual General Meeting of Shareholders	1
Board of Directors	10
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 it 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 2022 at the same rates applied in 2021, at the amount of not exceeding Baht 2,000,000, as follows:

Position	Meeting Allowance per Time in 2022 (Proposed year)	Meeting Allowance per Time in 2021
Board of Directors - Chairman of the Board - Director	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000

Position	Meeting Allowance per Time in 2022 (Proposed year)	Meeting Allowance per Time in 2021
Audit Committee		
- Chairman of the Audit Committee	Baht 15,000	Baht 15,000
- Member of the Audit Committee	Baht 10,000	Baht 10,000
Risk Management Committee *		
- Chairman of the Risk Management Committee	Baht 15,000	Baht 15,000
- Member of the Risk Management Committee	Baht 10,000	Baht 10,000
Nomination and Remuneration Committee *		
- Chairman of the Nomination and Remuneration Committee	Baht 15,000	Baht 15,000
- Member the Nomination and Remuneration Committee	Baht 10,000	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 2021 and 2022.

Board of Directors' opinion: The Board of Directors considered taking into account the responsibilities of the Board of Directors, the Company's operating results, as well as other appropriateness factors including the achievement and growth of the Company, and agreed with the proposal of the Nomination and Remuneration Committee, and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the above remuneration of the directors for the year 2022 as details mentioned above.

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 capital increase of the Company and the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association

Facts and Rationale: As the Company had issued and offered the newly issued ordinary shares by the way of Private Placement, the net offering price of the newly issued ordinary shares is lower than 90 percent of the market price of the Company's ordinary shares, the Company is required to adjust the exercise price and exercise ratio of the warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("**Warrant (MVP-W1)**") to be in accordance with the terms and conditions of such Warrant (MVP-W1).

Thus, the Company has to increase the registered capital in the amount of Baht 1,054,965 from the current registered capital of Baht 172,500,000 to new registered capital of Baht 173,554,965 by issuing new ordinary shares of 2,109,930 shares with a par value of Baht 0.50 per share to accommodate for the adjustment of the exercise price and exercise ratio of Warrant (MVP-W1) and to amend of the Memorandum of Association of the Company, Clause 4.(Registered Capital) to be in line with the increased registered capital as follows:

“Clause 4. Registered capital : Baht 173,554,965 (One hundred seventy-three million five hundred fifty-four thousand and nine hundred sixty-five Baht)

Divided into : 347,109,930 shares (Three hundred forty-seven shares one hundred nine thousand and nine hundred thirty shares)

Par Value : Baht 0.50 (Fifty Satang)

Consisting of:

Ordinary shares : 347,109,930 shares (Three hundred forty-seven shares one hundred nine thousand and nine hundred thirty shares)

Preferred shares : - None -”

In this regard, the details of the capital increase of the Company appears on Capital Increase Form (F53-4), details of which are as enclosed in Enclosure 4.

Board of Directors’ opinion: The Board has considered and approved the capital increase and the amendment in Clause 4. (Registered Capital) of the Company’s Memorandum of Association as details mentioned above, and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider approving the capital increase by Baht 1,054,965 from the current registered capital of Baht 172,500,000 to a new registered capital of Baht 173,554,965 by issuing new ordinary shares of 2,109,930 shares with a par value of Baht 0.50 per share and approve the amendment of the Memorandum of Association of the Company, Clause 4. (Registered Capital) to be in line with the increased registered capital.

In addition, the Board has considered and approved to propose to the Annual General Meeting of Shareholders to authorize the Board of Directors or Chief Executive Officer or the Company’s authorized director or the person authorized by the Board of Directors or Chief Executive Officer or the person authorized by the Board of Directors or Chief Executive Officer to have the power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to undertake any necessary acts in compliance with the registrar’s order to complete the registration.

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

Agenda 9 To consider approving the allocation of the newly issued ordinary shares of the Company

Facts and Rationale: To accommodate for the right adjustment of Warrant (MVP-W1), according to Agenda 8, the Board has considered and approved to propose to the Annual General Meeting of Shareholders to allocate the new ordinary shares of 2,109,930 shares with a par value of Baht 0.50 per share to accommodate the adjustment of rights of Warrant (MVP-W1) allocated to existing shareholders of the Company based on sharing proportion, of which its right has to be adjusted in accordance with the terms and conditions of Warrant (MVP-W1) since the Company had issued and offered the newly issued ordinary shares by the way of Private Placement, the net offering price of the newly issued ordinary shares is lower than 90 percent of the market price of the Company’s ordinary shares, calculating as from the first date on which the Company offers to sell such shares to the specific person.

Please refer to the details of the capital increase of the Company that appears on the Capital Increase Form (F53-4), details of which are as enclosed in Enclosure 4.

Board of Directors’ opinion: The Board has considered and approved, and it deem appropriate to propose to the Annual General Meeting of Shareholders to allocate the new ordinary shares of 2,109,930 shares with a par value of Baht 0.50 per share to accommodate the adjustment of rights of Warrant (MVP-W1) as details as proposed. In addition, it is deemed

appropriate to propose to the Annual General Meeting of Shareholders to authorize the Board of Directors or Chief Executive Officer or the person authorized by the Board of Directors or Chief Executive Officer to undertake any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares for the successful offering by the way of Private Placement, 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 a majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

Agenda 10 Other matters (if any)

The Company fixed the Record Date for the shareholders eligible to attend the Annual General Meeting of Shareholders of 2022 on March 31, 2022. The Company will conduct the meeting in accordance with the Company's Articles of Association relating to the meeting of Shareholders in Enclosure 5.

The Company concerns with the health and safety of the shareholders, as well as to prevention of the Coronavirus Pandemic (COVID-19), the Company shall convene the meeting through an Electronic Meeting (E-AGM) only. The Company has not arranged any place/meeting room to support physical attendance by Shareholders. The registration, voting, and vote counting of the meeting will be carried out via electronic means only

The Company would like to inform shareholders and proxies to consider procedure of attending the shareholders' meeting through an Electronic Meeting (E-EGM) according to the Guideline for attending the shareholders' meeting through an Electronic Meeting (E-AGM) (Enclosure 8).

In order to facilitate the shareholders in accessing information, the Company has also published the invitation to the Annual General Meeting of Shareholders of 2022 together with the 2021 Annual Registration Statement/Annual Report, Proxy Form, and other documents relating to this meeting on the Company's website, www.mvisioncorp.com since April 7, 2022.

If the shareholders wish to grant proxy to other person to attend the meeting and vote on your behalf, please fill in the details and sign the Proxy Form (Enclosure 10). In the case that the shareholders who are not foreign investors and appoint a custodian in Thailand to be a stock depository and keeper can use either of the Proxy Form A. or Form B. only. The Proxy Form C. can be used in the case that the shareholder is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper only. In addition, if any shareholders wish to appoint independent directors to attend the meeting on your behalf, please consider the information of independent directors for shareholders proxies (Enclosure 6). The Company kindly requests for shareholders' cooperation to submit the proxy forms together with the registration documents to the Company within Monday, April 27, 2022, to the Company's address as follows:

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

By E-Mail: *ir@mvisioncorp.com*

If any shareholder has any questions or recommendations relevant to the agenda of the Annual General Meeting of Shareholders for the year 2022, please send the questions and/or recommendations in advance before the meeting date together with the contact details, i.e., name, address, telephone number, and email address (if any), to the Company at the Company's address as detailed above.

You are hereby invited to attend the Annual General Meeting of Shareholders for the year 2022 via an Electronic Meeting (E-AGM) on the date and time specified above.

Yours sincerely,
M Vision Public Company Limited

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a stylized, cursive representation of the name.

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

Minutes of Extraordinary General Meeting of Shareholders No. 1/2022
M Vision Public Company Limited
Through an electronic meeting platform (E-EGM)

Date, Time, and Meeting Venue

The Extraordinary General Meeting of Shareholders No. 1/2022 of M Vision Public Company Limited (“**the Company**”) was held on March 11, 2022, at 14.00 hours through the electronic platform (E-EGM).

Meeting Commencement

Miss Boonyanuch Woottiganjanakul, who was assigned by Mr. Thanong Leeissaranukul, the Chairman of the Board of Directors, to act as the moderator (“**the Moderator**”) of the Extraordinary General Shareholders Meeting of Shareholders No. 1/2022 of the Company (“**the Meeting**”), informed the Meeting that due to the current situation of the coronavirus (COVID-19) outbreak, the Company has highly concerned about health and safety of the shareholders and all parties concerned, and, thus, in order to prevent the spread of the disease, the Company has changed the venue of the Meeting from physical meeting to an electronic meeting (E-EGM) according to the notification publicized on the Stock Exchange of Thailand’s website on March 7, 2022.

Then, the Moderator introduced the directors and legal advisors who attended the Meeting via an electronic means as follows.

Directors present at the Meeting

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, Chairman of the Risk Management Committee, Member of the Nomination and Remuneration Committee and Independent Director
3.	Dr. Natthakit Thewphaingarm	Director, Member of the Audit Committee and Independent Director
4.	Mr. Kongphan Pramoj	Director, Member of the Audit Committee and Independent Director
5.	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
6.	Mr. Teerawat Suwannapinij	Director, Executive Director and Chief Information Officer
7.	Mr. Tharathorn Yuangbhandith	Director, Executive Director and Chief Operating Officer
8.	Ms. Prapimpan Lertsirisin	Director, Executive Director and Chief Marketing Officer
9.	Ms. Apsorn Wilartsakdanon	Director, Executive Director, Member of the Risk Management Committee, Member of the Nomination and Remuneration Committee, Chief Financial Officer and Company Secretary

The Board of Directors consists of 9 directors. There are 9 directors attending the meeting from 9 directors in total, representing 100% of the members of the Board of Directors.

Legal Advisors from Dherakupt International Law Office Limited

1. Ms. Narissara Swaisaenyakorn
2. Ms. Booranee Jaroenpol

The Moderator informed the Meeting that at 14.00 hours, there were 14 shareholders attending the Meeting in person, representing 84,190,200 shares, and 17 shareholders attending the Meeting by proxies, representing 24,845,400 shares. Therefore, there were a total of 31 shareholders present, holding an aggregate of 109,035,600 shares, representing 43.89 percent of the total 248,411,700 outstanding shares of the Company. Thus, the quorum was attained pursuant to the Company's Articles of Association.

Thereafter, the Moderator informed the Meeting that the Company has proceeded to send out the invitation to the Meeting and informed the shareholders of the information regarding the Meeting via 3 channels as follows:

1. The Company sent out the invitation to the Meeting to all shareholders via a post on February 24, 2022;
2. The Company posted the invitation to the Meeting on CPD News newspaper on March 2, 3, and 4, 2022; and
3. The Company posted the details of this Meeting on the Company's website and gave the opportunity to the shareholders to propose a question in advance from February 24, 2022, to March 8, 2022.

In this regard, the Company has informed the cancellation of physical venue and change of meeting format to the electronic meeting (E-EGM) through the website of the Stock Exchange of Thailand and the Company, on March 7, 2022.

Furthermore, the Moderator informed the Meeting of the voting procedure and the details of each agenda as follows:

1. As the Meeting is held through an electronic system, the ballots card will not be provided to the attendees.
2. The voting shall be conducted in an open ballot system through the E-Voting program by the following steps:
 - 2.1. The shareholders and the proxies are required to select the E-Voting window in order to vote in each agenda either to approve, disapprove or abstain within the given time (1 minute) by selecting the agenda and checking the button to vote to approve, disapprove or abstain in E-Voting program.
 - 2.2. After selecting the vote, the confirmation text will pop-up and the shareholders or the proxies may select agree button to confirm their vote. The shareholders or the proxies who would like to change their vote can revoke the latest vote and re-vote. However, the shareholders or the proxies cannot vote or change their vote if the voting of such agenda has been closed.
 - 2.3. The shareholders and the proxies who attend the Meeting via smartphones or tablets have to switch from Zoom program to Chrome program to cast their votes in the E-Voting menu. After finishing the votes, they are required to return to the E-Meeting in Zoom program to continue the Meeting.
3. For the counting of votes, the Company will count the votes as casted in E-Voting program and as beforehand specified in the Proxy Form B. Once the system processes the counting of votes on each agenda, the votes cannot be changed. If the counting processes are too long, the Meeting will pursue for sake of time and the delayed voting result will be announced as soon as it is obtained. If the shareholders or the proxies do not cast their votes, the votes will be automatically counted as agreed (vote "for").

4. 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. The latest number of votes presenting in each agenda is counted as the base for counting vote.
5. One (1) share shall be equivalent to one (1) vote. In the case that the vote comes to a tie, the Chairman shall have another vote as the casting vote.
6. The attendees who need to raise queries should do as follows:
 - 6.1. In case the attendees raise queries via chat, they shall use the Chat menu in the Zoom program and press Enter to send a message to the system.
 - 6.2. Before submitting queries, the attendees shall identify your name-surname and indicate whether you are a shareholder or a proxy for the accuracy of the minutes recording.
 - 6.3. Prior to the voting, the Company would provide the attendees an opportunity to raise questions in relation to such agenda item for 2 minutes, otherwise the attendees can send the queries via chat to be read to the Meeting afterward.
7. In this regard, the required approval for each agenda is as follows:
 - 7.1. Agenda 1 and 3 required a majority vote of the total votes of the shareholders who attended the Meeting and cast their vote. Any abstention vote shall not be counted as the base for counting votes.
 - 7.2. Agenda 2 and 4 required a special vote of no less than three-fourths (3/4) of the total votes of shareholders who attended the Meeting and were eligible to vote. For agendas 2 and 4, all approval, disapproval, and abstention votes shall be counted as the base for counting votes.

Then, the Moderator informed the Meeting that according to the Articles of Association of the Company, the Chairman of the Board of Directors shall act as the chairman of the Meeting. The Moderator then invited Mr. Thanong Leeissaranukul, Chairman of the Board of Directors to act as the chairman of the Meeting (“**the Chairman**”) and to declare the Meeting open and proceed to conduct the Meeting in line with the agenda item specified in the invitation letter.

The Chairman declared the Extraordinary General Shareholders Meeting of Shareholders No. 1/2022 duly opened and convened, and informed the Extraordinary General Shareholders Meeting of Shareholders No. 1/2022 format needs to be changed from physical meeting to electronic meeting (E-EGM) due to the situation of the coronavirus (COVID-19) outbreak. The Chairman then assigned the moderator and requested the Meeting to consider the matters in accordance with the following agenda:

Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2021

The Chairman invited the Moderator to the details of this agenda to the Meeting.

The Moderator informed the Meeting that this agenda was to consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2021 which was held on April 30, 2021, details of which were as shown in the copy of the minutes enclosed with the invitation to this Meeting (Enclosure 1).

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2021. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding abstentions).

Resolution: The Meeting certified the minutes of the Annual General Meeting of Shareholders for the year 2021 which was held on April 30, 2021. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions), where the voting results were as follows:

Approved	109,035,601	votes,	Equivalent to	100.0000 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as a vote	
Voided ballots	-	votes,	Not being counted as a vote	
Total	109,035,601	votes,	Equivalent to	100.0000%

Remark: In this agenda, there was an additional 1 shareholder, holding 1 share, attending the meeting.

Agenda 2 To consider approving the capital increase of the Company by Baht 22,500,000 from the current registered capital of Baht 150,000,000 to Baht 172,500,000 by issuing 45,000,000 ordinary shares with a par value of Baht 0.50 per share and the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

The Chairman invited the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that following the Company proposed to issue and offer the newly issued ordinary shares by way of the private placement of 45,000,000 shares, with a par value of Baht 0.50 per share, the Company then have to increase its registered capital of Baht 22,500,000 from the current registered capital of Baht 150,000,000 to a new registered capital of Baht 172,500,000 by issuing new ordinary shares of 45,000,000 shares with a par value of Baht 0.50 per share. In addition, in order to be in line with the increased registered capital, the Company shall amend the Memorandum of Association of the Company, Clause 4. (Registered Capital) in accordance with Public Limited Company Act B.E. 2535 (1992) (as amended) as follows:

- “Clause 4. Registered capital: Baht 172,500,000 (One hundred seventy-two million and five hundred thousand Baht)
- Divided into : 345,000,000 shares (Three hundred forty-five million shares)
- Par Value : Baht 0.50 (Fifty Satang)
- Divided into
- Ordinary shares : 345,000,000 shares (Three hundred forty-five million shares)
- Preferred shares : - None -

In this regard, the details of the capital increase of the Company appear on the Capital Increase Form (F53-4) (Enclosure 2) and Information Memorandum regarding the allocation of newly issued shares to the Private Placement Transaction of M Vision Public Company Limited (Enclosure 3).

The Board of Directors has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approving the capital increase by Baht 22,500,000 from the current registered capital of Baht 150,000,000 to a new registered capital of Baht 172,500,000 by issuing new ordinary shares of 45,000,000 shares with a par value of Baht 0.50 per share for offering by the way of the private placement and approve the amendment of the Memorandum of Association of the Company, Clause 4. (Registered Capital) to be in line with the increased registered capital. In addition, the Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to authorize the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive

Committee or the Company's authorized director to have the power to make any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to undertake any necessary acts in compliance with the registrar's order to complete the registration.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. The shareholders expressed their opinions and made their inquiries, and replied the same were given in summary as follows:

Khun Kittiphan Toapichattrakul, a representative from the Thai Investor Association, asked the following questions:

1. How much is the estimated revenue generating from the business of Node Validator and Cryptocurrency Mining does the Company forecast in the next 3 years?
2. How many business competitors does the Company expect? How long is the Payback Period? How much Return on Equity (ROE) does the Company expect to be increased?
3. What is the result of the risk assessment conducted by the audit committee and financial advisor and what is their opinion on investing in such business? (If any)

Mr. Opas Cherdpunt, Director/Chief Executive Officer, answered all questions as follows:

The Company is currently in the process of conducting a feasibility study on the business of Node validator and Cryptocurrency Mining, details of which are as shown in the Information Memorandum regarding the allocation of newly issued ordinary shares to the Private Placement of M Vision Public Company Limited (Enclosure 3). The outcome of the feasibility study will be proposed to the Board of Directors for further consideration.

Ms. Asporn Wilartsakdanon, Director/Chief Financial Officer, supported as follows:

To invest in the business of Node validator and Cryptocurrency Mining, the Company will consider the potential of the project and the Internal Rate of Return (IRR) which has to be not less than 10 percent.

As for the third question regarding risk assessment, the Company has disclosed the risk factors associated with the investment in the Information Memorandum regarding the allocation of newly issued ordinary shares to the Private Placement of M Vision Public Company Limited (Enclosure 3), in Item 2, Objectives and Plans for Utilizing Proceeds Received from the Capital Increase. The specified risk factors are as follows;

- (1) Risk from falling short of business operation;
- (2) Risk from the volatility of cryptocurrency;
- (3) Risk from over-dependency on the large manufacturer;
- (4) Risk from governmental control;
- (5) Risk from energy crisis;
- (6) Risk from cryptocurrency exchange; and
- (7) Risk from impairment of machine using for the business of Node Validator and Cryptocurrency Mining.

In addition, the attendees may find further details regarding risk factors on pages 43-45 of the Information Memorandum regarding the allocation of newly issued ordinary shares to the Private Placement of M Vision Public Company Limited (Enclosure 3).

Subsequently, where there was no additional opinion or inquiry from the shareholders, the Moderator then proposed the Meeting to consider approving the capital increase of the Company by Baht 22,500,000 from the current registered capital of Baht 150,000,000 to Baht 172,500,000 by issuing

45,000,000 ordinary shares with a par value of Baht 0.50 per share, the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, and the relevant authority empowerment. In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote (including abstentions).

Resolution: The Meeting approved the capital increase of the Company by Baht 22,500,000 from the current registered capital of Baht 150,000,000 to Baht 172,500,000 by issuing 45,000,000 ordinary shares with a par value of Baht 0.50 per share, the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, and the authorization as proposed in all respects.

In this regard, the resolution was approved by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and were entitled to vote (including abstentions), where the voting results were as follows:

Approved	109,035,501	votes,	Equivalent to	99.9999 %
Disapproved	100	votes,	Equivalent to	0.0001 %
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as a vote	
Total	109,035,601	votes,	Equivalent to	100.0000%

Agenda 3 To consider approving the allocation of 45,000,000 newly issued ordinary shares issuance by the way of Private Placement at the offering price of Baht 4.20 per share, totaling Baht 189,000,000

The Chairman invited the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that the Board of Directors has considered and approved to propose to the Extraordinary General Meeting of Shareholders to consider approving the allocation of the newly issued ordinary shares of the Company in the amount of 45,000,000 shares, with the par value of Baht 0.50 per share to be offered by way of Private Placement in accordance with the Capital Market Supervisory Board No. TorJor. 72/2558 re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and its amendment) (the "Notification No. TorJor. 72/2558"). The allocation of the newly issued shares of not exceeding 45,000,000 shares, with the par value of Baht 0.50 per share through Private Placement will be offered to Capital Asia Investment Pte. Ltd. (the "Investor") (the institution investor) at the price of Baht 4.20 per share, totaling Baht 189,000,000, for the following objectives:

Plans for Utilizing Proceeds	Approximate Amount	Timeline
1. To invest in the business of Node validator and Cryptocurrency Mining in Thailand or overseas (Bitcoin Mining Business)	Baht 160 million	Within March 2023
2. To utilize as the working capital for the Company's business operation	Baht 29 million	Within December 2022
	Baht 189 million	

In this regard, the Investor is not a connected person for the purpose of the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 re: Connected Transaction Requirements (including its amendment) and the Notification of the Board of Governors of the Stock Exchange of

Thailand re: Disclosure of information and Other Acts of Listed Companies Concerning the Connected Transactions B.E.2546 (including its amendment).

The issuance of such newly issued ordinary shares is a share offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price at Baht 4.20 per share which the total amount shall be Baht 189,000,000, which is not lower than 90 percent of the market price of the Company's ordinary shares, pursuant to the requirements of the Notification No. TorJor. 72/2558. The "Market Price" shall be calculated from the volume-weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for the past period of 15 consecutive business days prior to the date which the Board of Directors' Meeting resolved a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2022, to consider and approve of the Company to offer the newly issued ordinary shares by way of the private placement, which is period between December 29, 2021, to January 20, 2022, which equals to Baht 4.63 per share (Source: www.set.or.th).

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Extraordinary General Meeting of Shareholders No.1/2022 to consider approving the authorization of the Board of Directors or Chief Executive Officer or any other persons who are authorized by the Board of Directors or Chief Executive Officer to consider and proceed with any matters necessary for, relating to, and/or associated with the issuance, offering, allocation and subscription of the newly issued ordinary shares of the Company to the specific investor, including without limitation to the followings:

- (1) To determine, amend, add conditions and other details in connection with the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including without limitation to the allocation of newly issued ordinary shares on one occasion or more, the number of offered shares, the offering period, the subscription, the payment for the purchase price and other conditions and details relating to the allocation of the newly issued ordinary shares in compliance with the laws, rules, and regulations relating to the issuance and offering of securities;
- (2) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as having the authority to perform various actions related to the issuance, offering, and allocation of the aforementioned newly issued ordinary shares, including but not limited to sign applications, notices, instruments or other documents in connection with the capital increase and the allocation of the newly issued ordinary shares of the Company, including to certify relevant documents, communicate, file and/or receive documents from any competent authorities or agencies and to list the newly issued ordinary shares on the Stock Exchange of Thailand (Market for Alternative Investment (mai)); and
- (3) To carry out any other necessary actions relating to and/or associated with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

The Board of Directors approved to propose to the Extraordinary General Meeting of Shareholders to set the timeframe for the completion of the share offering to not exceed 3 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares. In this regard, upon a lapse of such a three-month period but not exceeding 12 months, the Board of Directors or the person designated by the Board of Directors shall determine the offering price based on the market price during the offering period in accordance with the provisions set forth in the Notification No. TorJor. 72/2558.

In addition, the adjustment of the exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (MVP-W1) (the "Warrants of the Company") shall be reconsidered according to the Terms and Conditions of the Warrants of the Company (MVP-W1). In the case that, at the time of allocation, this allocation results in the Company

being required to adjust the exercise ratio and price of the Warrants of the Company, the Company shall further proceed to propose to the shareholders' meeting to approve the increase of capital and the allocation of the newly issued shares to accommodate such right adjustment.

The details of the issuance, offering, and allocation of the Company's newly issued ordinary shares are as shown in the Capital Increase Report Form (F53-4) (Enclosure 2) and the Information Memorandum regarding the allocation of newly issued ordinary shares to the Private Placement of M Vision Public Company Limited (Enclosure 3).

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. The shareholders expressed their opinions and made their inquiries, and replied the same were given in summary as follows:

Khun Supeeranut Kaveewat, a shareholder who attend the Meeting in person, asked if there is any change in the management structure of the Company after the allocation of Private Placement and if the investor will be subject to the silent period.

Ms. Apsorn Wilartsakdanon, Director/Chief Financial Officer, answered the questions as follows:

If the offering price (Baht 4.20 per share) is lower than 90 percent of the market price of the Company's ordinary shares at the time prior to the securities registration of the increased capital with the Stock Exchange of Thailand, the Company shall procure the Investor not to sell any offered shares within 1 year since the increased ordinary shares of the Company is traded in the Stock Exchange of Thailand (Silent Period) pursuant to the regulations of the Stock Exchange of Thailand as per details set out in the Information Memorandum regarding the allocation of newly issued ordinary shares to the Private Placement of M Vision Public Company Limited (Enclosure 3).

Mr. Opas Cherdpunt, Director/Chief Executive Officer, answered the questions as follows:

There is no change in the management structure of the Company as the Investor does not appoint ant person to involve in the business management of the Company. The management personnel thus remain the same as the Company has been conducting research on the business of Node Validator and Cryptocurrency Mining for a certain period of time.

Subsequently, where there was no additional opinion or inquiry from the shareholders, the Moderator then proposed the Meeting to consider approving the allocation of 45,000,000 newly issued ordinary shares issuance by the way of Private Placement at the offering price of Baht 4.20 per share, totaling Baht 189,000,000, the relevant authority empowerment, and the time frame for allocation of the newly issued shares. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding abstentions).

Resolution: The Meeting approved the allocation of 45,000,000 newly issued ordinary shares issuance by the way of Private Placement at the offering price of Baht 4.20 per share, totaling Baht 189,000,000, including the authorization and the time frame for allocation of the newly issued shares as proposed in all aspects.

In this regard, the resolution was approved by the majority votes of the total votes of shareholders who attended the Meeting and casted their votes (excluding abstentions), detailed as follows:

Approved	109,035,501	votes,	Equivalent to	99.9999 %
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Disapproved	100	votes,	Equivalent to	0.0001 %
Abstained	-	votes,	Not being counted as a vote	
Voided ballots	-	votes,	Not being counted as a vote	
Total	109,035,601	votes,	Equivalent to	100.0000 %

Agenda 4 To consider approving the revision of Memorandum of Association, Clause 3.(Objectives) of the Company

The Chairman invited the Moderator to report the details of this agenda to the Meeting.

The Moderator informed the Meeting that 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 insert a new 1 clause, Clauses 62, totaling 62 clauses of the Company's objectives. The revision of objectives are as follows:

“No 62. To engage in the business as cryptocurrency exchange, digital token exchange, digital token broker, cryptocurrency trader, digital token dealer, provider of advice and recommendations on cryptocurrency and digital token for interested business operators and people in general; in addition to offering digital currency exchange or sale service, digital asset investment service, including but not limited to mining, trading, exchanging of digital assets, plus investment or provision of other services in relation to cryptocurrency and digital token transactions (after being granted permission by relevant agency in the case whereby the activity needs the permission), information storage, processing, verification and validation on the decentralized blockchain network service; including conducting researches, development and collection of information in connection with Information Technology business for the enhancement of knowledge, skill and expertise both in academic and technological areas.”

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 61 items, details as attached in Bor Mor Jor 002.	Clause 3. The objectives of the Company consist of 62 items, details as attached in Bor Mor Jor 002.

The Board of Directors has considered and approved the revision of Memorandum of Association, Clause 3. (Objectives) of the Company as details mentioned above in all respects and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders to consider approving the revision of the Company's Memorandum of Association in Clause 3. (Objectives) by inserting a new 1 clause, Clauses 62, totaling 62 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 addition 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.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. However, no opinion or inquiry was made.

The Moderator then proposed the Meeting to consider approving the revision of Memorandum of Association, Clause 3. (Objectives) of the Company, and the relevant authority empowerment. In this

regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote (including abstentions).

Resolution: The Meeting approved the revision of Memorandum of Association, Clause 3. (Objectives) of the Company, and the authorization as proposed in all aspects.

In this regard, the resolution was approved by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attended the Meeting and were entitled to vote (including abstentions), where the voting results were as follows:

Approved	109,035,501	votes,	Equivalent to	99.9999 %
Disapproved	100	votes,	Equivalent to	0.0001 %
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as a vote	
Total	109,035,601	votes,	Equivalent to	100.0000 %

Agenda 5 Other matters (if any)

The Moderator informed the Meeting that the attendees can express their opinion and make their inquiries in this Agenda.

The Moderator gave the Meeting an opportunity to express their opinions and make their inquiries about the current agenda item. The shareholders expressed their opinions and made their inquiries, and replied the same were given in summary as follows:

Khun Supeeranut Kaveewat, a shareholder who attend the Meeting in person, asked the following questions:

1. What is the business plan and development goal of the Company for the year 2022?
2. How can the Company's Bitcoin Mining Business be affected when new cryptocurrencies implement the Proof of Stake protocol in the future?
3. What is the cryptocurrency the Company plan to mine in the Bitcoin Mining Business and the rationale for such plan?
4. How does the Company record the accounting entry for the revenue recognition and the income statement for Bitcoin Mining Business?
5. What are the 5 countries planned to be new locations in the Metaverse Global project and the rationale for such plan?

Mr. Opas Cherdpunt, Director/Chief Executive Officer, answered the first question as follows:

In 2022, the Company has planned to hold a Mobile EXPO and a mass participation event which is a core business of the Company. The Mobile EXPO will be held between May 12-15, 2022 at BITEC Exhibition and Convention Center, Bangna. Additionally, as the Company has been involved in the cryptocurrency industry for a certain time, the Company sees that the target customer of the digital asset is the same as those of the mobile industry. The Company thus decides to hold a Crypto EXPO 2022 alongside at the same venue. The Crypto Expo will gather different types of cryptocurrency and digital asset as well as the owners of such assets to share users' reviews of what each cryptocurrency or digital asset can do. If the participants are interested, they can directly buy cryptocurrencies and digital assets from the issuer. The exhibition will consist of the following zones:

- Token Zone Presenting information about cryptocurrencies and digital assets by issuers; 30-40 cryptocurrencies have joined so far;
- Exchange Zone Presenting alternative cryptocurrencies issued by cryptocurrency exchange and users' reviews;
- Conference Holding seminar by speakers who are experts in the industry of cryptocurrencies and digital assets;
- Metaverse & Game-Fi Zone Presenting Metaverse project and providing a marketplace for digital assets;
- NFT & Creator Zone Presenting NFTs and providing a marketplace for digital assets;
- Investment & Bitcoin Mining Zone Presenting information about funds that invest in digital assets and investment advisor for digital assets investment and providing a marketplace for Bitcoin mining machines.

Mobile EXPO and Crypto EXPO will be concurrently held within the same exhibition venue and there will be a cross-marketing promotion between mobile phone and digital assets. The exhibition is planned to be held in May 2022, however, depending on the severity of the COVID-19 situation in the future.

Mr. Opas Cherdpunt, Director/Chief Executive Officer, answered the second and third questions as follows:

Bitcoin is the main focus for cryptocurrency mining for the reason that Bitcoin is the most reliable cryptocurrency at the present time which can be seen from the Russian, who stays in Thailand, using Bitcoin to do the transaction in lieu of Russia's national currency because of the fiat money transfer issue resulting from Russia-Ukraine war.

Ms. Apsorn Wilartsakdanon, Director/Chief Financial Officer, answered the fourth question as follows:

The cryptocurrency obtained from Bitcoin Mining Business will be recorded as assets in the Company's balance sheet. For every preparation of the quarterly financial statement, the consideration of net realizable value and impairment will be given in consistence with the accounting standards.

Mr. Opas Cherdpunt, Director/Chief Executive Officer, answered the fifth question as follows:

The Company is responsible for marketing strategy for Metaverse Global, which is assigned by A Plus Fintech, a Singaporean Company, who decides where to market. The project has already been carried out in Dubai and, as far as known, will be launched in India and Thailand. The Company's core responsibility is to conduct marketing in Thailand, which there have been opening ceremonies at department stores, The Mall, and Emquartier. For the sale, the Company is responsible for Land Management and coordinating with other business partners. Presently, there are many listed companies that have shown interest in the Metaverse project. The 5 countries of Metaverse Global will be further determined by A Plus Fintech whereby countries and cities in the pipeline are New York, Shanghai, Singapore, Japan, and Seoul. However, this shall be subject to pending confirmation by A Plus Fintech.

Khun Chairat Kovitchindachai, a shareholder who attend the Meeting in person, asked about the current status of the virtual land sale in Metaverse Dubai.

Mr. Opas Cherdpunt, Director/Chief Executive Officer, answered the question as follows:

The Company is responsible for the Metaverse Dubai project in the part of marketing, which, in Thailand, it has been advertised at Emquartier department store and the Top Spender has been given


the virtual land as a reward. For the details of the sale, as far as known, the virtual lands in Metaverse Dubai are mostly held by the UAE government. The attendees may find the volume of land sales in Metaverse Dubai via <https://metaversedubai.global/> presenting more than 90 percent of virtual lands sold. However, the details of the Metaverse project and cryptocurrency will be further explained at the Annual General Meeting of the Shareholders for the year 2022.

As there were no additional questions or opinions, the Moderator then invited the Chairman to declare the Meeting adjourned.

The Chairman, therefore, expressed his appreciation to all shareholders and proxies for their dedication in attending the meeting and their cooperation in the Meeting. Then, the Chairman then declared the Extraordinary General Meeting of Shareholders No. 1/2022 adjourned.

The Meeting was adjourned at 15.00 hours.

Signed  Chairman
Mr. Thanong Leeissaranukul
Chairman of the Board of Directors

Signed  Minutes Recorder
Ms. Apsorn Wilartsakdanon
Company Secretary

Profiles of directors who are retired by rotation and are nominated for re-appointment for another term



1. Mr. Thanong Leeissaranukul

Age 62 years **Nationality** Thai

Current Position - Chairman of the Board of Directors
- Chairman of the Nomination and Remuneration Committee
- Independent Director

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

Number of years as director 4 years 11 months
(as at Dec 31, 2021)

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

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

Position Nominated

- Chairman of the Board of Directors
- Chairman of the Nomination and Remuneration Committee
- Independent Director

No. of meeting attendance in 2021 - Board of Director 10/10 times (Equivalent to 100%)
- Nomination and Remuneration Committee 2/2 times
(Equivalent to 100%)

Shareholding Percentage (as at Mar 18, 2022) None

Education Bachelor's degree - Business Administration Industrial Marketing
Branch, NANZAN University, Japan

Governance Training with Thai Institute of Directors (IOD) Director Accreditation Program (DAP) 136/2017
dated April 3, 2017

Work Experience for the Past 5 years

- **Listed Company**
 - 1983 - Present Director,
Thai Stanley Electric Public Company Limited
 - 1986 - Present Director,
Inoue Rubber (Thailand) Public Company Limited
 - 2017 - Present Chairman of the Board of Directors / Chairman of
the Nomination and Remuneration Committee,
M Vision Public Company Limited
- **Non-Listed Company**
 - 1986 - present Director / Managing Director,
Sittipol 1919 Company Limited
 - 1993 - present Director, Soprak International Company Limited
 - 1995 - Present Director / Executive Committee
Total Oil (Thailand) Company Limited
 - 1995 - Present Director, Thai Inoac Components Company Limited
 - 1995 - Present Director, IRC (Asia) Research Company Limited

1995 – Present Director, Sungold Holding Company Limited
 1996 – Present Director, Bike Clinic Co., Ltd.
 1996 – Present Vice Chairman, Daido Sittipol Company Limited
 1996 – Present Director / Managing Director,
 Seng Guan Hong Company Limited
 1998 – Present Director, The Studio Production Company Limited
 2001 – Present Director / Chairman of Executive Committee
 Smart Sport Promotion Company Limited
 2003 – Present Director, Wang Chula Company Limited
 2006 - Present Director, Bussayapun Company Limited
 2007 - Present Chairman, Kanok-Sopha Foundation
 2014 - Present Director Pacific Auto Parts (Thailand) Company Limited
 2015 - 2020 Director Studio 888 Company Limited
 2015 - Present Director Sonic Design (Thailand) Company Limited
 2015 - Present Subcommittee Public Relations Organ donation
 center of Thai Red Cross Society

Positions in Other Listed Companies - Director, Thai Stanley Electric Public Company Limited
 - Director, Inoue Rubber (Thailand) Public Company Limited

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 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 – No –
2. Being professional advisor (such as auditor, lawyer) – No –
3. Having the significant business relations that may affect independent performing of duty – None –

Profiles of directors who are retired by rotation and are nominated for re-appointment for another term



2. Asst. Prof. Orathai Wanichdee

Age 66 years **Nationality** Thai

Current Position - Director
 - Chairman of the Audit Committee
 - Chairman of the Risk Committee
 - Nomination and Remuneration Committee
 - Independent Director

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

Number of years as director 4 years 11 months
 (as at Dec 31, 2021)

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

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

Position Nominated

- Director
- Chairman of the Audit Committee
- Chairman of the Risk Committee
- Nomination and Remuneration Committee
- Independent Director

No. of meeting attendance in 2021 - Board of Director 10/10 times (Equivalent to 100%)
 - Audit Committee 4/4 times (Equivalent to 100%)
 - Risk Committee 4/4 times (Equivalent to 100%)
 - Nomination and Remuneration Committee 2/2 times
 (Equivalent to 100%)

Shareholding Percentage (as at Mar 18, 2022) None

Education

Master's degree - Master of Business Administration
 Kasem Bundit University

Bachelor's degree - Bachelor of Accounting, University of the
 Thai Chamber of Commerce

Governance Training with Thai Institute of Directors (IOD) Director Accreditation Program (DAP) 136/2017
 dated April 3, 2017

Work Experience for the Past 5 years

- **Listed Company** 2017 – Present Director / Chairman of the Audit Committee /
 Chairman of the Risk Committee / the
 Nomination and Remuneration Committee,
 M Vision Public Company Limited

- Non-Listed Company	2018 - Present	Special 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 -

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 - No -
2. Being professional advisor (such as auditor, lawyer) - No -
3. Having the significant business relations that may affect independent performing of duty - None -

Profiles of directors who are retired by rotation and are nominated for re-appointment for another term



3. Dr. Natthakit Thewphaingarm

Age 51 years **Nationality** Thai

Current Position - Director
 - Audit Committee member
 - Independent Director

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

Number of years as director 4 years 11 months
 (as at Dec 31, 2021)

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

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

Position Nominated

- Director
- Audit Committee member
- Independent Director

No. of meeting attendance in 2021 - Board of Director 9/10 times (Equivalent to 90%)
 - Audit Committee 3/4 times (Equivalent to 75%)

Shareholding Percentage (as at Mar 18, 2022) 1,000 shares (0.00%)

Education

- Doctoral 's degree - Doctor of Juridical Science, University of Wisconsin - Madison, United States
- Master's degree - Master's degree Master of Legal Institution (M.L.I), Master of Law (L.L.M.), University of Wisconsin - Madison, United States
- Bachelor's degree - Bachelor of Laws, Chulalongkorn University

Governance Training with Thai Institute of Directors (IOD)

Director Accreditation Program (DAP) 137/2017 dated May 22, 2017

Work Experience for the Past 5 years

- **Listed Company** 2017 – Present Director / Audit Committee member / M Vision Public Company Limited
- **Non-Listed Company**
 - 1989 – Present Managing Director, Triple N Company Limited
 - 1991 – Present Managing Director, Nathathai Company Limited
 - 2002 - Present Executive Vice President Thewphaingarm School
 - 2003 - Present Managing Director, Maddison Global Trading Company Limited
 - 2006 - Present Director, Advanced Education System Company Limited
 - 2017 – Present Managing Director Yacht Life 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	- No -
2. Being professional advisor (such as auditor, lawyer)	- No -
3. Having the significant business relations that may affect independent performing of duty	- None



(F 53-4)

Enclosure 4

Capital Increase Report Form
M Vision Public Company Limited
March 14, 2022

We, M Vision Public Company Limited (“the Company”), would to hereby notify the resolutions of the Board of Directors Meeting No. 3/2022, held on March 14, 2022, relating to the increase of registered capital, the issuance, offering, and allocation of newly issued ordinary shares, details are as follows: -

1. Capital increase

The Board of Directors’s meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2022 of the Company to consider and approve the increase of the Company’s registered capital in the amount of Baht 1,054,965 from the current registered capital of Baht 172,500,000 to a new registered capital of Baht 173,554,965 by issuing new ordinary shares of 2,109,930 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	2,109,930	0.50	1,054,965
	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 of 2,109,930 shares at the par value of Baht 0.50 per share, details are as follows:

2.1 Specific purpose of utilizing the proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (Baht per share)	Subscription and payment period	Note
To accommodate for the adjustment of the exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”)	2,109,930	Exercise Ratio (Existing): 1 unit of the Warrants to 1 newly issued ordinary share Exercise Ratio (New): 1 unit of the Warrants to 1.0409 newly issued ordinary share	Exercise Price (Existing): Baht 1.20 per share Exercise Price (New): Baht 1.1528 per share	Allot to existing shareholders with no offering price (Details as in Remarks).	Please see details as in Remarks (1) and (2)

Remarks:

- (1) The Board of Directors’ Meeting passed a resolution to propose to the Annual General Meeting of Shareholders for the year 2022 (“AGM 2022”) to consider approving the capital increase of Baht 1,054,965 by issuing new ordinary shares of 2,109,930 shares with a par value of Baht 0.50 per share to accommodate for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”), of which its exercise price and exercise ratio have been adjusted in accordance with the terms and conditions of such Warrant (MVP-W1).

In addition, the Board of Directors’ Meeting resolved to grant approval to propose the Extraordinary General Meeting of Shareholders to consider authorizing the Board of Directors or the Executive Committee or the Company’s authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company’s authorized director to have the power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar’s order to effect the registration

- (2) The Company is required to adjust the exercise ratio and the exercise price of the Warrant (MVP-W1) according to the terms and conditions governing of the rights and obligations of the issuer and holders of the warrants to purchase ordinary shares of M Vision Public Company Limited No.1. (MVP-W1) since the Company offered the newly issued ordinary shares to a specific person (private placement: PP) of which the offering price is lower than

90 percent of the market price of the Company's ordinary shares. The adjustment shall be immediately effective from the first date of the offering of newly issued ordinary shares to the specific person. The Company shall notify the new exercise ratio and price of the Warrant MVP-W1 no later than 9:00 of the effective date of the adjustment.

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

In case a fraction of the shares from the adjustment of the rights of Warrant (MVP-W1), such fraction of shares shall be rounded down.

3. Schedule the date of the Extraordinary General Shareholders' Meeting to approve the capital increase and the allocation of the newly issued shares

The Annual General Meeting of Shareholders for the year 2022 is scheduled to be held on April 29, 2022 at 14.00 hrs. through an Electronic Meeting (E-AGM) only. The list of eligible shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) is scheduled on March 31, 2022.

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

4.1 The Company shall obtain approval from the Annual General Meeting of Shareholders for the year 2022 for the increase of the registered capital by not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.

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 shall obtain approval from the Stock Exchange of Thailand for listing the newly issued ordinary shares from exercised Warrant (MVP-W1) as listed securities on the Stock Exchange of Thailand in accordance with the applicable rules and regulations.

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

To accommodate for the adjustment of the exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)") because the Company offers the newly issued ordinary shares to specific persons (private placement: PP) of which the offering price is lower than 90 percent of the market price of the Company's ordinary shares. (The volume-weighted average price of the Company's ordinary shares each day divided by the number of the Company's ordinary shares traded on the Stock Exchange of Thailand for the past period of 15 consecutive business days prior to the first date which offers the newly issued ordinary shares.)

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

This capital increase is to support the adjustment of the right of Warrant (MVP-W1) so that the number of ordinary shares is sufficient for the subsequent exercise of Warrant (MVP-W1).

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

8.1 Impact on the voting rights of the existing shareholders (Control Dilution)

This capital increase is reserved for the exercise of Warrant (MVP-W1), of which its exercise price and exercise ratio have been adjusted to ensure that the benefits of Warrant (MVP-W1)’s holders will not be impaired. The impact on the voting rights of the existing shareholders (Control Dilution) in case all warrant holder exercise their right remain the same as disclosed at the issuing and offering of the aforementioned securities.

However, if calculate only the number of shares increases this round there is an impact on control dilution as follows:

$$\begin{aligned}
\text{Control Dilution} &= \frac{\text{Number of reserved shares to be offered this time}}{(\text{total paid-up shares} + \text{number reserved shares to be offered this time})} \\
&= \frac{2,109,930}{(293,411,700 + 2,109,930)} \\
&= 0.71\%
\end{aligned}$$

8.2 Price Dilution

This capital increase is reserved for the exercise of Warrant (MVP-W1), of which its exercise price and exercise ratio have been adjusted to ensure that the benefits of Warrant (MVP-W1)'s holders will not be impaired. The impact on the price dilution in case all warrant holders exercise their right remain the same as disclosed at the issuing and offering of the aforementioned securities.

9. Warranty of Directors

In the event that 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 to 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).

10. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares

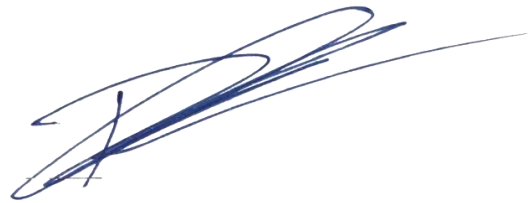
No	Procedures	Day/Month/Year
1	The Board of Directors' Meeting resolved to approve the capital increase	March 14, 2022
2	Notifying the resolutions of the Board of Directors' meeting to the Stock Exchange of Thailand (SET)	March 14, 2022

No	Procedures	Day/Month/Year
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 2022	March 31, 2022
4	The date of the Annual General Meeting of Shareholders for the year 2022	April 29, 2022
5	The Registration of capital increase at Ministry of Commerce	Within 14 days from the date of the resolution of the Annual General Meeting of Shareholders

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 Cherdpunt)
Chief Executive Officer



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

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

**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 1st January and end on 31st 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

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 the 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 Company has set qualifications of the independent directors in line with the definition of the Capital Market Supervisory Board 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 relationship¹ 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.

¹ 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



Mr. Kongphan Pramoj

Age 50 years **Nationality** Thai

Position - Independent director
 - Audit Committee member

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

Date of latest appointment April 30, 2021 (appointed by AGM 2021)

Number of year (s) as director 4 years 11 months (as at Dec 31, 2021)

Terms of the company's directorship (after transformation 9
March 2018) 2 term2

Shareholding Percentage (as at Mar 18, 2022) 300,000 shares (0.12%)

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

- Listed Company	2017 - Present	Director / Audit Committee member M Vision Public Company Limited
- Non-Listed Company	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 -

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 - No -
2. Being professional advisor (such as auditor, lawyer) - No -
3. Having the significant business relations that may affect independent performing of duty - None -

Having a different conflict of interest 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 -

Privacy Notice regarding the Annual General Meeting of Shareholders for the year 2022 of M Vision Public Company Limited

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. Personal Data to be Collected

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

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

2. Objectives and Legal basis, for the use, collection, and disclosure of 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 shareholders' meeting of the Company which includes verifying your identity, delivery of relevant documents, and carrying out any action to comply 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 (as amended), the Civil and Commercial Code and any other laws.

2.2. Legitimate Interest

- To be used for the purpose of preparing the minutes of the meeting of shareholders of the Company and for keeping evidence of your attendance as well as for any other matters as necessary and related to the legitimate interest of the Company to others, within the scope that you can reasonably expect.
- To be used for the purpose of screening attendees who are at risk of being infected with coronavirus 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 meeting of shareholders.
- The Company may take photographs and record videos during the meeting of shareholders to be used in reporting and publicizing the meeting of shareholders through electronic media and print publication. Photos and videos of the meeting of shareholders may contain your image but the details of your identity will not be identified.

3. Source of Personal Data

- 3.1 The Company receives Personal Data directly from you through registration documents showing your attendance to the 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 meeting of shareholders. You may conceal the Sensitive Data before submitting such documents to the Company. In case 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 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. Personal Data Disclosure

The Company may disclose your personal data to the person(s) or organization(s) below according to the purpose defined in this Notice:

- Government authorities, law enforcement agencies, court, and regulatory authorities (i.e., Ministry of Commerce, the Office of Securities and Exchange Commission, and the Stock Exchange of Thailand), or other persons when there is a reasonable and necessity for complying with the laws or protecting the right of the Company, third party's rights or for personal safety, including for performing as necessary in relation to the transfer or acceptance of the right and/or the Company's obligations;
- Personal data processor;
- Service providers or advisors of the Company; and
- Electronic and Printing Media for the use of reporting and publicizing the meeting.

5. 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 uses your Personal Data. You may revoke consent for any action taken by the Company which requires 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.

6. Period of Retention of 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.

7. Amendment of this Privacy Notice

The Company may amend and update this Privacy Notice from time to time. The Company will publish such amendment (if any) via the Company's website and/or inform you in the invitation letter to the 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.

8. Data Protection Measure

The Company has the proper data protection measures for your personal data, including management protective measures, technical protective measures, and physical protective measures with regard to the accessibility and controllability of personal data in order that the data remains secret, accurate, complete, and being ready for use in order to ensure that the data shall not be loss, accessible, useable, changeable, amendable, or disclosable by others without the authority or unlawfully in accordance with the applicable laws.

9. Contacting Channel

If you have any inquiries or need more detail related to the protection of your personal data, collection, use, or disclosure of your personal data, your rights exercising or you may have any complaints, you can contact as follows;

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

Guideline for attending the shareholders' meeting through an Electronic Meeting (E-AGM) and Clarification of document for the appointment of proxy, voting method and voting counting

- **Guideline for attending the shareholders' meeting through an electronic media (E-AGM) and the appointment of proxy**

List of documents must be submitted to the Company for your identification and guidelines for attending the meeting through an electronic media (E-AGM) as follows:

Case 1 Shareholders and proxies who wish to attend the meeting through an electronic media (E-AGM)

Case 1.1 Shareholders attending the meeting by themselves are requested to fill in and sign the "Acceptance for the invitation of online meeting of M Vision Public Company Limited" (Enclosure 9) together with the valid certified true copy supporting documents as follows:

Case 1.1.1 Shareholders who are natural persons:

- Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.

Case 1.1.2 Shareholders who are juristic persons:

- (a) If the person authorized to sign on behalf of the juristic person (authorized director) wishes to attend the meeting in person through an electronic media (E-AGM)
 - (a.1) A copy of the shareholder's juristic person registration certificate issued no later than 3 months before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person; and
 - (a.2) A copy of the identity document of the representative of the juristic person (authorized director), such as an ID card, a government official ID card, passport (In the case of foreigners).
- (b) If the proxy is assigned to attend the meeting instead through an electronic media (E-AGM)
 - (b.1) 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 and entirely together with duty stamp affixed. 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;

- (b.2) A copy of an affidavit of the shareholder, issued no later than 3 months before the date of the shareholders' meeting, 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;
- (b.3) A copy of the valid official document issued by government authorities of the representative of the juristic person (authorized director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy; and
- (b.4) A copy of the proxy's identity document as in the case of natural persons as mentioned above.

Case 1.2 Form A. or B. proxies are requested to fill in and sign the "Acceptance for the invitation of online meeting of M Vision Public Company Limited" (Enclosure 9) together with the valid certified true copy supporting documents of the shareholder's ID card and proxy's ID card (in case, shareholders grant proxy) which signed certifying the true copy. The Company requires you to also send the original documents by postal to

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

Case 1.3 Form C. proxies (For Foreign Investor appointing the Custodian in Thailand to be a share depository and share keeper) are able to choose either E-Proxy which is in accordance with the regulations and procedures set by the Stock Exchange of Thailand (SET) or regular form proxy which are requested to fill in and sign the "Acceptance for the invitation of online meeting of M Vision Public Company Limited" (Enclosure 9) together with

- 1) A copy of an affidavit and ID card of the authorized director, certified by the authorized director of that juristic person;
- 2) Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any)
- 3) Power of Attorney from the foreign investor authorizing custodian to sign the proxy form on his or her behalf;
- 4) Letter certifying that the person signing the proxy form is authorized to operate custodian business;
- 5) A copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy; and
- 6) The Proxy Form C, is correctly and completely filled in and signed by the grantor and the proxy together with stamp duty affixed.

The Company requires you to also send the original documents by postal to

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

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

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.

Please clearly specify your E-mail and mobile phone number in "Acceptance for the invitation of online meeting of M Vision Public Company Limited" (Enclosure 9) for registering for the meeting within April 27, 2022 (2 (the Company reserves the right to refuse documents that arrive after the specified date and time) via the following channels.

(1)E-Mail: *ir@mvisioncorp.com* or

(2)Postal: *Company Secretary*

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

Case 2 Shareholders who do not wish to attend the meeting through an electronic media (E-AGM).

For those shareholders who are unable to attend the meeting through an electronic media (E-AGM) themselves, the Company recommends the shareholders appoint an independent director as their proxy to attend the meeting in person. (Details of the Proxy Forms A. – C. appear in Enclosure 10) by sending documents to Company Secretary, M Vision Public Company Limited, 11/ 1 Soi Ramkhamhaeng 121, Huamak Sub- district, Bangkok District, Bangkok 10240 within **April 27, 2022**.

If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

Remark: Appointment of Proxy

The Company has provided the three (3) styles of proxy form in accordance with the forms as prescribed by the Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 as follows:

1. Form A. is a general form which is simple and uncomplicated;
2. Form B. is an explicit form with fixed and specific details authorizing proxy; and
3. Form C. is a form to be used specifically by shareholders who are specified in the register as foreign investor and have appointed a custodian in Thailand to be a share depository and share keeper.

In the event that the shareholder is unable to attend the Meeting in person, such shareholder can appoint any person as the proxy as follows:

1. Select **only one** of the above proxy forms as follows:
 - 1.1 General Shareholder shall select either Form A or Form B. Only one type of proxy form can be selected.
 - 1.2 Shareholders who are specified in the register as foreign investor and have appointed a custodian in Thailand to be a share depository and share keeper shall select only Form C.
2. Authorize any person to be a proxy as desired, or appoint the proposed independent director of the Company, **Asst. Prof. Orathai Wanitdee (Independent Director)**.
3. The Proxy Form must be affixed with Baht 20 stamp duty, crossed and the date on which such proxy is made.

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting through an electronic media (E-AGM), please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via meeting through an electronic media (E-AGM), in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

• **Electronic Meeting Attendance (E-AGM)**

1. Once the shareholders or proxies notified to attend the meeting and the Company have been fully verified the list of shareholders who have the right to attend the shareholders' meeting. The electronic meeting organizer shall deliver a link for attending the meeting, and a system's user manual to your Email that you have sent to inform the Company by 1 day before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within April 28, 2022, please immediately contact the Company Secretary at telephone no. 02-735-1201,02,04.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

- **Submitting advice or questions related to any agendas which will be considered at the E-AGM meeting**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - (1) Email: ir@mvisioncorp.com or
 - (2) Postal: *Company Secretary*
M Vision Public Company Limited
11/1 Soi Ramkhamhaeng 121,
Huamak Sub-district, Bangkok District,
Bangkok 10240
2. Submit advice or questions during the meeting to those attending the meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting by chat channel for text messages.

- **Procedures for voting method and voting counting of the Annual General Meeting of Shareholders 2022 through an electronic media (E-AGM)**

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.



ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เอ็ม วิชั่น จำกัด (มหาชน)
 Acceptance for the invitation of online meeting of M Vision Public Company Limited

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

- (1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
 I/We, Identification Card/Passport number
 สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Nationality Residing at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal Code
- (2) เป็นผู้ถือหุ้นของ บริษัท เอ็ม วิชั่น จำกัด (มหาชน)
 Being a shareholder of M Vision Public Company Limited
 โดยถือหุ้นรวมทั้งสิ้น หุ้น
 Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565
 I would like to participate the E-AGM for the Annual General Meeting of Shareholders for the year 2022.

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น
 Proxy to attend the meeting.

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม
 Please send the Link to join the meeting by below email.

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 8 ภายในวันที่ 27 เมษายน 2565
 Please submit the required document per an Enclosure 8 by **April 27, 2022**.

- (5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ
 Once you have verified, the company will send the Link to join the meeting via email

- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม
 Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder
 (.....)

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:

นายคงพันธ์ ปราโมช

Mr. Kongphan Pramoj

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญ
ผู้ถือหุ้นประจำปี 2565

In this regard, the details of the independent director of the Company are specified in
Enclosure 6 of the Invitation of the Annual General Meeting of Shareholders for the year 2022.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565
ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) 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 2022 on Friday, April 29, 2022, at 14.00 hrs. through an Electronic Meeting (E-AGM), or such other date, time and place
as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับ
มอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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:

นายคงพันธ์ ปราโมจ

Mr. Kongphan Pramoj

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2565

In this regard, the details of the independent director of the Company are specified in Enclosure 6 of the Invitation of the Annual General Meeting of Shareholders for the year 2022.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2022 on Friday, April 29, 2022, at 14.00 hrs. through an Electronic Meeting (E-AGM), or such other date, time and place as the meeting may be held.

(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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565

Agenda 1 To consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 2 To acknowledge the 2021 Company's operating result for the year ended December 31, 2021

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3 To consider approving the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2021

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการงดจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลประจำปี 2564

Agenda 4 To consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2021

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2565
 Agenda 5 To consider approving the appointment of the Company's auditor and audit fee for the year 2022
- 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 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
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
 B. Election of each nominated directors individually
1. ชื่อกรรมการ นายทอง ลีอิสสระนุกูล
 Director's name Mr. Thanong Leeissaranukul
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
2. ชื่อกรรมการ ผศ.อรทัย วาณิชดี
 Director's name Asst. Prof. Orathai Wanichdee
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
3. ชื่อกรรมการ ดร.ณัฐกฤษฏี ทิวไผ่งาม
 Director's name Dr. Natthakit Thewphaingarm
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2565
 Agenda 7 To consider approving the director's remuneration for the year 2022
- 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 8 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนบริษัทและการแก้ไขหนังสือบริคณห์สนธิของบริษัทข้อ 4. (ทุนจดทะเบียน)
Agenda 8 To consider approving the capital increase of the Company and the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association

- 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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Disapprove | Abstain |
| votes | votes | votes |

วาระที่ 9 พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท
Agenda 9 To consider approving the allocation of the newly issued ordinary shares of the Company

- 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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve | Disapprove | Abstain |
| votes | votes | votes |

วาระที่ 10 เรื่องอื่น ๆ (ถ้ามี)
Agenda 10 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่จะระบุไว้ข้างต้น 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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

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 2565 ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2022 on Friday, April 29, 2022, at 14.00 hrs. through an Electronic Meeting (E-AGM), 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)

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:

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

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

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/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:

นายคงพันธ์ ปราโมช

Mr. Kongphan Pramoj

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุม
สามัญผู้ถือหุ้นประจำปี 2565

In this regard, the details of the independent director of the Company are specified in
Enclosure 6 of the Invitation of the Annual General Meeting of Shareholders for the year
2022.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565
ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Anyone of the above as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders
for the year 2022 on Friday, April 29, 2022, at 14.00 hrs. through an Electronic Meeting (E-AGM), 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565

Agenda 1 To consider certifying the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

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 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 2 To acknowledge the 2021 Company's operating result for the year ended December 31, 2021

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับรอบบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3 To consider approving the Company and its subsidiaries's financial statements for the accounting period ended
December 31, 2021

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 4
Agenda 4

พิจารณาอนุมัติการงดจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลประจำปี 2564

To consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment 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.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ 5
Agenda 5

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2565

To consider approving the appointment of the Company's auditor and audit fee for the year 2022

- 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.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> 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
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
B. Election of each nominated directors individually
1. ชื่อกรรมการ นายทอง ลีอิสสระนุกุล
Director's name Mr.Thanong Leeissaranukul
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
2. ชื่อกรรมการ ผศ.อรทัย วาณิชดี
Director's name Asst. Prof. Orathai Wanichdee
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
3. ชื่อกรรมการ ดร.ณัฐกฤษฏ์ ทิวไผ่งาม
Director's name Dr. Natthakit Thewphaingarm
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2565
To consider approving the director's remuneration for the year 2022

- 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

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

- 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

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท
To consider approving the allocation of the newly issued ordinary shares 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

เรื่องอื่น ๆ (ถ้ามี)
Other matters (if any)

- 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

- (5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

- 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2565 ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2022 on Friday, April 29, 2022, at 14.00 hrs. through an Electronic Meeting (E-AGM), 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 ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain 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 ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain 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 ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain 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 ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)

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

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:

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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)