



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

หนังสือเชิญประชุมวิสามัญผู้ถือหุ้น

Invitation letter to the Extraordinary General Meeting of Shareholders

ครั้งที่ 1/2565
No. 1/2022

วันที่ 11 มีนาคม 2565 เวลา 14.00 น.
March 11, 2022 at 14.00 hrs.

ณ ห้องสัมมนาชั้น 12 บริษัท สิตธิพล 1919 จำกัด
999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120

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

เปิดรับลงทะเบียน 13.00 น. Registration starts at 13.00 hrs.

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

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

Guidelines for attending the Extraordinary General Meeting of Shareholders No. 1/2022 of

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

M Vision Public Company Limited (“the Company”) concerns with the health and safety of the shareholders, staffs on duty and stakeholders, as well as realize and focus on the implementation of strict surveillance and prevention of the Coronavirus Pandemic (COVID-19). The Company would like to inform the measures and guideline for attending the Extraordinary General Meeting of Shareholders No. 1/2022 as follows:

1. Due to the Company’s Good Corporate Governance Awareness, in the item of Rights and Equitable Treatment of Shareholders, the Company discloses the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2022, together with related documents on the Company’s website at www.mvisioncorp.com under “INVESTOR RELATIONS” as well as sent out by mail to the shareholders in advance.

2. The shareholders are requested to grant Proxy to the Company’s Independent Directors to attend the Meeting instead of participating in person.

2.1. The shareholders can grant proxy to the Independent Directors to act as Proxy of shareholders (details as shown in **Enclosure 7**) to attend the meeting and cast votes on their behalf by completing a Proxy form, and deliver the completed Proxy form and relevant documents by March 8, 2022 to the following address:

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

(Pre-casting the vote for each agenda shall be recommended and able to vote on various agendas at one time to submit to the officers.)

2.2. The shareholders are welcome to submit questions in advance, in writing, relating to the meeting’s Agenda to the Company within March 8, 2022 through the following channels:

- Send by post to the Company
- E-mail: ir@mvisioncorp.com

3. In the case that **the Shareholders wish to attend the meeting in person**, the Company would like to request your cooperation to strictly follow the measures and guideline for attending the meeting in order to prevent and reduce the risk of spreading of the Coronavirus Disease 2019 (COVID-19) as follows:

- (1) The shareholders / proxies must strictly follow the preventive measures to prevent the spread of COVID-19, which include the recommendations from the authorities with respect to the social distancing measures.
- (2) The Company shall reserve the right to not allow any shareholders or proxies’ entry into the meeting, specifically those who are identified with a body temperature of 37.5 degrees Celsius or higher, or those who have recently visited or returned from any disease infected zones as stated by the Ministry of Public Health in less than fourteen (14) days, including those who have had close contact with such person, or was in close contact with a person tested positive for COVID-19, as well as those having a fever, respiratory symptoms such as fever, cough, sore throat, sneezing, runny nose, or showing any signs of coronavirus infection (COVID-19). Please note that concealment of health information or traveling record could be considered a violation of the Communicable Diseases Act. B.E. 2558.
- (3) The Company will only allow the shareholders / proxies to attend the meeting and will not allow any other person accompanying them to enter the meeting room.

- (4) All of the shareholders / proxies must have their temperature checked and fill in a health declaration form at the screening points provided by the Company. The Company shall conduct health screening, in compliance with the guidelines of the Department of Disease Control. The Company shall provide alcohol hand sanitizer. The Company will clearly stick a sticker on the Shareholders' shirt who had been screened and passed the infection risk screening by the officer in order to assure for the attendee.
- (5) The Shareholders must present ATK results no more than 3 days to the Company's officer.
- (6) The Shareholders must prepare their own masks and could wear the mask all times from the screening point until the meeting is finished for safety of yourselves and relevant person.
- (7) The Company has arranged the Meeting space appropriately to reduce congestion of the Shareholders by spacing at least 1 meter between each person, including queuing at the screening, documenting, registration points and in the meeting room.
- (8) The Company emphasizes the staff to clean the tables, chairs and all kinds of equipment in the meeting room regularly with cleaning solution or 75% alcohol to prevent any occurrence of the virus.
- (9) The Company does not provide microphones for inquiries. If the attendee wishes to ask at the meeting, please write down the questions on the slips and submit to the Company's officer. The questions will be forwarded to the Chairman for further answers in the meeting.
- (10) The Company refrains from serving food and beverages in the meeting area to prevent the risk of spreading COVID-19.
- (11) To avoid delays from the process of registration to the meeting, the Company asks the shareholders to spare time for various operations. For avoid the intensify and widely spread spread a disease, therefore, the Company will limit the seats for the shareholders to be at the maximum of 40 seats.(including directors, managements, and officers of the Company). The Company reserves the rights to allow the shareholders / proxies, who passed the screening as required by the Company and arrived the meeting room, to enter the meeting room on a first come, first serve basis. Once the prepared seats in the meeting room are fully occupied, it is necessary for the Company to deny the shareholders and/or proxies attending the meeting in person (or cannot enter the meeting room). In this regard, the shareholders may authorize the independent director to vote on their behalf or the denied shareholders/proxies may submit the ballots in advance at the meeting's registration stage as located in front of the meeting room.

The Company will conduct the meeting concisely and control the meeting to be adjourned within 15.00 hrs. to limit the shareholders' exposure time.

Please spare your time for the screening required prior to entering the meeting venue. The Company apologizes for any inconvenience which may occur as a result of the delay in the screening process due to the number of shareholders present.

In this regard, the Extraordinary General Meeting of Shareholders No. 1/2022, the Company will strictly comply with the recommendations of the Department of Disease Control, Ministry of Public Health regarding the prevention and control of Coronavirus disease 2019 (COVID-19). Should the situation of the spread of the corona virus (COVID-19) changes or should there be any additional measures from the authorities which affect the arrangement of the Extraordinary General Meeting of Shareholders No. 1/2022, the Company may inform the shareholders through the Company's website or the channels of the Stock Exchange of Thailand.

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



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

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

Date: February 24, 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2022

Attention: Shareholders of M Vision Public Company Limited

- Enclosure:
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2021;
 2. Capital increase report form (F53-4);
 3. Information Memorandum regarding the allocation of newly issued shares to the Private Placement of M Vision Public Company Limited;
 4. Clarification of document for registration, the appointment of proxy, voting method, and counting of votes;
 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. Proxy Forms;
 8. Privacy Notice regarding the Extraordinary General Meeting of Shareholders;
 9. Map to the meeting venue

By this letter, M Vision Public Company Limited (“**the Company**”) would like to inform you that the Board of Directors’ Meeting No.1/2022 (“**the Board**”) resolved to convene the Extraordinary General Meeting of Shareholders No.1/2022 (“**EGM**”) on Friday, March 11, 2022, at 14.00 hrs. at the Seminar room, 12th floor, Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, to consider the following agenda items.

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

Facts and Rationale: The Company held the Annual General Meeting of Shareholders for the year 2021 on April 30, 2021 to consider matters according to the agenda specified in the invitation letter. The minutes of meeting was prepared and submitted to the Stock Exchange of Thailand within 14 days from the meeting date, as well as published on the Company’s website, www.mvisioncorp.com. Details of which are as enclosed in **Enclosure 1**.

Board of Directors’ Opinion: The Board deemed that the minutes of the Annual General Meeting of Shareholders for the year 2021 was accurately recorded, and it was appropriate to propose the Extraordinary General Meeting of Shareholders No.1/2022 to consider certifying the Minutes of the Annual General Meeting of Shareholders for the year 2021.

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).

Given that Agenda 2 to Agenda 3 are interrelate, therefore, should any particular item not be approved by the Extraordinary General Meeting of Shareholders No.1/2022, the other agenda which may have been previously approved by the Extraordinary General Meeting of Shareholders No. 1/2022 shall be deemed to be cancelled, and the remaining agenda shall not longer be considered accordingly and the consideration in Agenda 2 to Agenda 3 shall be deemed to be disapproved by the Extraordinary General Meeting of Shareholders No. 1/2022.

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.

Facts and Rationale: Following the Company propose to issue and offer the newly issued ordinary shares by way of 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 newly 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 appears on 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**).

Board of Directors' Opinion: The Board of Directors 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 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 newly ordinary shares of 45,000,000 shares with a par value of Baht 0.50 per share for offering by the way of 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 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 a 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 total votes of the shareholders attending the meeting and having the right to vote.

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.

Facts and Rationale: The Board 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.

Objectives of Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase are as follows:

Plans for Utilizing Proceeds Received from the Capital Increase	Approximate Amount (THB million)	Specified time period for utilizing the proceeds
1.To invest in the business of Node validator and Cryptocurrency Mining business 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 connected person for the purpose of the Notification of the Capital Market Supervisory Board No. Tor.Jor 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 Notifications on Connected Transactions**”).

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 (“**SET**”) 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 its newly issued ordinary shares by way of private placement, which is period between December 29, 2021 to January 20, 2022 is equal to Baht 4.63 per share (Source: www.set.or.th). The detail of the calculation is as follow:

No.	Date	Total Volume (Shares)	Total Value (Thousand Baht)
1	20/01/2022	39,096,615	205,244.77
2	19/01/2022	2,368,880	10,388.04
3	18/01/2022	2,259,550	10,216.11
4	17/01/2022	4,556,553	20,792.87
5	14/01/2022	3,856,851	17,291.59
6	13/01/2022	1,263,629	5,478.36
7	12/01/2022	2,219,210	9,681.72
8	11/01/2022	757,903	3,247.39
9	10/01/2022	1,272,215	5,450.34
10	07/01/2022	1,756,818	7,591.31
11	06/01/2022	2,164,606	9,673.96
12	05/01/2022	6,952,921	31,272.04
13	04/01/2565	2,287,334	9,684.35
14	30/12/2021	5,286,662	22,522.49
15	29/12/2021	64,164,100	281,114.30
Total		140,263,847	649,649.64
Volume-Weighted Average Price of 15 business days (Baht/Share)			4.63
90 percent of 15 business days VWAP (Baht/Share)			4.17

The issuance of such newly issued ordinary shares must be approved by the Extraordinary General Meeting of Shareholders No. 1/2022 of the Company with not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote. Moreover, the Company is also required to obtain approval from The Securities and Exchange Commission (“SEC”) as specified in the Notification No. TorJor. 72/2558 before such offering and allocation of the Company’s newly issued ordinary shares.

In addition, the adjustment of exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of the Company No.1 (“**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.

If the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of the market price of the Company’s ordinary shares, prior to the date on which the SET’s order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investor from selling all of such newly issued ordinary shares within 1 year from the date on which the Company’s newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of 6 months after the Company’s newly issued ordinary shares have started trading on the SET, the Investor may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (as its amendment) and Letter Bor.Jor.(Wor) 17/2558 Re: The stipulation on prohibiting the sales of shares in specified period (Silent Period) for shares or convertible securities offered through private placement

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 private placement investors, 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 SET; 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.

Pursuant to the Notification No. TorJor. 72/2558, the Company is required to complete the share offering within the period as approved by the Shareholders' Meeting, but not exceeding 3 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares, or complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering in the event where it is clearly specified by resolution of the Shareholders' Meeting that upon a lapse of such 3 months, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period. In this regard, the Company expects that the offering to sell the newly issued ordinary shares to the Investor will take place by March 2022.

Please refer to the details of the issuance, offering, and allocation of the Company's newly issued ordinary shares 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**).

Board of Directors' opinion: The Board has considered and approved the allocation of newly issued ordinary shares issuance by the way of Private Placement as details mentioned above, and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders 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 as proposed in all aspects. In addition, the Board of Directors of the Company deemed it appropriate to propose the Extraordinary General Meeting of Shareholders to consider authorizing the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the 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 Extraordinary Meeting of Shareholders.

In addition, the Board has considered and approved to propose to the Extraordinary General Meeting of Shareholders to consider approving the time frame for allocation of the newly issued shares to be within 3 months from the date that the Extraordinary Meeting of Shareholders No.1/2022 passes its resolution to approve the capital increase and the offering of the newly issued shares, or, upon a lapse of such 3 months, to complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve

the share offering provided that the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period pursuant to the Notification No. TorJor. 72/2558. In the case that the Company cannot complete the allocation of the newly issued shares within such period, the Company shall further propose the shareholders' meeting to cancel the unissued shares.

In this regard, the details of the Board's Opinion is referring to Rationale and Necessity for Capital Increase, Possibility of the Plan for Use of Proceeds and Sufficiency of Source of Capital, Reasonableness of the capital increase, plan for use of proceeds from the share offering and projects to be implemented, Potential impact on the overall Company's business operations, financial position and operating results from the capital increase and the implementation of the plan for use of proceeds or projects, Appropriateness of the offering price determination method, Rationale and Necessity for the Offering of Newly Issued Shares by way of Private Placement, Method for consideration and verifying information of the investor and Certification of the Board of Directors on Capital Increase. Details are as shows in the Information Memorandum regarding the allocation of newly issued ordinary shares to the Private Placement of M Vision Public Company Limited (**Enclosure 3**).

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

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

Facts and Rationale: To be in accordance with the business operations of the Company and to cover the potential business that the Company may expand in the future, the Company has the utmost necessity to 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.

Board of Directors' opinion: The Board has considered and approved the revision of Memorandum of Association, Clause 3. (Objectives) of the Company as details mentioned above 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..

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

Agenda 5 Other matters (if any)

The Company fixed the Record Date for the shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on February 18, 2022.

In order to accelerate and facilitate the registration process, the Company has also published the invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 together with the Proxy Form A, Form B and Form C and other documents relating to this meeting on the Company's website, www.mvisioncorp.com since February 24, 2022.

In order to protect the rights and interests of the shareholders, the shareholders can appoint an independent director, Asst. Prof. Orathai Wanitdee, as their proxy, to attend the Meeting and cast votes on their behalf. The profile of the independent director nominated for appointment as the proxy for the meeting are as shown in **Enclosure 6**. The Company would like to request for your coordination to deliver the Proxy Form to the Company by March 8, 2022.

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

For a shareholder who wishes to appoint a proxy to attend the Meeting and vote on behalf of the shareholder, please choose and fill in either the Proxy in Form A or Form B, the details of which are enclosed in **Enclosure 7**. For a foreign shareholder who deposits shares in safeguard of custodian in Thailand, please choose and fill in the Proxy in Form C.

In order to allow the registration for the attendance of the Meeting to be carried out smoothly and efficiently, the shareholders and proxies can register for the meeting attendance from 13.00 hrs. onwards. The shareholders are recommended to study the registration procedure and to prepare all document that are required on the meeting date, and to study the voting and meeting procedures as specified in **Enclosure 4**. The Company will conduct the meeting in accordance with the Company's Articles of Association in **Enclosure 5**.

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

Yours sincerely,
M Vision Public Company Limited

A handwritten signature in blue ink, appearing to be 'Thanong Leeissaranukul', written in a cursive style.

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

**Minutes of Annual General Meeting of Shareholders for the year 2021
M Vision Public Company Limited**

Date, Time and Meeting Venue

This Meeting was held on April 30, 2021, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No.999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120.

Meeting Commencement

Miss Boonyanuch Woottiganjanakul, acted as the moderator (the “**Moderator**”) of the Annual General Shareholders Meeting for the year 2021 (the “**Meeting**”) of M Vision Public Company Limited (the “**Company**”), 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, all participants would be required to wear a facemask at all time throughout the Meeting and would not be allowed to change the seat during the Meeting.

In order to ensure that the Meeting should be convened appropriately and in a timely manner, as Yannawa District Office allowed the Company to convene the Meeting for not more than 2 hours, therefore, the Company shall proceed the Meeting concisely. The details of each agenda may be omitted; however, the Company shall ensure that all the material matters would be performed. The details of each agenda were specified in the Invitation Letter to the Meeting and all the supporting documents which were sent to shareholders prior to the Meeting. In this regard, in order to minimize the risk of COVID-19 virus spread through the microphones, shareholders or proxies should submit their comments and/or question in written by providing name, surname, and identify the status as attending (a shareholder or by proxy) and pass the paper to the staffs. The Moderator shall read the questions for the directors and/or relevant persons to answer. It was requested that the shareholders or proxies ask questions or share their opinions relevant to that particular agenda item. In the case of questions or opinions irrelevant to the agenda item being discussed, such questions or opinions would be addressed in Agenda 12, the agenda item for other matters at the end of the Meeting.

Then, the Moderator introduced the directors, auditor and legal advisors who attended the Meeting 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, Member of the Nomination and Remuneration Committee, Chairman of the Risk Management Committee and Independent Director |
| 3. Mr. Kongphan | Pramoj | Director, Member of the Audit Committee and Independent Director |
| 4. Mr. Opas | Cherdpunt | Director, Chairman of the Executive Director, Member of the Risk Management Committee, Member of the Nomination and Remuneration Committee and Chief Executive Officer |
| 5. Mr. Teerawat | Suwannapini | Director, Executive Director and Chief Information Officer |
| 6. Mr. Tharathorn | Yuangbhandith | Director, Executive Director and Chief Operating Officer |
| 7. Ms. Prapimpan | Lertsirisin | Director, Executive Director and Chief Marketing Officer |
| 8. Ms. Apsorn | Wilartsakdanon | Director, Executive Director, Member of the Risk Management Committee, Chief Financial Officer and Company Secretary |

The Moderator informed the Meeting that Dr. Natthakit Thewphaingarm, Director, Member of the Audit Committee and Independent Director, was occupied with an emergency affair and was unable to attend the Meeting.

The Board of Directors consists of 9 directors. There are 8 directors attending the meeting from 9 directors in total, representing 88.89% of the members of the Board

Auditor of AST Master Company Limited

1. Ms. Chamaporn Rodloytuk

Legal Advisors from Dherakupt International Law Office Limited

1. Ms. Narissara Swaisaenyakorn

The Moderator informed the Meeting that at 14.00 hours, there were a total of 33 shareholders attending the Meeting in person and by proxies, representing 76,787,600 shares, which is equivalent to 38.39 percent of the 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 today's Meeting via 3 channels as follows:

1. The Company sent out the invitation to the Meeting to all shareholders via post on April 9, 2021;
2. The Company posted the invitation to the Meeting on AK News newspaper on April 20, 21 and 22, 2021; 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 April 9, 2021 to April 27, 2021; and
4. The Company gave the opportunity to nominate a qualified person(s) as a replacement of the Directors who completed their terms and also gave the opportunity to the shareholders to propose an agenda(s) for this Meeting from December 21, 2020 to February 1, 2021.

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

1. The Meeting would be conducted in an open ballot system, not a secret ballot. For voting in each agenda, a shareholder who attended the Meeting in person or by proxy shall have the right to cast a vote in accordance with the number of shares they hold or the number of shares granted to the proxy, where one (1) share was equivalent to one (1) vote. Any shareholder who had a special interest in any matter would not be entitled to vote on such matter. A shareholder shall have the number of votes equivalent to the number of shares he/she holds in the Company, whereby a vote shall be indivisible. For proxy type B whom the shareholder has already specified its voting intention in the proxy form, the proxy shall vote in accordance with such specification. The shareholders or proxies shall either choose approve, disapprove or abstain in casting the vote. The voided ballot will not be counted as voting ground.
2. The Company's registration staff shall print out the ballot for the following cases:
 - (1) The shareholder personally attending the Meeting
 - (2) The proxies, in the case that the shareholder has authorized their proxy to vote on his/her behalf in the specified agendas.

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

3. Prior to voting on each agenda item, the Chairman will give the shareholders and proxies opportunity to make their inquiries and/or comments about such agenda item. The shareholders or proxies should submit their inquiries and/or comments in written by providing name, surname, and identify the status as attending (a shareholder or by proxy) and pass the paper to the staffs as mentioned earlier.
4. For the counting of votes on each agenda, the Company will use the barcode counting system. For convenience and time-saving of the shareholders and the proxies, the Company will count the vote based on approval votes. For the casting of vote on each agenda, the Company will only collect the ballot from the shareholders or proxies who vote for disapproving or abstaining. The disapproved vote and abstain vote would be counted and deducted from all eligible votes at the Meeting of which the remaining would be counted as in favor vote, except agenda for the election of Directors, the Company will collect all voting cards, i.e. “disagree”, “abstain” and “agree” respectively.
5. If the shareholders or proxies wish to leave the Meeting before the closing of the Meeting and also wish to cast their vote in the remaining agendas, the Company asked that such shareholders or proxies return the signed ballot to the officer before leaving the meeting room so that the Company can record such vote.
6. The voting result of each agenda will be announced after the calculation is completed. The result shall be a combination of the votes from the shareholders personally attending the Meeting and the proxies whom are authorized to vote on behalf of the shareholders, including the cases where the shareholders already cast their vote beforehand through the proxies. The total number of votes of the shareholders cast on each agenda item may vary as the shareholders and proxies may gradually access the meeting system; and
7. In the case that the vote comes to a tie, the Chairman shall have another vote as the casting vote.

In this regard, the required approval for each agenda is as follows. Agenda 1, 3, 4, 5, 6 and 10 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 vote. Agenda 2 was for acknowledgment which the vote is not required. Agenda 7 required a vote of not less than two-thirds ($\frac{2}{3}$) of the total votes of shareholders who attended the Meeting and for Agenda 8, 9 and 11, approval required a special votes of no less than three-fourth ($\frac{3}{4}$) of the total votes of shareholders who attended the Meeting and were eligible to vote. Agenda 7, 8, 9 and 11, all approval, disapproval and abstention votes shall be counted as the base for counting vote.

In addition, the Moderator informed the Meeting that for the transparency of vote counting, the Company has invited one (1) representative from the legal advisors and one (1) representative from the shareholders, to act as an observer and witness to the vote counting. In this regard, the attendee who wishes to cast their vote in the ballot must always sign the ballot with a pen.

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 duly meeting convened, and informed the Meeting that this Meeting shall be proceeded concisely and shall maintain the accuracy of all material matters.

The Chairman then requested the Meeting to consider the matters in accordance with the following agenda:

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

The Chairman informed the Meeting that this agenda was to consider certifying the minutes of the 2020 Annual General Meeting of Shareholders which was held on July 29, 2020, details of which were as shown in the copy of the minutes enclosed with the invitation to this Meeting.

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 2020 Annual General Meeting of shareholders. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstentions from the calculation base).

Resolution The Meeting certified the minutes of the 2020 Annual General Meeting of Shareholders which was held on July 29, 2020. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions from the calculation base), where the voting results were as follows:

Approved	76,787,600	votes,	Equivalent to	100.00%
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	76,787,600	votes,	Equivalent to	100.00%

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

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

Mr. Opas Cherdpunt informed the Meeting that the current business of the Company for the year 2020, can be divided into three (3) segments as follows:

1. Event organizing segment comprising of exhibition, seminar, sport tournament, tourism campaign, caravan render and other events.
2. Media and agency segment comprising of publishing and distribution online and offline media and marketing and digital agency.
3. New business segment comprising of sale of goods and trading i.e., new electronics and technology equipment.

In 2020, the Company had 148 caravans and has increased the site locations to be more than 20 locations. Since 2018 until present, the Company has growth 5 times. At present, the Company has already established a caravan in many good locations such as Prachuap Khiri Khan, Rayong, Phuket, Loei, Nakornratchasima, Ratchaburi, etc. The income of the Company from caravan business has increased. The Company also provide additional many activities such as team building. The Company also has a project which cooperates with Tourism Authority of Thailand (TAT); however, the project has been postponed at this moment to be in compliance with the policy of the Center for the Epidemic Infectious Disease Situation 2019 (FPO). In addition, there are also agency works in mobile industry such as Samsung.

For the electric motorcycle, in past year, the Company has joined with Robinhood, application for food delivery. However, at present, the EV bike's structure does not conducive to competing with petrol cars and tax rate has not yet been adjusted, causing the current electric motorcycle project to slow down. Electric motorcycles are still used for food delivery and retail rental such as caravan users.

However, the Company still has to wait for clarity on how the government will take action on electric motorcycle. If the Company is still investing a lot in electric motorcycle and the government lowers the tax rate, this will create a huge burden on the electric motorcycles that were imported in the first place.

For business plan in 2021, the Company does not add a number of caravan due to the coronavirus (COVID-19) outbreak. Since the decrease in the revenue, as the Company did not meet the target and also there was the depreciation involved, thus the Company has stopped from ordering additional caravans. On the other hand, the Company has turned to utilize the existing caravans for utmost business value by dividing into 2 ways.

1. Focusing on making caravan for long stay or wellness which caravans are designed to accommodate for long term stay and for wellness. The advantage of caravan is readiness to use without taking a long time, able build many accommodations in short time within few days in the limited access areas.

Currently, the Company has Kancha Farm Stay project by placing caravans in cannabis farm at Community Enterprise, Rak Chang Group, Wang Nam Khiao Farm, Wang Nam Khiao District Nakhon Ratchasima Province which is allowed by the Food and Drug Administration for cannabis medicine. The Company therefore provided caravans into a wellness style for healthy, which also has the advantage of building a career. This project was launched the first round of trials and received a good feedback. The project will teach to create a career, take a look at the greenhouses, showing the process of requesting the FDA, investing in cannabis. teaching how to make a skin care, medicine, a bakery in 2 days 1 night to provide additional knowledge from regular recreation, it can increase the price of the service. And ensure that after the coronavirus disease (COVID-19) epidemic situation is resolved, this business will be received good feedback.

2. Starting, a new business plan, a Camper Van Project. It appears that in the past the van industry encountered a problem causing vans being parked away. Therefore, the Company has taken a regular van to dismantle it to make it a place to sleep and have a toilet, which can be a family-safe trip without having to go to the toilet at gas stations, including being able to eat in the car and able to bring a Camper Van to travel with caravans at the locations which the Company has set up caravans across the country in 20 locations mentioned earlier. The Company is in the process of developing this project continuously.

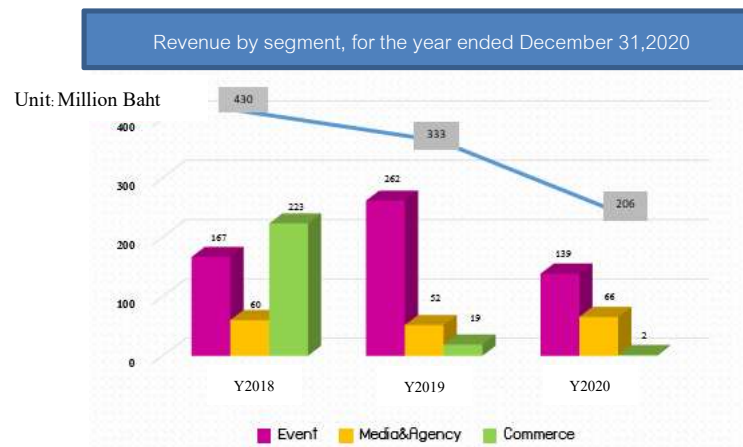
The company anticipates that the use of caravans for building a business like this will be a great response to both companies and community enterprises as well.

Next is the organizing of expo events, which was formerly the main business of the Company. However, due to the coronavirus disease (COVID-19) epidemic situation, less work has been done in the last year. The Thailand Mobile EXPO last year was made in a hybrid format. However, the overall outcome was not quite good because the products sold were mid-priced products. This year will be made in the form of Flexible EXPO. The Company is preparing to organize the event, both Kancha EXPO and Thailand Mobile EXPO. In the Flexible EXPO project, there will be 3 time periods depend on the situation before 2 weeks of commencement events. These will help no cancellation event as previously. Moreover, it is the first event in the country to support Crypto payments, participants in both events, are a group of people who are already aware of new technology. Therefore, it is expected that there will be a large number of customers who use cryptocurrency for their spending. This stimulates the market again after the coronavirus disease (COVID-19) epidemic situation as well.

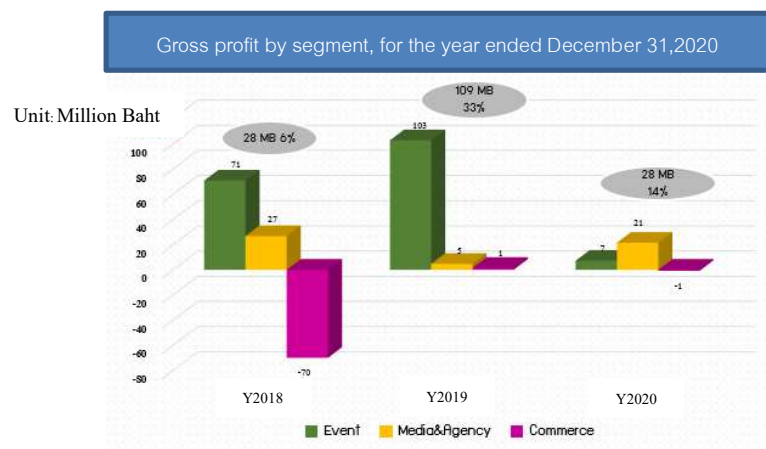
Subsequently, Ms. Apsorn Wilartsakdanon, Director, Executive Director, Member of the Risk Management Committee, Chief Financial Officer and Company Secretary report the accounting operation results as follow:

Revenue for the year 2020 equaled to Baht 206 million, decreased by Baht 127 million or 38% compared to the year 2019, mainly because the Company have been directly affected from the epidemic situation of the coronavirus disease 2019 (COVID-19). The events were postponed such as running

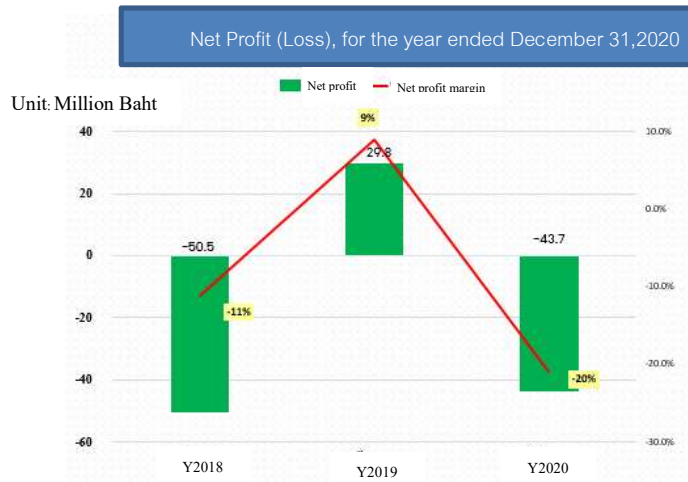
events, sport events, music festivals. The main revenue sources of the Company were still from events such as Thailand Mobile EXPO, Thailand Game EXPO, sport events, running events and providing caravans as Mr.Opas mentioned above.



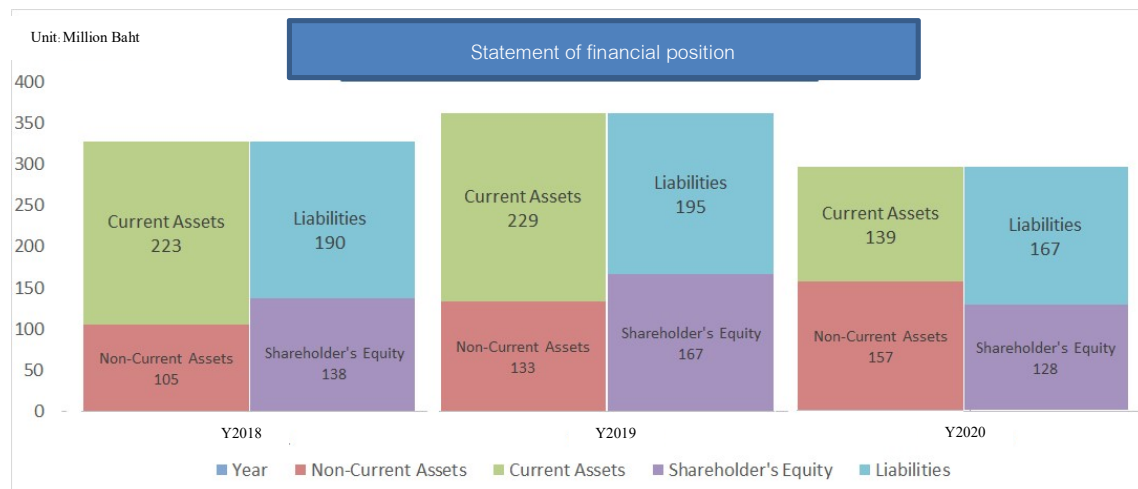
Cost of sales and cost of services for the year 2020 decreased by Baht 45 million or 20% compared to the year 2019. The main cost of sales and cost of services were fixed cost such as location cost, cost of event works, depreciation and preparation costs which the Company had paid but the events have been cancelled or postponed. This resulted in gross profit and gross margin were less than the year 2019. Gross profit of 2020 equaled to Baht 28 million, decreased by Baht 81 million or 74% compared to the year 2019. The gross margin of 2020 equaled to 14% decreased from 2019 which gross margin of 2019 is 33%



In addition, in the year 2020, the Company had net loss at Baht 43.7 million, equivalent to a loss margin at 20% as follows:



For total assets mainly decreased from collecting receivables and paying trade creditors, thus reducing liabilities as well. The increase in non-current assets of the Company was from the increase of number of caravans during the year by 31 caravans, totalling 148 caravans. The net book value of caravans as of December 31, 2020 at Baht 69.5 million (December 31, 2019, was Baht 53.5 Million).



Subsequently, Ms. Apsorn Wilartsakdanon reported to the Meeting about the Anti-Corruption Policy of the Company. The Company is committed to conducting business with transparency and integrity, by adhering and emphasizing on the business operation and social responsibilities as well as all stakeholders. The Company complies with business ethics, code of conduct, good corporate governance practices, regulatory requirements of both public and private sectors, and the code of practice of the Company, in all activities relating to the business operation of the Company. In addition, the Company also denies and resists all types of corruption both from public and private sectors as well as creates awareness in the Company's staff to always adhere to ethics, morality, and integrity in their provision of services. The Company has a policy to prevent and combat corruption which specifies the clear guidelines for anti-corruption in writing. In addition, the Company has disclosed such Anti-Corruption Policy to the public via the Company's website in order to ensure that the decision and the business operation of the Company which might be used as a channel for corruption has been thoroughly and appropriately considered and performed.

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

Remark: In this agenda, there were additional 2 shareholders holding together 800,000 shares present from the previous agenda.

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

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

Ms. Apsorn Wilartsakdanon informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 112, and the Company's Articles of Association, Clauses 44, the Company was required to prepare its balance sheets and the profit and loss statements of the ending of the Company's fiscal year and arrange for them to be audited by the auditor prior to the submission of the financial statements for the shareholders' approval. The financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2020 have been audited by the authorized auditors of AST Master Company Limited. The auditors have come to the conclusion that the financial statements of the Company its subsidiaries, composed of the statement of financial position as of December 31, 2020, statement of comprehensive income, statement of the changes in equity, cash flow statement of such year ended and note to the financial statements, including the summary of the significant accounting policies, were all present fairly, in all material respects in accordance with the Thai Financial Reporting Standards and were reviewed by the Audit Committee and the Board of Directors on February 25, 2021. The Company then sent the audited financial statements to the shareholders, details of which are as shown in the document enclosed with the invitation to this Meeting, with a summary of significant information as follows:

Unit: Million Baht

	Consolidated Financial Statement		Seperate Financial Statements		
	Y 2021	Y 2019	Y2020	Y 2019	Y 2018
Operating results					
Revenue from sales and services	206.2	333.4	206.1	332.7	450.5
Gross Profit	27.9	108.5	27.7	109.0	27.6
Net profit(loss) for the year	(43.7)	29.8	(42.5)	30.6	(50.4)
Financial position					
Total assets	289.6	358.7	295.2	362.1	328.1
Total liabilities	163.7	193.0	167.4	195.6	190.4
Shareholders' equity	125.9	165.7	127.8	166.5	137.7
Financial ratio					
Net profit margin (%)	(20.9)	8.9	(20.3)	9.2	(11.2)
Return on equity (%)	(30.0)	19.6	(32.0)	20.2	(49.6)
Return on assets (%)	(13.5)	8.7	(13.8)	8.9	(21.7)
Debt to equity ratio	1.3	1.2	1.3	1.2	1.4
Earnings (loss) per share (Baht)	(0.2)	0.2	(0.2)	0.2	(2.5)

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:

Ms. Siriporn Pattapong, a representative from Thai Investor Association, asked the following questions:

1. How are the current status of the trade account receivables over 12 months in the amount of Baht 90 million, deducted by allowance for expected credit losses in the amount of Baht 7.4 million, remaining the trade account receivables of Baht 82 million, and the unbilled receivables in the amount of Baht 6.9 million? Why the Company had to recognize such allowance for expected credit losses in the amount of Baht 7.4 million?
2. How is the progress of the lawsuit which the Company was sued by a disputant company and claim for the compensation in the amount of Baht 9 million, and the Company has submitted its testimony responding and counterclaiming for damages in the amount by Baht 106.3 million, including the interest?

Ms. Apsorn Wilartsakdanon, Director/Chief Financial Officer, answered the first question as follow:

For the trade account receivables in the amount of Baht 90 million, the Company has gradually received such account receivables. For the unbilled receivables in the amount of Baht 6.9 million, currently in the first quarter of 2021, the Company has issued an invoice and collected such receivables. However, there are credit term provided to the debtors. The rationale for recognizing the allowance for expected credit losses was due to the enforcement of the new financial reporting standards in the year 2020 in relation to the recognition of credit losses.

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

At present, the Company has not yet known the exact amount of the compensation. It is currently considered by the court. The Company's lawyer suggested that the Company had not breached the memorandum, and the Company's management concurred that the case would be ruled in the favor of the Company.

Subsequently, where there was no additional opinion or inquiry from the shareholders, the Moderator then proposed the Meeting to consider approving the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2020. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstentions from the calculation base).

Resolution The Meeting approved the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2020, which were audited by the Certified Public Accountants and reviewed by the Audit Committee and the Board of Directors. 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	77,587,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

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

Mr. Opas Cherdpunt informed the Meeting that the Company has a policy to pay the annual dividend at not less than 40 percent of its net profit after corporate income tax and legal reserves and all kinds of reserves stipulated by the law (if any). However, the Company's operating performance of 2020

still had operating loss and retained deficit. According to the consolidated financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2020, the Company has operating loss with net loss according to the consolidated financial statements in the amount of Baht 43,697,261 and retained deficit in the amount of Baht 62,688,532 and net loss according to the separate financial statements in the amount of Baht 42,502,752, and retained deficit in the amount of Baht 61,279,886. Then it deemed appropriate to propose the Meeting to consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2020.

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 omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2020. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstentions from the calculation base).

Resolution The Meeting approved the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2020. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions from the calculation base), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00%
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

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

Asst. Prof. Orathai Wanichdee informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 120 which stipulates that each Annual General Meeting of the shareholders was required to annually appoint the Company's auditor and determine the audit fee. 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), in appointing an auditor, the former auditor may be re-appointed, whereby the auditor who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm.

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

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

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

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

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

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 appointment of the Company's auditor and determination of the audit fee for 2021. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstentions from the calculation base).

Resolution The Meeting approved the appointment of the Company's auditors from Siam Truth Audit Company Limited to be the Company's auditors for the year 2021 as follows:

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

The aforesaid auditors shall perform the audit and express an opinion on the Company and its subsidiaries's financial statements. Moreover, the Meeting approved the audit fee for the year 2021 for the Company in the amount of Baht 870,000 and the subsidiaries in the amount of Baht 45,000. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions from the calculation base), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

The Chairman assigned the Moderator to report this agenda.

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

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

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

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

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

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 appointment of the Company's directors to replace those due to retire by rotation. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and cast their votes (excluding the abstentions from the calculation base). The voting shall be for the appointment of each director individually. In compliance with the principles of good governance, the three (3) directors who were due to complete their terms were invited to leave the meeting room so that the shareholders can consider and vote on this matter independently.

Resolution The Meeting approved the re-appointment of (1) Mr.Opas Cherdpunt, (2) Mr. Kongphan Pramroj, and (3) Miss Apsorn Wilartsakdanon, who will retire by rotation, as directors of the Company for another term. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions from the calculation base), where the voting results were as follows:

- 6.1 Mr. Opas Cherdpunt as Chairman of Chairman of the Executive Director / Member of Risk management committee / Member of Nomination and Remuneration Committee / Chief Executive Officer

Approved	37,326,000	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	37,326,000	votes,	Equivalent to	100.00%

Remark: For this agenda, there was a shareholder holding 40,261,000 shares, who has conflict of interest and not entitled to vote.

- 6.2 Mr. Kongphan Pramroj as Member of Audit Committee / Independent Director

Approved	77,287,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	77,287,600	votes,	Equivalent to	100.00%

Remark: For this agenda, there was a shareholder holding 300,000 shares, who has conflict of interest and not entitled to vote.

- 6.3 Miss Apsorn Wilartsakdanon as Executive Director/ Member of Risk management Committee / Chief Marketing Officer / Company Secretary

Approved	76,887,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Not being counted as vote	
Voided ballots	-	votes,	Not being counted as vote	
Total	76,887,600	votes,	Equivalent to	100.00%

Remark: For this agenda, there was a shareholder holding 700,000 shares, who has conflict of interest and not entitled to vote.

Agenda 7 To consider approving the director's remuneration of 2021

The Chairman assigned the Moderator to report this agenda.

The Moderator informed the Meeting that in compliance with the Public Companies Limited Act B.E. 2535, Section 90, and the Company's Articles of Association, Article 25, the Company's directors are eligible to receive remuneration from the Company as per the consideration and resolution of the shareholders' meeting. The remuneration of the director may be stipulated in the exact amount or by specifying particular criteria and can be stipulated from time to time or effective until the shareholders' meeting has determined a change of such resolution. 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 were as follows:

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

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

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

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

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 remuneration of the directors of 2021. In this regard, this agenda required an affirmative vote of not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

Resolution The Meeting approved the director's remuneration of 2021 as proposed. The resolution was approved by a unanimous vote of shareholders who attended the Meeting (including abstentions), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

The Chairman invited Ms. Aporn Wilartsakdanon, Director/Chief Financial Officer, to report this agenda.

Ms. Aporn Wilartsakdanon informed the Meeting that to prepare for and ensure its financial flexibility for business expansion in the future and as working capital in its business operations, the Board of Directors' Meeting has resolved to propose the Annual General Meeting of Shareholders to consider approving the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“**Warrant (MVP-W1)**”) in the amount not exceeding 100,000,000 units to the Company's existing shareholders in proportion to their shareholding without charge of the offering value (Baht 0.00) at the ratio of 2 existing ordinary shares per 1 unit of warrant. Warrant (MVP-W1) shall have an exercise price at Baht 1.20 per share and have a term for 2 years from the issuance date of Warrant (MVP-W1). In this regard, if there is any fraction of the Warrant (MVP-W1) remaining from the calculation of the allocation ratio, such fraction shall be discarded. Details of the Warrant (MVP-W1) are set out in the Enclosure 5 enclosed with the invitation to this Meeting.

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

In addition, the Board of Directors deemed it appropriate to propose the Annual General Meeting of Shareholders to consider authorizing the Board of Directors and/or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors and/ or the Chief Executive Officer to have the power to take any arrangements in relation to and necessary for the successful issuance and offering of Warrant (MVP-W1), subject to the requirements of applicable laws and the scope of approval by the Annual General Meeting of Shareholders, including but not limited to:

- (a) preparation of the terms and conditions of warrants, including determination of details relating to the issuance and offering of warrants, etc.;
- (b) provision of information, contact, preparation, execution, delivery, submission of documents as necessary for or in connection with the issuance and offering of warrants to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce and other relevant authorities or persons;
- (c) listing of warrants and ordinary shares arising from the exercise of warrants on the Stock Exchange of Thailand;
- (d) appointment of sub-attorney-in-fact to have the power to take any actions as necessary and appropriate in relation to the issuance and offering of warrants to ensure the successful issuance and offering of warrants in all respects;

- (e) registration for change of the paid-up capital with the Department of Business Development, Ministry of Commerce, with the power to take all necessary actions in accordance with the Registrar's order to complete the registration; and
- (f) scheduling and change of the record date to determine the list of shareholders entitled to be allocated with warrants.

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 issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)"). In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of total votes of the shareholders attending the meeting and having the right to vote.

Resolution The Meeting approved the issuance and offering of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)"). The resolution was approved by a unanimous vote of shareholders who attended the Meeting and entitled to vote (including abstentions), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

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

Ms. Apsorn Wilartsakdanon informed the Meeting that as the Company intends to issue and offer warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("Warrant (MVP-W1)") to the existing shareholders in accordance with the shareholding ratio in Agenda 8 above, the Company has to increase its registered capital in the amount of Baht 50,000,000 from the former registered capital of Baht 100,000,000 to a new registered capital of Baht 150,000,000 by issuing the newly issued ordinary shares of 100,000,000 shares at par value of Baht 0.50 per share to accommodate the exercise of rights to purchase ordinary shares of Warrant (MVP-W1) and to amend the Company's Memorandum of Association in Clause 4. (Registered Capital) to be in line with the increase of the Company's registered capital as follows:

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

The Board of Directors also deemed it appropriate to propose the Annual General Meeting of Shareholders to consider authorizing the Board of Directors and/or the Chief Executive Officer or any person delegated by the Board of Directors and/or the Chief Executive Officer authorized any person,

appointed and delegated by the Board of Directors, to have power to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, and to undertake any relevant and necessary acts in orders to complete the registration of the Memorandum of Association.

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 of the Meeting to consider approving the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association in Clause 4. (Registered Capital) to be in line with the increase of the registered capital of the Company. In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of total votes of the shareholders attending the meeting and having the right to vote.

Resolution The Meeting approved the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association in Clause 4. (Registered Capital). The resolution was approved by a unanimous vote of shareholders who attended the Meeting and entitled to vote (including abstentions), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00%
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

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

Ms. Apsorn Wilartsakdanon informed the Meeting that to accommodate the exercise of Warrant (MVP-W1) in accordance with Agenda 8, the Board of Directors' s Meeting has resolved to propose the Annual General Meeting of Shareholders to consider approving the allotment of the newly issued ordinary shares of 100,000,000 shares at par value of 0.50 Baht per share to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”) to allot to the Company's existing shareholders in proportion to their shareholding. Details of which are set out in the document enclosed with the invitation to this Meeting.

The Board of Directors also deemed it appropriate to propose the Annual General Meeting of Shareholders to consider authorizing the Board of Directors and/or the Chief Executive Officer and/or the person appointed and assigned by the Board of Directors and/ or the Chief Executive Officer to have the power to take any arrangements in relation to and necessary for the successful of the allotment of the newly issued ordinary shares, subject to the requirements of applicable laws and the scope of approval by the Annual General Meeting of Shareholders.

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 approval of the allotment of the newly issued ordinary shares to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“Warrant (MVP-W1)”). In this regard, this agenda required an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes (excluding abstentions from the calculation base).

Resolution The Meeting approved the allotment of the newly issued ordinary shares to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of M Vision Public

Company Limited No.1 (“Warrant (MVP-W1)”). The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions from the calculation base), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00 %
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

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

The Chairman assigned the Moderator to report this agenda.

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 partially revise Clauses 39 and 58 and insert new 1 clause, Clauses 61, totaling 61 clauses of the Company’s objectives. The amendment of objectives are as follows:-

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

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

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

The Board of Directors also deemed it appropriate to propose the Meeting to approve that designated person of the Board of Directors, director or Chief Executive Officer to register the amendment of the Company's Objectives at the Department of Business Development, Ministry of Commerce, be authorized to amend and give additional statements or do any other acts to comply with the Registrar's orders to register the amendment of the Company's Objectives at the Department of Business Development, Ministry of Commerce, be authorized to amend and give additional statements or do any other acts to comply with the Registrar's orders.

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 approval of the the amendment of the Company's Memorandum of Association in Clause 3.(Objectives) by revising objectives 2 clauses and inserting new objectives 1 clause, totaling 61 clauses, of the objectives. In this regard, this agenda required an affirmative vote of not less than three-fourths (3/4) of total votes of the shareholders attending the meeting and having the right to vote).

Resolution The Meeting approved the amendment of the Company's Memorandum of Association in Clause 3.(Objectives). The resolution was approved by a unanimous vote of shareholders who attended the Meeting and entitled to vote (including abstentions), where the voting results were as follows:

Approved	77,587,600	votes,	Equivalent to	100.00%
Disapproved	-	votes,	Equivalent to	-
Abstained	-	votes,	Equivalent to	-
Voided ballots	-	votes,	Not being counted as vote	
Total	77,587,600	votes,	Equivalent to	100.00%

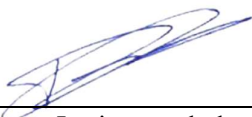
Agenda 12 Other matters (if any)


The Moderator informed the Meeting that the meeting agenda proposed by the Company as specified in the Invitation to the Meeting were completely proceeded, and gave the Meeting an opportunity to express their opinion and make their inquiries in this Agenda.

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

The Chairman, therefore, expressed his appreciation to all shareholders for their dedication in attending the meeting and their cooperation in the Meeting. Then, the Chairman then declared the Meeting adjourned.

The Meeting was adjourned at 15.15 hrs.

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

Signed  Meeting Recorder
Ms. Apsorn Wilartsakdanon
Company Secretary



(F 53-4)

Enclosure 2

Capital Increase Report Form
M Vision Public Company Limited
January 21, 2022

We, M Vision Public Company Limited (“the Company”), would to hereby notify the resolutions of the Board of Directors Meeting No. 1/2022, held on January 21, 2022, relating to the increasing 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 Extraordinary General Meeting of Shareholders No. 1/2022 of the Company to consider and approve the increase of the Company’s registered capital in the amount 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 newly ordinary shares of 45,000,000 shares at the par value of Baht 0.50 per share. Details of the capital increase are as below:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the proceeds	Ordinary	45,000,000	0.50	22,500,000
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of newly issued shares

The Board of Directors’ Meeting resolved to allot the newly issued ordinary shares of 45,000,000 shares at the par value of 0.50 Baht per share, details are as follows:-

2.1 Specific purpose of utilizing the proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (Baht per share)	Subscription and payment period	Note
Capital Asia Investment Pte .Ltd.	45,000,000	-	4.20	Consider and prescribe details at a later time (within March 2022)	Please consider the remark.

Remarks:

- (1) The Board of Directors' Meeting passed a resolution to propose to the Extraordinary General Meeting of Shareholders No.1/2022 to consider and approve 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 ("**the Investor**") as aforementioned and such persons are not related parties of the Company in accordance with Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (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 Notifications on Connected Transactions**").

In this regard, the issuance of such newly issued ordinary shares is a share offering where the Board of Directors resolves to specify the exact offering price to propose to the Shareholders' Meeting to consider specifying the exact offering price which is not lower than 90 percent of the market price, pursuant to the requirements of the Capital Market Supervisory Board No. TorJor. 72/2558 re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as its amendment) ("**the Notification No. TorJor. 72/2558**"). In determining the "**market price**", the Company uses the volume weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand ("**SET**") for the past period of 15 consecutive business days prior to the date on 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 its newly issued ordinary shares to be offered by way of private placement , which is period between December 29, 2021 to January 20, 2022, is equal to Baht 4.63 per share (Source: www.set.or.th).

- (2) The allocation of the shares as above must not result in each of the Private Placement Investors to hold shares of the Company in the number that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company,

which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

- (3) If the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of the market price of the Company's shares, prior to the date on which the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investor from selling all of such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of 6 months after the Company's newly issued ordinary shares have started trading on the SET, the Investors may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (as its amendment) and Letter Bor.Jor.(Wor) 17/2558 Re: The stipulation on prohibiting the sales of shares in specified period (Silent Period) for shares or convertible securities offered through private placement.
- (4) The Company is required to complete the share offering within 3 months from the date that the Extraordinary Meeting of Shareholders No.1/2022 passes its resolution to approve the capital increase and the offering or, upon a lapse of such 3 months, to complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering provided that the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period pursuant to the Notification No. TorJor. 72/2558. In the case that the Company cannot complete the allocation of the newly issued shares within such period, the Company shall further propose the shareholders' meeting to cancel the unissued shares.
- (5) In addition, the Board of Directors' Meeting resolved to grant approval to propose the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve 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 capital increase and the allocation of the newly issued ordinary shares of the Company to the private placement investors, including without limitation to the followings:

- (5.1) 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;
- (5.2) 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 SET; and
- (5.3) 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.

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

As the Board of Directors' Meeting resolved to approve the allocation of shares to the Private Placement Investors in full; therefore, there will be no case of having fractions of shares.

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

The Extraordinary General Meeting of Shareholders No. 1/2021 is scheduled to be held on March 11, 2022 at 14.00 hours at the Seminar room, 12th floor, Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120. The list of eligible shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) is scheduled on February 18, 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 Extraordinary General Meeting of Shareholders 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 Securities and Exchange Commission for offering the newly issued ordinary shares issuance by the way of Private Placement.
- 4.4 The Company shall obtain approval from the Stock Exchange of Thailand for listing the newly issued ordinary shares 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

Objectives of Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase are as follows:

Plans for Utilizing Proceeds Received from the Capital Increase	Approximate Amount (THB million)	Specified time period for utilizing the proceeds
1. To invest in the business of Node validator and Cryptocurrency Mining business 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	

The Company is currently in the process of exploring and conducting feasibility studies on potential projects for expanding in the Node validator and Cryptocurrency Mining business by investing in the purchase of 300 - 400 Bitcoin mining machines. In this initial stage, the Company has studied the investment in the Bitmain Antminer S19j Pro, the efficiency of confirming transactions 104 Th, the price of the machine does not exceed Baht 500,000 (currently, the price that the survey Company can find is about Baht 350,000 – 400,000 per device) and an electric charge that is not more than Baht 4 per unit. The Company estimates that the budget will not exceed Baht 160 million for this investment.

The Company has set an internal rate of return (IRR) of not less than 10% in such investments, which is the minimum internal rate of return according to the Company's policy. If the Company finds a potential project, the Company will conduct a detailed study. This may include hiring expert consultants in business, finance and law to conduct a feasibility study and the expected return on investment, doing various legal contracts, including but not limited to due diligence, valuing and to propose the investment to the Board of Directors. The Company expects to complete the operation no later than March 2023.

However, in the event that the Company uses the net proceeds from the capital increase for investment for the business expansion mentioned above, the Company will propose the relevant information of the businesses to the Board of Directors to consider the appropriateness for the best interest of the shareholders as a priority for consideration and the Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition or Disposition of Assets B.E. 2547 and any relevant regulations relating to such investments in all aspects.

In addition, the remaining capital increase from using as above objectives, amounting to Baht 29 million, will allow the Company to obtain the capital increase received to be used as working capital for the Company in order to supporting the business expansion of the Company's group according to the Company's business expansion plan in the future.

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

6.1 An increase in capital will improve the Company's source of funds. This will strengthen the Company's capital structure and financial position. When considering the debt-to-equity ratio (D/E Ratio) of the Company, this will reduce the ratio from 0.87 to 0.47 after the increase of capital. In addition, this will increase operational efficiency in the Company's existing business and allow the Company with opportunities invest in new businesses which are related to, support, or, increase flexibility in the current businesses of the Company relating to decentralized system for the electronics transaction through Blockchain technology and digital assets, especially the business of Node validator and Cryptocurrency Mining both domestically and overseas. This shall eventually increase the financial performance of the Company in the future. In this regard, the Company will consider investing in the potential of the project and the Internal Rate of Return (IRR) of not less than 10 percent.

- 6.2 The capital increase by way of Private Placement will assist lessen the strain of capital increase to existing shareholders, and the Company will be able to sell new shares to the Private Placement Investor as soon as it receives the Extraordinary General Meeting of Shareholders No. 1/2022 approval and the Private Placement Investor have accepted the purchase of the Company's newly issued ordinary shares.
- 6.3 The Investor has a good financial standing and have exceptional relationship with many businesses in various sectors. Therefore, the Company will receive full funding amount and also increase its capability and gain trust in its operational ability from all stakeholders and financial institutions.

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.

In this regard, when comparing the benefits that shareholders will receive from the capital increase to a specific investor (Private Placement) transaction with the impact on their share of profits or their voting rights, the Company foresees that the offering of new ordinary shares will be more beneficial to the shareholders compared to the effect on share price or voting rights dilution because the Company will receive funds to be used as a source of funds to support the investment expansion. This will strengthen both the financial structure in the long run and the financial flexibility in the business operation of the Company in the future. The Company expects that the investment in the project having the Internal Rate of Return (IRR) of not less than 10 percent will increase the earning per share and the dividend payment to the shareholders in the long run.

7.2. Shareholder's right

The Investor, who have been allocated the newly issued ordinary shares, will become the Company's shareholder upon the completion of registration of the paid-up capital with the Department of Business Development by the Company. The Investor will be entitled to receive the dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

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

Please refer to the detail regarding the capital increase in the Information Memorandum regarding the allocation of newly issued shares to the Private Placement of M Vision Public Company Limited (Enclosure 3).

9. 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 and the allocation of newly issued ordinary shares issuance by the way of Private Placement	January 21, 2022
2	Notifying the resolutions of the Board of Directors' meeting to the Stock Exchange of Thailand (SET)	January 24, 2022
3	The record date to determine the list of eligible shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/ 2022	February 18, 2022
4	The date of the Extraordinary General Meeting of Shareholders No. 1/ 2022	March 11, 2022
5	The Registration of capital increase at Ministry of Commerce	Within 14 days from the date of the resolution of the Extraordinary General Meeting of Shareholders
6	Obtaining the approval from The Securities and Exchange Commission pursuant to the requirements of the Notification No. Tor.Jor. 72/2558	Within March 2022
7	Offering and allocation of newly issued ordinary shares by way of private placement	Within March 2022
8	The Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date the Company received payment for newly issued ordinary shares.

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

Yours Sincerely,

M Vision Public Company Limited



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



(Mr. Opas Cherdpant)
Chief Executive Officer



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



Information Memorandum regarding the allocation of newly issued shares to the Private Placement of M Vision Public Company Limited

As the resolution of the Board of Directors' Meeting of M Vision Public Company Limited ("the Company") No. 1/2022, on January 21, 2022, approved the issuance, offering and 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 at offering price of Baht 4.20 per share which is the offering of newly issued shares according to the Capital Market Supervisory Board No. TorJor. 72/2558 re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as its amendment) ("the Notification No. TorJor. 72/2558") in which the said persons shall not be related persons of the Company.

Therefore, the Company prepared the information regarding the issuance, offering and allocation of the newly issued shares to the private placement investors which is important to the decision of the shareholders, with the following details:

1. Details of the issuance, offering and allocation

1.1. Method of issuance, offering and allocation

The Company shall issue, offer and allocate 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 Capital Asia Investment Pte. Ltd. under a private placement with definitive offering price scheme, be considered and specifically determined by the Extraordinary General Meeting of Shareholders No. 1/2022. The Company considers the appropriateness of the offering price of Baht 4.20 per share, equivalent to Baht 189,000,000 in total, which is not lower than 90 percent of the market price of the Company's ordinary shares, pursuant to the requirements of the Capital Market Supervisory Board 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 ("SET") 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 its newly issued ordinary shares by way of private placement, which is period between December 29, 2021 to January 20, 2022 is equal to Baht 4.63 per share (Source: www.set.or.th).

This allocation is not considered as an offering of newly issued shares at the low price pursuant to the Notification No. TorJor. 72/2558. Moreover, the offering and allocation of the newly issued shares require an approval from the shareholders' meeting, and the Company is also required to obtain a permission from the Office of the Securities and Exchange Commission ("SEC") prior to the said offering.

The Company is required to complete the share offering within 3 months from the date the Shareholders' Meeting passes its resolution to approve the offering of the newly issued shares or, upon a lapse of such 3 months, to complete the share offering within 12 months from the date the Shareholders' Meeting passes its resolution to approve the share offering provided that the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period pursuant to the Notification No. TorJor. 72/2558. In the case that the Company cannot complete the allocation of the newly issued shares within such period, the Company shall further propose the shareholders' meeting to cancel the unissued shares.

In this regard, the Investor is not connected person for the purpose of the Notification of the Capital Market Supervisory Board No. Tor.Jor 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 Notifications on Connected Transactions**").

In addition, the Board of Directors' Meeting resolved to grant approval to propose the Extraordinary General Meeting of Shareholders No.1/2022 to consider and approve 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 capital increase and the allocation of the newly issued ordinary shares of the Company to the private placement investors, 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 SET; 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.

If the offering price of the newly issued ordinary shares by way of private placement is lower than 90 percent of the market price of the Company's ordinary shares, prior to the date on which the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investor from selling all of such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of 6 months after the Company's newly issued ordinary shares have started trading on the SET, the Investor may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 dated May 11, 2015 (as its amendment) and Letter Bor.Jor.(Wor) 17/2558 Re: The stipulation on prohibiting the sales of shares in specified period (Silent Period) for shares or convertible securities offered through private placement.

In addition, the adjustment of exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of the Company No.1 ("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.

1.2. Name and information of the person to be offered the newly issued shares

The Company will consider criteria of allocation to the Private Placement from the investors with capital potential who may be natural persons and/or domestic institutional investors and/or foreign investors and/or foreign investment fund that have potential funding and are able to make decision immediately about the investment so that the Company will be able to be further utilized for the Company's business in the long run, and if an investor who wishes to invest in the long-term, it will bring the most benefits to the Company, which will help the Company to have good financial condition and helps the Company to have a better financial status. In consideration of the share's allotment, the Company will consider both the reason and necessity as well as the opportunity of proceeds that will be

able to benefit the Company in each period. The private placement investors will not be a connected person with the Company according to the Notifications on Connected Transactions.

The details of specific investor obtaining this allotment of 45,000,000 newly issued shares is as follows:

Capital Asia Investment Pte. Ltd.

Nationality	:	Singapore
Address	:	160 Robinson Road, #24-08 Singapore
Business Activities	:	Fund Management
Registration Date	:	6 June 2017
Director	:	1) Tang Chow Yang, Eugene 2) Tan Kun Chao George 3) Pang Wy-Yun Christopher
Ultimate Shareholder	:	Mrs. Kingphongeeun Phoummasack
Relationship	:	Capital Asia Investment Pte Ltd. is not the connected person of the Company as prescribed by the Notifications on Connected Transaction
Reasons for Allocating Capital Increase Shares to Investor	:	Capital Asia Investment Pte. Ltd. is a Fund Management Company and the Institutional Investor which has diverse business network and credibility both domestically and overseas, as well as having financial potential and have sufficient sources of funds considering the Asset Under Management (AUM) of over USD 400 million as of November 2021.
Expected Benefits from the Investors	:	The Company will have financial liquidity for the expansion of business to the business of Node validator and Cryptocurrency Mining (Bitcoin Mining Business) and for the working capital of the Company
Shareholders Agreement	:	None

In addition, after the completion of this shares offering, Capital Asia Investment Pte. Ltd. will not nominate a person who represents Capital Asia Investment Pte. Ltd. as a director and/or executive of the Company and will not participate in management because the Investor is a fund management company, which is the Institutional Investor. Therefore, the Company has no plan to change the directors, executives in any respect.

1.3. Top 10 Majority Shareholder of the Company before and after the Offering newly issued shares

No.	List of Shareholders before the Issuance and Offering of Newly Issued Shares (as of November 11,2021)			List of Shareholders after the Issuance and Offering of Newly Issued Shares		
	Name	Number of shares (share)	Portion (percentage)	Name	Number of shares (share)	Portion (percentage)
1	Mr.Sura Khanittaweekul	39,927,400	16.43	Capital Asia Investment Pte. Ltd.	65,000,000	22.57
2	Mr.Opas Cherdpunt	20,040,000	8.25	Mr.Sura Khanittaweekul	39,927,400	13.86
3	Mr. Yim Leak ⁽¹⁾	20,000,000	8.23	Mr.Opas Cherdpunt	20,040,000	6.96
4	Mr.Buncha Phantumkomol	18,916,100	7.78	Mr.Buncha Phantumkomol	18,916,100	6.57
5	Mr. Phisit Panichthaveekul	16,260,850	6.69	Mr.Phisit Panichthaveekul	16,260,850	5.65
6	Mr. Satit Phawasutthiphan	12,748,500	5.25	Mr.Satit Phawasutthiphan	12,748,500	4.43
7	Mr.Teerawat Suwanpinij	10,300,000	4.24	Mr.Teerawat Suwanpinij	10,300,000	3.58
8	Mr.Tharathorn Yuangbandith	8,450,000	3.48	Mr.Tharathorn Yuangbandith	9,937,900	2.93
9	Mr.Pongsak Thammathataree	7,231,400	2.98	Mr.Pongsak Thammathataree	8,450,000	2.51
10	Mr.Kitisak Champatippong	6,000,000	2.47	Mr.Kitisak Champatippong	6,000,000	2.08
Others		79,490,100	32.71		82,145,950	28.00
Total ⁽²⁾		243,049,350	100.00		293,411,700	100.00

⁽¹⁾ In November 2021, Capital Asia Investment Pte. Ltd. acquired shares of the Company from Mr. Yim Leak, amounting to 20,000,000 shares.

⁽²⁾ As at 30 December 2021, there were exercise of the Warrant of M VISION PUBLICCOMPANY LIMITED No. 1 (MVP-W1) in the amount of 5,362,350 shares as follows:

- Mr.Pongsak Thammathataree has exercised the MVP-W1 in the amount of 2,706,500 shares; and
- Other shareholders have exercised MVP-W1 in the amount of 2,655,850 shares.

After the issuance and allocation of the Company's newly issued ordinary shares for sale to such Investor, the Investor will become a shareholder of 22.57% of the total issued shares of the Company (after the registration of the increase of the paid-up capital of the Company). In this regard, the investor has no related person holding the Company's shares which does not need to include the holding of securities for making a tender offer for all securities of the Company (Tender Offer). From the reasons that, the Investor have no relationship with or has acted together (Concert Party) or has no person under Section 258 under the Securities and Exchange Act B.E. 2535 (and as amended) or no person holding shares in place of (Nominee)), the Investor is not obliged to make a tender offer for all securities of the Company (Tender Offer) because it has acquired shares of the Company less than 25 percent of the total voting rights of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended).

1.4. Basis Used to Determine the Offering Price, Market Price and Appropriateness of the Offering Price

The determination of the offering price is equivalent to Baht 4.20 per share, which offering to the Investor is appropriate as it refers to market price and negotiation, which is not less than 90 percent of the market price equivalent to Baht 4.17 per share. Therefore, the issuance and offering of the newly issued ordinary shares is not considered as the offering of newly shares at the low price pursuant to the Notification No. TorJor. 72/2558. In consideration of the market price, the Company uses the volume weighted average price of the Company's ordinary shares traded on the SET during the 15 consecutive business days prior to the date on which Board of Directors' Meeting of the Company resolved to propose to the shareholders' meeting to consider and approve the said offering of newly issued ordinary shares by way of private placement, which is period between December 29, 2021 to January 20, 2022 is equal to Baht 4.63 per share (Source: www.set.or.th).

In this regard, the offering price is the piece as agreed between the Company and the Investor with the discount of not exceeding 10 percent of market price. The Board of Directors has considered the best benefit of the Company and considers that the determination of the discount from the market price at such rate is appropriate.

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

As the Company intends to expand the business to the business of Node validator and Cryptocurrency Mining, the Company then wishes to seek for funding for accommodating the business expansion. Objectives of Capital Increase and Plans for Utilizing Proceeds Received from the Capital Increase are as follows:

Plans for Utilizing Proceeds Received from the Capital Increase	Amount	Specified time period for utilizing the proceeds
1. To invest in the business of Node validator and Cryptocurrency Mining business 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	

The Company is currently in the process of exploring and conducting feasibility studies on potential projects for expanding in the Node validator and Cryptocurrency Mining business by investing in the purchase of 300 - 400 Bitcoin mining machines. In this initial stage, the Company has studied the investment in the Bitmain Antminer S19j Pro, the efficiency of confirming transactions 104 Th, the price of the machine does not exceed Baht 500,000 (currently, the price that the survey Company can find is about Baht 350,000 – 400,000 per device) and an electric charge that is not more than Baht 4 per unit. The Company estimates that the budget will not exceed Baht 160 million for this investment.

The Company has set an internal rate of return (IRR) of not less than 10% in such investments, which is the minimum internal rate of return according to the Company's policy. If the Company finds a potential project, the Company will conduct a detailed study. This may include hiring expert consultants in business, finance and law to conduct a feasibility study and the expected return on investment, doing various legal contracts, including but not limited to due diligence, valuing and to propose the investment to the Board of Directors. The Company expects to complete the operation no later than March 2023. In the case that the IRR is less than 10 percent, the Company shall adjust the details of the project (e.g., change of the series of the miner) in order to reach the specified IRR.

The Company has not yet defined the structure of investment whether an investment in the securities of the ordinary shares or an investment in the assets which are the machines used in the business of Node validator and Cryptocurrency Mining. The time frame is as follows.

- An investment in the securities of the ordinary shares which engages in the business of Node validator and Cryptocurrency Mining.

No.	Actions	Time Frame
1	Execution of the Memorandum of Understanding (MOU) and the Non-disclosure Agreement (NDA)	approximately 0.5 - 1 month
2	Engagement of the financial advisors, legal advisors, accounting advisors, and other relevant parties, e.g., technology etc. to conduct a feasibility study on the return of investment, a due diligence, and valuation appraisalment.	approximately 1 - 2 weeks
3	conduct a feasibility study on the return of investment, a due diligence, and valuation appraisalment	approximately 2 - 6 months (depends on the readiness of information)
4	Execution of the Shareholder Agreement and the Share Purchase Agreement or Share Subscription Agreement, including the performance in compliance with the relevant laws	approximately 1 – 3 months
5	Execution of the sale and purchase agreement of the Node validator Cryptocurrency Mining machine (if any)	approximately 1 – 4 months (depends on the amount to be purchased)
6	Commencement of the commercial operation	Within March 2022

- An investment in the assets which are the machines used in the business of Node validator and Cryptocurrency Mining.

No	Actions	Time Frame
1	Engagement of the financial advisors, legal advisors, accounting advisors, and other relevant parties, e.g., technology etc. to conduct a feasibility study on the return of investment.	approximately 1 - 2 weeks
2	conduct a feasibility study on the return of investment	approximately 1 - 3 weeks

No	Actions	Time Frame
3	Execution of the sale and purchase agreement of the Node validator Cryptocurrency Mining machine and/or agreement relating to the operational place (if any)	approximately 1 – 6 months
4	Commencement of the commercial operation	Within March 2022

However, the Company has considered risks associated with the investment in the above business as follows;

- (1) **Risk from the performance below expectations:** In the consideration of engaging in the Node validator and Cryptocurrency Mining business, the Company has to conduct a feasibility study on the project as well as to set the internal rate of return of not less than 10%. Therefore, there may be uncontrollable problems, e.g., the decrease or slow in the growth rate on Bitcoin network compared to other cryptocurrency, or the change in hash rate of the Node validator and Cryptocurrency Mining business, which result in the Company's performance may not be as expected.
- (2) **Risk from Cryptocurrency Price Volatility:** The price of Cryptocurrency is the first and foremost factor in the Node validator and Cryptocurrency Mining business. Therefore, the price of Cryptocurrency has a significant impact on the revenue and cash flow of the business. According to information in the past, the price of Cryptocurrency, such as Bitcoin, is highly volatile and the future change in its price is unpredictable. As a result, as revenue and cash flow from the Company's Node validator and Cryptocurrency Mining business will be volatile, this may affect financial liquidity of the Company.
- (3) **Risk from relying on large manufacturers:** Since the machines used in the Node validator and Cryptocurrency Mining business are computer processors. In a case of Bitcoin, it uses a type of Application Specific Integrated Circuits (ASICs) which is a complex and highly efficient technology, resulting in few manufacturers which can produce high performance Bitcoin mining machines and the Company still has to rely on a few manufacturers. In addition, the introduction of Blockchain technology and digital currency in many countries around the world, including entrepreneurs who are starting to pay more attention to investing in Node validator and Cryptocurrency Mining business are important factors that manufacturers may not be able to produce adequate Node validator and Cryptocurrency Mining machines to meet demand or it may take a longer delivery time.
- (4) **Risk from having the government supervision on the node validator or cryptocurrency mining business:** Currently, Bitcoins cannot be used to pay off debt under Thai law and the Bank of Thailand has previously advised the public to consider the risks due to the high volatility of investments in digital currencies or cryptocurrencies. Therefore, in the event that the government imposes measures to regulate the Bitcoins in the market, this may cause coins mined or held by the Company to be affected by such laws and regulations which could have a negative impact on the Company's performance. Moreover, the government's controls on the Bitcoin mining business in Thailand are currently unclear, as well as there is no

laws directly related to the such business, therefore, there is a risk that there may be legislation to regulate the Bitcoin mining business in the future which may have a negative impact on the Company as well.

- (5) **Risk from energy crisis:** The electricity is the main factor in the operation of the Node validator and Cryptocurrency Mining business. The current rise of the Node validator and Cryptocurrency Mining business may have a risk from energy prices or even the impact of government measures on energy consumption control, as well as the risks associated with the unstable flow of the electricity or power outage. As the electricity is the main factor in the operation of the Node validator and Cryptocurrency Mining business, if there is an event where the power is unstable or power outage, it will lead to the risk that the Company is unable to operate the Node validator and Cryptocurrency Mining business in during that period of time.
- (6) **Risk from an exchange of digital currencies or cryptocurrencies through intermediaries:** Since the exchange of digital currency or cryptocurrency commonly done via a cryptocurrency exchange (Exchange) which are mainly managed through intermediaries in which the Company may need to deposit digital currencies with such cryptocurrency exchanges, the Company has a risk from a theft of deposited coins.
- (7) **Risk from a deterioration of the Node validator and Cryptocurrency Mining machines after usage:** Since the Node validator and Cryptocurrency Mining machines has rapidly developed. An increase in the number of Node validator and Cryptocurrency Mining machines or the lower of profitability of the business in order to balance and avoid the Bitcoin Halving problem may lead to the decrease in the return from the Node validator and Cryptocurrency Mining machines. This also includes the risk from a deterioration of the Node validator and Cryptocurrency Mining machines after usage. As the business of Node validator and Cryptocurrency Mining have to use computers for evaluation which requires to operate 24 hours, there will be a risk that such computer shall deteriorate after usage.

However, in the event that the Company uses the net proceeds from the capital increase for investment for the business expansion mentioned above, the Company will propose the relevant information of the businesses to the Board of Directors to consider the appropriateness for the best interest of the shareholders as a priority for consideration and the Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition or Disposition of Assets B.E. 2547 and any relevant regulations relating to such investments in all aspects.

In addition, the remaining capital increase from using as above objectives, amounting to Baht 29 million, will allow the Company to obtain the capital increase received to be used as working capital for the Company in order to supporting the business expansion of the Company's group according to the Company's business expansion plan in the future.

In this regard, after the completion of the capital increase and the offering of the Company's newly issued ordinary shares by the way of private placement, the Company will receive capital in the amount of Baht 189,000,000, which the Company expects that the capital will be sufficient investment for the implementation of the aforementioned plans for use of proceeds. The Company will consider the expected rate of return on investment in the aforementioned businesses by taking into account the investment value in the businesses and the expected returns, including other qualifications and conditions that are different in each business together with rules and regulations relating to each business operation, and source of funding of the Company.

3. Impacts to existing shareholders arising from the offering of newly issued ordinary shares

Effects on shareholders	Calculation method
1. Dilution of shareholding (Control Dilution)	$= \frac{\text{Number of newly issued shares offered to private placement}}{\text{Number of existing paid-up shares} + \text{Number of newly issued shares offered to private placement}}$ $= \frac{45,000,000}{248,411,700 + 45,000,000}$ $= \frac{45,000,000}{293,411,700}$ $= 15.33\%$
2. The decrease of price (Price Dilution)	$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$ $= \frac{4.63 - 4.56}{4.56}$ $= 1.54\%$ <p><u>Remark:</u></p> <p>1. Market price before offering = the volume weighted average price of the Company's ordinary shares traded on the SET for the past period of 15 consecutive business days before the date on which the Board of Director resolved the resolution to approve the capital increase</p> <p>2. Market price after offering = $\frac{(\text{Market price before offering} \times \text{Number of existing paid-up shares}) + (\text{Offering price} \times \text{Number of newly issued shares offered to private placement})}{\text{Number of existing} + \text{Number of newly issued shares offered to paid-up shares} \quad \text{private placement}}$</p> $= \frac{(4.63 \times 248,411,700) + (4.20 \times 45,000,000)}{(248,411,700 + 45,000,000)}$ $= 4.56$

Effects on shareholders	Calculation method
3. The decrease of earnings per share (Earnings Per Share Dilution)	$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$ $= \frac{0.0594 - 0.0503}{0.0594}$ $= 15.3199\%$ <p><u>Remark:</u></p> $\text{EPS before offering} = \frac{\text{Last 12 months Net Profit (Loss)}}{\text{Number of existing paid-up shares}}$ $\text{EPS after offering} = \frac{\text{Last 12 months Net Profit (Loss)}}{\text{Number of existing} + \text{Number of newly issued shares offered to private placement}}$

4. The value to the shareholders comparing with the control dilution effect

When comparing the benefits that the shareholders will receive from the issuance and offering of newly issued shares to the private placement with the impact on the reduction of the shareholders' voting rights as the control dilution mentioned above, the Company views that this offering of newly issued shares will be more beneficial to the shareholders than the impact that the shareholders will receive from the reduction in the shareholders' voting rights because the Company will receive proceeds used for its working capital for the Company's business operation and used for expansion into new businesses of the Company. This will strengthen the financial structure of the Company in the long term, as well as increasing the financial flexibility for the Company's business operation in the future, which will benefit all of the Company's shareholders.

Although the allocation of shares to the specific person will have an impact on their share of profits or their voting rights, the Company believes that the Company will receive the profit from the new investment which have the internal rate of return not less than 10 percent. In addition, this capital increase shall help reducing the dependence in one business sector which will result in the increase in the earning per share and the dividend payment to the shareholders in the long run and consistency.

5. Opinion of the Board of Directors

5.1 Reasons and necessity of the capital increase

The Board of Directors has the opinion that there is necessity in the issuance and offering of newly issued ordinary shares of the Company to the specific investor. The Company has considered other ways in seeking for funding e.g., loan, issuance of debentures, the issuance and offering of newly issued shares to the existing shareholders according to their shareholding (Right Offering). However, the Company found that the offering newly issued ordinary shares to investor who have a financial potential and having interest in purchasing the Company's newly issued ordinary shares directly, shall make it certain that the Company will be able to get the funds and be able to raise funds in a short period of time. In addition, the offering of new shares to Capital Asia Investment Pte. Ltd. will help strengthen the financial structure and the financial position of the Company. When considering the debt-to-equity ratio (D/E Ratio) of the Company, this will reduce the ratio from 0.87 to 0.47 after the increase of capital. In addition, this will reduce the burden of the Company in seeking for funding for accommodating the business expansion of the existing business and the business of Node validator and Cryptocurrency Mining. This will eventually result in the increase in the operational performance of the Company. In this regard, the Company will consider investing in the potential of the project and the Internal Rate of Return (IRR) of not less than 10 percent.

5.2 Possibility of the Plan for Use of Proceeds and Sufficiency of Source of Capital

After the Board of Directors has considered the reasonableness of the plan to use the capital increase and the sufficiency of this funding source, the Board of Directors is of the opinion that the plan for using the Company's capital increase as stated in Clause 2 above is reasonable and will benefit the Company and shareholders of the Company in the future. The Company shall consider investing in the project within the set budget and return.

This capital increase will allow the Company to use the capital increase received to be used as working capital for the Company and to increase liquidity and support the Company's business operations at present and the business expansion of the group according to the Company's business expansion plan in the future.

In this regard, the Board of Directors expected that the issuance and offering of newly issued shares to the Investor and the receipt of the proceeds from the capital increase will be completed within the period specified in the Notification No TorChor. 72/2558 and in accordance with the resolution of the shareholders' meeting. In this regard, the Company expects that the offering to sell the newly issued ordinary shares to the Investor will take place by March 2022.

The Board of Directors has the opinion that the plan for Use of Proceeds is appropriate with the following reasons:

- (a) The Board of Directors has the opinion that the use of proceeds in the expansion of business to the business relating to Node validator and Cryptocurrency Mining, e.g., the purchase of 300 - 400 Bitcoin mining machines for Bitmain Antminer S19j Pro, having the efficiency of confirming transactions 104 Th, the price of the machine does not exceed Baht 500,000 and an electric charge that is not more than Baht 4 per unit, is suitable and feasible. In the consideration, the Board of Directors has considered the investment budget, the return of investment, and the sufficient of the funding, and the worthiness of the investment taking into account the business potential and the rate of return at not less than 10 percent.
- (b) The Board of Directors has the opinion that the use of the remaining proceeds for the working capital of the Company is appropriate as it will increase the liquidity in the management and business operation.

However, if the company does not receive money from this capital increase, the Company will miss an opportunity to further expand and expand its business according to the Company's business plan. However, if the Company requires more than the amount of capital increased, the Company will consider financing other sources to be used as a source of funds to invest in projects above. The financial status of the business and capital market conditions will be taken into account in order to maximize the benefits of the business and its shareholders.

5.3 Reasonableness of the capital increase, plan for use of proceeds from the share offering and projects to be implemented

The Board of Directors considered that the capital increase is appropriate as the issuance of newly issued ordinary share will result in the Company to have sufficient funds for the management of liquidity and financial cash flow in order to support its business expansion.

In addition, the time frame for utilizing the proceeds as specified in Item 2 is suitable.

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

The Board of Directors considered that this transaction does not affect the nature and the Company's business policy in any way. This transaction serves as a tool to increase the Company's liquidity and support the Company's business in the present and expansion of the Company's business in the future. It will help strengthen the financial structure and the financial position of the Company. When considering the debt-to-equity ratio (D/E Ratio) of the Company, this will reduce the ratio from 0.87 to 0.47 after the increase of capital.

Therefore, this transaction will not adversely affect the Company's business operation, financial position, and operating results. In addition, the investment in the business of Node Validator and Cryptocurrency Mining which provide the Internal Rate of Return (IRR) of not less than 10 percent will help the

dependence in one business sector which will result in the increase in the profit and the cashflow to the Company.

5.5 Appropriateness of the offering price determination method

The Company determines the offering price through a series of negotiation between the Company and Investor by basing the price on the 15 days weighted average share price prior to the Board of Directors Meeting from December 29, 2021 to January 20, 2022 is equal to Baht 4.63 per share. Therefore, the offering price is not less than 90 percent of the market price according to the Notification No. TorJor. 72/2558.

5.6 Rationale and Necessity for the Offering of Newly Issued Shares by way of Private Placement

Having considered the rationale, necessity, and benefit which the Company will gain from the offering of newly issued shares to the Investor, the Investor is an institutional investor which has diverse business network and credibility both domestically and overseas, as well as having financial potential and have sufficient sources of funds considering the Asset Under Management (AUM) of over USD 400 million as of November 2021. The Board of Directors then approved the offering of newly issued shares to the Investor as the Board considered that the terms and conditions of the allocation and the offering price are appropriate and for the utmost benefit of the shareholders of the Company, as this offering will allow the Company with the opportunity to obtain funding in the limit period of time.

5.7 Method for consideration and verifying information of the investor

Having considered the financial potential and the intention of the Investor in the participation in the management or the business operation of the Company, the Board of Directors has considered and examined the profile of the Investor from various sources, e.g., the company profile, financial statements, etc.

The Board of Directors certified that the Investor has a financial potential and sufficient source of funds to invest in the Company and the Investor has no intention to involve in the management or to takeover the Company in any aspect. In this regard, the Board of Directors has performed their duty with due care and has the opinion that the Investor has potential to invest in the Company and has been ensured that the Investor is able to actual invest in the Company.

6. Certification of the Board of Directors on the Capital Increase

In the event where any director of the Company fails to perform his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such failure by action or inaction in the performance of his/her functions has caused damage to the Company, the Company may claim damages from such director. If the Company does not claim such

damages, the shareholders, holding among them in aggregate not less than 5 percent of all issued and sold shares, may give notice to the Company to proceed with such claim, failing which, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (including its amendment).

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

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

Please be informed accordingly.

Yours Sincerely,

M Vision Public Company Limited

A handwritten signature in blue ink, appearing to be 'Thanong Leeissaranukul', written in a cursive style.

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

A handwritten signature in blue ink, appearing to be 'Opas Cherdpunt', written in a cursive style.

(Mr. Opas Cherdpunt)
Chief Executive Officer

Clarification of document for registration, the appointment of proxy, voting method, and counting of votes

Registration to Attend the Meeting

Registration for participating in the Meeting will begin 1 hour before the Meeting's scheduled start, or from 13.00 hrs. onwards, at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120. The map for the Meeting venue is enclosed herewith (**Enclosure 9**)

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

If the shareholders choose to authorize the independent director of the Company to be the proxy, the shareholders shall deliver the completed proxy form with the supporting documents to the *Company Secretary, M Vision Public Company Limited, No. 11/1 Soi Ramkhamhaeng 121, Hua Mak Sub-district, Bangkapi District, Bangkok 10240* in which the documents shall arrive at the Company no later than **March 8, 2022**.

Documents to be presented on the Meeting Date

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

1. Self-Attending

1.1 Individual

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

1.2 Juristic Person by Juristic Person Representative (Authorized Director)

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

2. Proxy

2.1 Individual

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

2.2 Juristic Person

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

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

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

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

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

Notes:

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

Voting Criteria**General Agenda**

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

Voting Procedures for Each Agenda

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

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

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

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

Counting and Announcement of the Votes

Prior to each agenda, the Chairman shall inform the Meeting of the method of vote counting. The counting of votes for each agenda shall be made from the voting of shareholders or proxies present at the Meeting with the right to vote. The Chairman would request shareholders or proxies who wish to disapprove or abstain from voting on each agenda item to indicate their votes by raising their hands and marking on the

ballots. The total votes cast in disapproval or abstention, as well as the invalid ballots (if any), shall be deducted from the total number of votes of the shareholders attending the Meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of every agenda shall be made known to the Meeting before the Meeting is adjourned.

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

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

**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 Company's directors and a minimum of 3 directors must be appointed. The term of office of the independent director is limited to 3 years from the date of the appointment resolution having been made. For the independent directors who are due to complete their terms, if the board of directors or the shareholders' meeting has not passed a resolution to appoint the new independent directors, the existing independent director shall continue to perform his/her duties until the board of directors or the shareholders' meeting has passed a resolution to appoint a new independent director to replace those due to complete their terms and/or shall be in accordance with the term of office of the Company's director. The qualifications of the independent directors are as follows:

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



Asst. Prof. Orathai Wanitdee

Age 66 years **Nationality** Thai

Position - Independent director
 - Chairman of the Audit Committee
 - Chairman of the Risk Management Committee
 - Member of Nomination and Remuneration Committee

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

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

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

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

Shareholding Percentage (as at 11 Nov 2021) None

Education
 Master's Degree - Master of Business Administration,
 Kasem Bundit University
 Bachelor's Degree - Bachelor of Accountancy, University of
 the Thai Chamber of Commerce

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

Work Experience for the Past 5 years

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

Positions in Other Listed Companies – None –

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

Director's prohibited qualifications – None –

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

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

Having different conflict of interest in any agenda proposed in this meeting - None -

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

Criminal offense record during the past 10 years - None -

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

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

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

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

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

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

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย
 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:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 1/2565

In this regard, the details of the independent director of the Company are specified in
Enclosure 6 of the Invitation of the Extraordinary General Meeting of Shareholders
No.1/2022.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ในวัน
ศุกร์ที่ 11 มีนาคม 2565 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา
กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
No.1/2022 on Friday, March 11, 2022, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3
Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

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

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 1/2565

In this regard, the details of the independent director of the Company are specified in
Enclosure 6 of the Invitation of the Extraordinary General Meeting of Shareholders
No.1/2022.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ในวัน
ศุกร์ที่ 11 มีนาคม 2565 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา
กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our proxy ("proxy") to attend and vote by my/our behalf at the Extraordinary General Meeting of Shareholders
No.1/2022 on Friday, March 11, 2022, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3
Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda 1

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

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2

พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 22,500,000 บาทจากทุนจดทะเบียนเดิมจากทุนจดทะเบียน
เดิม 150,000,000 บาท เป็นทุนจดทะเบียน 172,500,000 บาท โดยการออกหุ้นสามัญจำนวน 45,000,000 หุ้น มูลค่าที่ตรา
ไว้หุ้นละ 0.50 บาท และ อนุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. (ทุนจดทะเบียน) ให้สอดคล้องกับการเพิ่ม
ทุนจดทะเบียน

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.

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3

พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทให้บุคคลในวงจำกัด (Private Placement) จำนวน 45,000,000 หุ้น
ในราคาเสนอขายหุ้นละ 4.20 บาท คิดเป็นมูลค่ารวม 189,000,000 บาท

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.

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

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

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

วาระที่ 5 เรื่องอื่น ๆ (ถ้ามี)
Agenda 5 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
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/Signedผู้มอบอำนาจ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบอำนาจ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบอำนาจ/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) ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ในวันศุกร์ที่ 11 มีนาคม 2565 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Extraordinary General Meeting of Shareholders No.1/2022 on Friday, March 11, 2022, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

 วาระที่ _____ เรื่อง _____
Agenda Re:

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 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)

(เปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of _____

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอ็ม วิชั่น จำกัด (มหาชน) (“บริษัท”)
Who is the shareholder of M Vision Public Company Limited (“Company”)

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

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

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

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565

In this regard, the details of the independent director of the Company are specified in Enclosure 6 of the Invitation of the Extraordinary General Meeting of Shareholders No.1/2022.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ในวันศุกร์ที่ 11 มีนาคม 2565 เวลา 14.00 น. ณ ห้องสัมมนา ชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2022 on Friday, March 11, 2022, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบฉันทะบางส่วน คือ

Grant partial of my/our proxy as follows:

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

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

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง
Total voting right Votes

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564

Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders 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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 22,500,000 บาทจากทุนจดทะเบียนเดิมจากทุนจดทะเบียนเดิม 150,000,000 บาท เป็นทุนจดทะเบียน 172,500,000 บาท โดยการออกหุ้นสามัญจำนวน 45,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท และ อนุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. (ทุนจดทะเบียน) ให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

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.

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 3 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทให้บุคคลในวงจำกัด (Private Placement) จำนวน 45,000,000 หุ้น ในราคาเสนอขายหุ้นละ 4.20 บาท คิดเป็นมูลค่ารวม 189,000,000 บาท

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.

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 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. (วัตถุประสงค์) ของบริษัท

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

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

วาระที่ 5 เรื่องอื่น ๆ (ถ้ามี)

Agenda 5 Other matters (if any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น 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. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The documents needed to be attached to this Proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. ในกรณีที่ข้อความที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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) ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ในวันศุกร์ที่ 11 มีนาคม 2565 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Extraordinary General Meeting of Shareholders No.1/2022 on Friday, March 11, 2022, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, or such other date, time and place as the meeting may be held.

วาระที่ _____ เรื่อง _____

Agenda Re :

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

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

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

วาระที่ _____ เรื่อง _____

Agenda Re:

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

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Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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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
(.....)

Privacy Notice regarding the Extraordinary General Meeting of Shareholders No.1/2022 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. What Personal Data the Company collect

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

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

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

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

2.1. Legal Compliance

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

2.2. Legitimate Interest

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

3. Source of Personal Data

- 3.1 The Company receives Personal Data directly from you through registration documents showing your attendance to the 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 that you do not conceal such sensitive data, the Company reserves the right to conceal the sensitive data on such received documents which shall not be deemed as the collection of your sensitive data.

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

4. Right to your Personal Data

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

5. How long does the Company keep your Personal Data

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

6. Amendment of this Privacy Notice

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

7. Contacting Channel

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

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

Map of the meeting venue

Sittipol 1919 Co., Ltd.

