



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

หนังสือเชิญประชุมสามัญผู้ถือหุ้น

Invitation letter to the Annual General Meeting of Shareholders

ประจำปี 2566
For the year 2023

วันที่ 25 เมษายน 2566 เวลา 14.00 น.
April 25, 2023 at 14.00 hrs.

ณ ห้องสัมมนาชั้น 12 บริษัท สิทธีพล 1919 จำกัด
เลขที่ 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
พร้อมขอให้ท่านผู้ถือหุ้นพิจารณาอบฉันทะการเข้าประชุมให้แก่กรรมการอิสระของบริษัท
แทนการเข้าร่วมประชุมด้วยตนเอง

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

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

Guidelines for attending the Annual General Meeting of Shareholders for the year 2023 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 Annual General Meeting of Shareholders for the year 2023 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 Annual General Meeting of Shareholders for the year 2023, 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 April 21, 2023 to the Company’s address as follows:

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

(The Company recommends that the shareholders may pre-casting the vote for each agenda at one time. Then, please submit the Proxy Form to the Company Secretary as specified above.)

2.2. The shareholders are welcome to submit questions in advance, in writing, relating to the meeting’s Agenda to the Company within April 21, 2023 through the following channels:

- Send by post to the Company or attach along with the Proxy as specified in clause 2.1 above. The Company will record the questions and answers in the Minutes of shareholders’ meeting as deems it is appropriate.
- 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 guidelines for attending the meeting in order to prevent and reduce the risk of spreading the Coronavirus Disease 2019 (COVID-19) as follows:

- (1) The shareholders/proxies must strictly follow the preventive measures to prevent the spread of the Coronavirus Disease 2019 (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, those who have had close contact with a person tested positive for the Coronavirus Disease 2019 (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) The Shareholders must prepare their own masks and could wear the mask at all times from the screening point until the meeting is finished for the safety of yourselves and relevant persons.
- (5) The Company has arranged the Meeting space appropriately to reduce congestion of the Shareholders.
- (6) The Company emphasizes the staff to clean the tables, chairs and all kinds of equipment in the meeting room with cleaning solution or 75% alcohol to prevent any occurrence of the virus.
- (7) The Company does not provide microphones for inquiries regarding to the implementation of strict surveillance and prevention of the Coronavirus Pandemic (COVID-19). 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.
- (8) The Company refrains from serving food and beverages in the meeting area to prevent the risk of spreading COVID-19.
- (9) To avoid delays from the process of registration to the meeting, the Company asks the shareholders to spare time for various operations. To 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 50 seats (including directors, managements, and officers of the Company). The Company, therefore, requests the shareholder for cooperation to grant a proxy to the Independent Directors to act as Proxy of shareholders (details as shown in **Enclosure 6**). The Company reserves the rights to allow the shareholders/proxies, who 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 located in front of the meeting room.

In this regard, at the Annual General Meeting of Shareholders for the year 2023, the Company will 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 coronavirus (COVID-19) change or should there be any additional measures from the authorities which affect the arrangement of the Annual General Meeting of Shareholders for the year 2023, 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: March 27, 2023

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2023

Attention: Shareholders of M Vision Public Company Limited

- Enclosure:
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2022 (Enclosure for Agenda 1);
 2. 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) and the financial statements for the fiscal year ended December 31, 2022, in QR Code format;
 3. Profiles of directors who are retired by rotation and are nominated for re- appointment for another term (Enclosure for Agenda 6);
 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 Annual 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. 2/2023 (the “**Board**”) resolved to convene the Annual General Meeting of Shareholders for the year 2023 (“**AGM**”) on Tuesday, April 25, 2023, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120. In order to set the agenda for the Annual General Meeting of Shareholders for the year 2023, the Company had, through an announcement on its website, as well as through the website of the Stock Exchange of Thailand, provided an opportunity for shareholders to propose agendas during November 10, 2022, to January 27, 2023. As, after the said time frame, there was no other agenda proposed to the Company, therefore, the Board of Directors resolved to fix the agenda items as follows:

Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2022

Facts and Rationale: The Company held the Annual General Meeting of Shareholders for the year 2022 on April 29, 2022, via electronic conferencing (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563, to consider matters according to the agenda specified in the invitation. The minutes of meeting was prepared and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, in accordance with the period specified by the relevant laws, as well as published the said minutes on the Company’s website, www.mvisioncorp.com. Details of which are as appeared in Enclosure 1.

Board of Directors’ Opinion: The Board deemed that the minutes of the Annual General Meeting of Shareholders for the year 2022 was accurately recorded, and it was appropriately approved to propose the Annual General Meeting of Shareholders for the year 2023 to consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2022.

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

Agenda 2 To acknowledge the 2022 Company’s operating result for the year ended December 31, 2022.

Facts and Rationale: The Company summarized the Company’s operating result and significant development which occurred in the fiscal year 2022, the details of which appear in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), which was prepared in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, which can be downloaded from the QR Code as enclosed together with this meeting invitation letter in Enclosure 2.

Board of Directors’ Opinion: The Board deemed it appropriate to propose the 2022 Company’s operating result for the year ended December 31, 2022, and significant development which occurred in the fiscal year 2022 to the Annual General Meeting of Shareholders for acknowledgment.

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

Agenda 3 To consider approving the Company and its subsidiaries’ financial statements for the accounting period ended December 31, 2022.

Facts and Rationale: In compliance with the Public Companies Limited Act B.E.2535, Section 112, and the Company’s Articles of Association, Articles 44, which stipulate that the Company shall arrange for the preparation of the balance sheet and the profit and loss statements at the end of the Company’s accounting period, and have them audited by the Certified Public Accountant before submitting the same to the Annual General Meeting of Shareholders for approval.

The Company had prepared the financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2022, which present fairly, in material respects in accordance with Thai Financial Reporting Standards (TFRSs), which have been audited and certified by the Certified Public Accountant, and reviewed by the Audit Committee and by the Board of Directors. Details of which are as set forth under Section “Financial Statements” of the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), as enclosed in the from the QR Code in Enclosure 2. A summary of significant information is as follows:

| Particulars according to consolidated financial statements | For the accounting period ended 31 December | |
|--|---|------|
| | 2021 | 2022 |
| Total assets (Million Baht) | 403 | 641 |
| Total liabilities (Million Baht) | 174 | 196 |
| Total shareholders’ equity (Million Baht) | 229 | 444 |
| Total revenue (Million Baht) | 243 | 342 |
| Profit (loss) for the year (Million Baht) | 6 | 8 |
| Earnings (loss) per share (Baht per share) | 0.22 | 0.03 |

Audit Committee’s Opinion: The Audit Committee has considered and reviewed the annual financial statements of the Company and its subsidiaries for the year ended December 31, 2022, and opined that the financial statements present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRSs), which have been audited and signed by the auditor from Karin Audit Co., Ltd. who expressed qualified opinions to the financial statements of the Company and its subsidiaries for the year ended December 31, 2022, due to the limitation by circumstances in verifying the accuracy of the accounts in relation to the Company’s investment in the digital assets Bitcoin Mining Machines in Lao People’s Democratic Republic, details of which are as appeared in Enclosure 2. The Audit Committee deems it appropriate to propose that the Board of Directors submit the Company’s financial statements for the year ended December 31, 2022 to the Annual General Meeting of Shareholders for consideration and approval.

Board of Directors’ opinion: The Board deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the Company and its subsidiaries’ s financial statements for the accounting period ended December 31, 2022, which were audited by the Certified Public Accountants who expressed qualified opinions due to a scope limitation, and reviewed by the Audit Committee and the Board of Directors.

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

Agenda 4 To consider approving the omission of the appropriation of income as a legal reserve and the omission of dividend payment for the year 2022.

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

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

The consolidated and separate financial statements of the Company for the year ended December 31, 2022, are as follows:

| | Consolidated financial statements | Separate financial statements |
|---|--|--------------------------------------|
| Profit for the year ended December 31, 2022 | Baht 8 million | Baht 8 Million |
| Accumulated deficit as at December 31, 2022 | Baht 10 million | Baht 10 Million |

Board of Directors’ opinion: The Board considered that as the Company still has accumulated deficit as shown in the financial statement for the year ended December 31, 2022, therefore, the Board deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the omission of the appropriation of income as a legal reserve for the year 2022 and consider approving the omission of dividend payment for the year 2022 to be in accordance with the Company’s Articles of Association, Articles 46.

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

Agenda 5 To consider approving the appointment of the Company’s auditor and audit fee for the year 2023.

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

In addition, according to the Notification of the Securities and Exchange Commission No. TorJor. 75/2561 Re: Rules, Conditions, and Procedures for Disclosure of Information relating to Financial Status and Operating Result of Listed Company (No. 14), the Company is required to comply with regulations regarding rotation of the auditor, whereby the auditor, who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm.

The Audit Committee: The Audit Committee has considered the auditor’s qualification in compliance with the Securities and Exchange Commission’s stipulation; independence, knowledge, and experience in auditing including the propriety of the audit fee. Thus, it is deemed appropriate to propose to the Board to appoint the auditor from A&A Office 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, A&A Office Company Limited is a well-known company for its professional service and experience, as well as not having any relationship or conflicts of interest against the Company/ subsidiary companies/ executive management / major shareholders or persons related to such person. The Audit Committee then proposed to the Board of Directors to appoint A&A Office Company Limited as the auditor of the Company and its subsidiaries as follows:

| Name of Auditors | Certified Public Accountant Number | Number of Years Engaged in Auditing Services to Company |
|---------------------------------|------------------------------------|---|
| (1) Dr. Preecha Suan and/or | 6718 | Never express an opinion on the Company and its subsidiaries’ financial statement |
| (2) Miss Yuphin Chumjai and/or | 8622 | Never express an opinion on the Company and its subsidiaries’ financial statement |
| (3) Mr. Somchat Kalasuk and/or | 9669 | Never express an opinion on the Company and its subsidiaries’ financial statement |
| (4) Miss Pitinun Pattaraklitdej | 10467 | Never express an opinion on the Company and its subsidiaries’ financial statement |

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

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

major shareholders or persons related to such person, and therefore, they are independent to audit and give opinions on the Company's financial statements

Moreover, the Audit Committee has considered the auditor's qualification and approved to propose the audit fee for the year 2023 for the Company in the amount of Baht 1,550,000 and for the subsidiaries in the amount of Baht 40,000 with no other expenses. The Audit Committee viewed that the proposed audit fees are appropriate taking into account the working standard and comparing it with the amount of work and the audit fee of other listed companies with a similar market capitalization as the Company. The detail of the audit fee is as follows:

| Name | Year 2023 (Proposed year) | | Year 2022 | |
|--------------|---------------------------|---------------|--------------|---------------|
| | Audit fee | Non-audit fee | Audit fee | Non-audit fee |
| Company | Baht 1,550,000 | - | Baht 840,000 | - |
| Subsidiaries | Baht 40,000 | - | Baht 20,000 | - |
| Total | Baht 1,590,000 | - | Baht 860,000 | - |

Board of Directors' opinion: The Board agreed with the proposal of the Audit Committee, and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the appointment of Dr. Preecha Suan CPA Registration No. 6718 and/or Miss Yuphin Chumjai CPA Registration No. 8622 and/or Mr. Somchai Kalasuk CPA Registration No. 9669 and/or Miss Pitinun Pattaraklitidej CPA Registration No.10467 from A&A Office Company Limited to be the Company's auditor for the year 2023. Moreover, the Board deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the audit fee for the year 2023 for the Company in the amount of Baht 1,550,000 and the subsidiaries in the amount of Baht 40,000 with no other expenses. If the auditors are unable to perform their duties, A&A Office Company Limited shall procure another certified public accountant of the office to audit the accounts and express opinions on the Company's and the subsidiaries' financial statements on behalf of the auditors as mentioned above.

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

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

Facts and Rationale: In compliance with the Public Companies Limited Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 20, stipulates that at least one-third (1/3) of the total members of the directors must retire by rotation. In this respect, the retired directors will be eligible for re-election. In the Annual General Meeting of Shareholders for the year 2023, there are 3 directors to be retired by rotation due to complete their terms as follows:

| Name of Directors | Title |
|----------------------------------|-------------------------------|
| (1) Mr. Tharathorn Yuangbhandith | Director / Executive Director |
| (2) Mr. Teerawat Suwanpinij | Director / Executive Director |
| (3) Ms. Prapimpan Lertsirisin | Director / Executive Director |

The Company had invited shareholders to nominate candidates to be elected as the Company's directors during November 10, 2022 to January 27, 2023 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 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 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 reappointment of the directors who would retire by rotation as the Company's directors and other positions for another term. The details of which are as enclosed in Enclosure 3.

Board of Directors' opinion: The Board (exclusive of the directors with interests in this matter) has carefully considered, in accordance with the criteria for nominating directors of the Company, and was of the opinion that the nominated 3 directors are qualified under Public Companies Limited Act B.E. 2535 (as amended) and relevant notifications of the Stock Exchange of Thailand, the Securities and Exchange Commission, and Capital Market Supervisory Board, and do not possess any prohibited characteristics according to the regulation of the Securities and Exchange Commission. Further, in the past, the 3 directors performed their duties as directors and sub-committees with great efficiency and provided comments and recommendations highly beneficial to the Company's operations. Therefore, the Board agreed with the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the reappointment of (1) Mr. Tharathorn Yuangbhandith (2) Mr. Teerawat Suwanpinij, and (3) Ms. Prapimpan Lertsirisin, the directors who would retire by rotation as the Company's directors and other positions for another term. Information of individuals nominated as the directors to replace the directors who retired by rotation was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders in 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). The procedure regarding this agenda are as follows:

- (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 a casting vote.

In compliance with the corporate governance of the Company, the appointment of directors shall be made individually. Each director who would retire by rotation and elect as the Company's directors and other positions for another term shall resolved with an affirmative vote of majority vote of total shareholders attending the meeting and casting their votes.

Agenda 7 To consider approving the director's remuneration for the year 2023

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

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

| 2022's Meeting | Number of meetings (Times) |
|--|----------------------------|
| Annual General Meeting of Shareholders | 1 |
| Extraordinary 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 it appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to consider approving the director's remuneration for the year 2023 at the same rates applied in 2022, at the amount of not exceeding Baht 2,000,000, with no other compensation as follows:

| Position | Meeting Allowance per Time in 2023 (Proposed year) | Meeting Allowance per Time in 2022 |
|--|--|------------------------------------|
| Board of Directors - Chairman of the Board - Director | Baht 15,000 Baht 10,000 | Baht 15,000 Baht 10,000 |
| Audit Committee - Chairman of the Audit Committee - Member of the Audit Committee | Baht 15,000 Baht 10,000 | Baht 15,000 Baht 10,000 |
| Risk Management Committee * - Chairman of the Risk Management Committee - Member of the Risk Management Committee | Baht 15,000 Baht 10,000 | Baht 15,000 Baht 10,000 |
| Nomination and Remuneration Committee * - Chairman of the Nomination and Remuneration Committee - Member the Nomination and Remuneration Committee | Baht 15,000 Baht 10,000 | Baht 15,000 Baht 10,000 |

*In this regard, directors who are involved with the management of the Company shall not be entitled to receive such remuneration for the year 2022 and 2023.

Board of Directors' opinion: The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the above remuneration of the directors and various standing committees for the year 2023 not exceeding Baht 2,000,000 at the same rates applied in 2022. There is no other compensation. Details of which are as set

forth under Section “Corporate Governance Structure” of the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report), as enclosed in the from the QR Code in Enclosure 2.

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

Agenda 8 To consider approving the issuance and offering of debentures of the Company in the amounting to not exceeding Baht 500 million

Facts and Rationale: To support the Company's requirement for capital utilization from alternative funding sources and to strengthen its financial position and investment in the future of the Company, in order to comply with Public Limited Company Act B.E. 2535 (and the Amendment), Section 145; the Company deemed appropriate to propose to Annual General Meeting of Shareholders for approve the issuance and offering of debentures of the Company in the amounting to not exceeding Baht 500 million. The details of which are as follows:

| | | |
|---------------------|---|--|
| Objective | : | To provide for the business expansion of the Company, including for investments in the future and/or working capital and/or for other purposes as the Board of Directors deems appropriate. |
| Type of debentures | : | All types or categories of debentures including, name-registered Debentures and/or bearer Debentures, secured and/or unsecured Debentures, subordinated and/or unsubordinated Debentures and/or with or without credit rating and/or with or without Bond Holder Representative and/or amortizing or callable. This clause is subject to market conditions as of the issuance and offering the Debentures at each time which will be permitted by the relevant regulatory authorities. |
| Value of Debentures | : | The total value of Debentures which has not yet been redeemed will not exceed Baht 500 (five-Hundred) million. The Company can issue and offer additional Debentures and/or issue and offer the Debentures to replace the existing Debentures that had been redeemed, but is subject to the aforementioned credit limit at any given time. |
| Currency | : | Thai Baht |
| Interest rate | : | As specified each time which subjecting to market conditions and other factors at the time of each issuance and offering of the Debentures. The Interest rate shall be in compliance with the notification of Securities Exchange Committee and/or Securities & Exchange Commission and/or other related notification or regulatory which is effective on the date of the issuance and offering of the Debentures each time. |

| | |
|--------------------|--|
| Offering | <p>:</p> <p>(1) Debentures can be offered in one or several occasions, and/or as projects and/or as revolving. In case that the Company offers Debentures in revolving form, the Company is allowed to redeem or receive principal repayment in compliance with the terms and credit as indicated.</p> <p>(2) Public offering and/or offering to Private Placement and/or offering to domestic and/or foreign Financial Institution and/or major investors all at once or on several occasions in compliance with the notifications of Securities Exchange Committee and/or Capital market committee or other notification, ministerial regulations, rules and other related regulations which is effective on the date of issuance and offering of the Debentures.</p> <p>(3) In case that the Company has redeemed or repaid the Debentures value of the approved credit limit, the Company is allowed to issue additional Debentures to the amount of the redemption or repay which the Debentures issuance to place the existing Debentures will have term and condition as indicated.</p> |
| Term of Debentures | <p>:</p> <p>As specified each time according to the market sentiment and other factors at the time of each issuance and offering of debentures for redemption before maturity is optional or debentures due upon dissolution of the Company (Perpetual), provided that it must be in accordance with the notification of Securities Exchange Committee and/or Securities & Exchange Commission and/or other related notification or regulatory which is effective on the date of the issuance and offering of the Debentures each time.</p> |
| Early Redemption | <p>:</p> <p>Debentures holders and/or the Company may or may not have the right to redeem Debentures prior to maturity or the Company may or may not indicate to have the right to redeem in Special Event Redemption Company depending on the terms and conditions of each Debentures issuance</p> |
| Authorization | <p>:</p> <p>The authorized directors of the Company or a person assigned by the authorized directors are authorized to consider and take any action related to or necessary for the issuance and offering of Debentures in all respects to be in compliance with the relevant laws and regulations as follows:</p> <ol style="list-style-type: none"> 1. To determine details related to the Debentures in relation to restrictions conditions and other details necessary and related to the issuance and offering of the debentures; such as, its name, type, face value, offering price per unit, interest rate, appointment of Debenture holder's Representative, appointment of Debenture Registrar, offering amount of each issuance, total amount, term, principal repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market, etc.; |

| | | |
|------------------|---|---|
| | | <ol style="list-style-type: none"> 2. To apply for the approval from the agencies concerned; 3. To appoint the advisor or the person concerning the issuance and offering of the Debentures; 4. To contact, negotiate, undertake, sign, revise, entering into the documents and agreements concerned as well as provide the information and submit those documents to SEC and/or Thai Bond Market Association and/or any other agencies relating to the issuance and offering debentures, and also registering such debentures with Thai Bond Market Association and/or secondary markets; and 5. To take any action related to or necessary for the issuance and offering of debentures in all respects as deemed appropriate. |
| Other conditions | : | Depending on the market situation at the time of each sale offering of Debentures, and other related factors. |

In this regard, the issuance and offering of debentures by the Company must comply with the regulations of the Office of the Securities and Exchange Commission ("The SEC Office"), the Capital Market Supervisory Board, the Stock Exchange of Thailand and the related government agencies as well as being appropriate with the Company's needs for funding and market situation.

Board of Directors' opinion: The Board has considered the conditions and details of the issuance and offering of the Company's debentures and deems it appropriate and reasonable, and for the best interests of the Company and all shareholders to propose to the Annual General Meeting of Shareholders to approve the issuance and offering of debentures of the Company in the amounting to not exceeding Baht 500 million and also the delegation in connection with such action as aforementioned to the authorized directors of the Company or a person assigned by the authorized directors to have the authority to consider and perform any actions related to or necessary for the issuance and offering of Debentures in all respects to be in compliance with the relevant laws and regulations, as mentioned in all respects. In addition, as at the date of the Board resolution to propose the 2023 Annual General Meeting of Shareholders to approve the issuance and offering of debentures of the Company, the Company has no debentures which will be on a Maturity date.

Resolution: This agenda would be resolved with an affirmative vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote. (in compliance with Public Limited Company Act B.E. 2535 Section 145)

Agenda 9 Other matters (if any)

The Company fixed the Record Date for the shareholders eligible to attend the Annual General Meeting of Shareholders for the year 2023 on March 15, 2023. The Company will conduct the meeting in accordance with the Company's Articles of Association relating to the meeting of Shareholders in Enclosure 5.

In order to facilitate the shareholders in accessing information, the Company has also published the invitation to the Annual General Meeting of Shareholders for the year 2023 together with the 2022 Annual Registration Statement/Annual Report, Proxy Form, and other documents relating to this meeting on the Company's website, www.mvisioncorp.com since March 27, 2023.

The Company would like the shareholders to be informed and comply with the conditions and procedures for registration of attendees, proxy and voting as specified in the documents. (Enclosure 4)

If the shareholders wish to grant proxy to other person to attend the meeting and vote on your behalf, please fill in the details and sign the Proxy Form (Enclosure 7). In the case that the shareholders who are not foreign investors and appoint a custodian in Thailand to be a stock depository and keeper can use either of the Proxy Form A. or Form B. only. The Proxy Form C. can be used in the case that the shareholder is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper only. In addition, if any shareholders wish to appoint independent directors to attend the meeting on your behalf, please consider the information of independent directors for shareholders proxies (Enclosure 6). The Company kindly requests for shareholders' cooperation to submit the proxy forms together with the registration documents to the Company within April 21, 2023, to the Company's address as follows and shareholders able to download the Proxy Form on the Company's website.

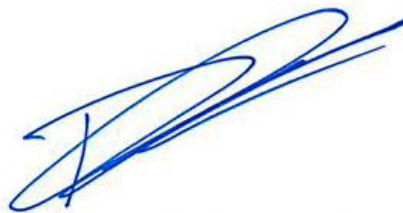
By Postal: *Company Secretary*
M Vision Public Company Limited
11/1 Soi Ramkhamhaeng 121,
Huamak Sub-district, Bangkok District,
Bangkok 10240

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

If any shareholder has any questions or recommendations relevant to the agenda of the Annual General Meeting of Shareholders for the year 2023, please send the questions and/or recommendations in advance before the meeting date together with the contact details, i.e., name, address, telephone number, and email address (if any), to the Company at the Company's address as detailed above.

You are hereby invited to attend the Annual General Meeting of Shareholders for the year 2023 on the date and time specified above.

Yours sincerely,
M Vision Public Company Limited



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

**Minutes of Annual General Meeting of Shareholders for the year 2022
M Vision Public Company Limited
through an electronic meeting platform (E-AGM)**

Date, Time, and Meeting Venue

The Annual General Meeting of Shareholders for the year 2022 of M Vision Public Company Limited (the “Company”) was held on April 29, 2022, at 14.00 hrs. through the electronic platform (E-AGM).

Meeting Commencement

Miss Boonyanuch Woottiganjanakul, who was assigned by Mr. Thanong Leeissaranukul, the Chairman of the Board of Directors, to act as the moderator (the “Moderator”) of the Annual General Shareholders Meeting of Shareholders for the year 2022 of the Company (the “Meeting”), informed the Meeting that the current situation of the coronavirus (COVID-19) outbreak, the Company has highly concerned about health and safety of the shareholders and all parties concerned, and, thus, in order to prevent the spread of the disease, the Company has resolved to convene the Meeting through an Electronic Meeting (E-AGM) only, according to Emergency Decree on Electronic Meeting B.E 2563 and other related laws and regulations.

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

Directors present at the Meeting

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

The Moderator informed the Meeting that Mr. Tharathorn Yuangbhandith, Executive Director and Chief Operating Officer, 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 of Directors.

Auditor of Siam Truth Audit Company Limited

1. Miss Khemmanan Jaichuen

Legal Advisors of Dherakupt International Law Office Limited

1. Miss Narissara Swaisaenyakorn
2. Miss Booranee Jaroenpol

The Moderator informed the Meeting that at 14.00 hrs., there were 12 shareholders attending the Meeting in person, representing 84,990,100 shares, and 17 shareholders attending the Meeting by proxies, representing

36,064,500 shares. Therefore, there were a total of 29 shareholders present, holding an aggregate of 121,054,600 shares, representing 41.2576 percent of the total 293,411,700 outstanding shares of the Company. Thus, the quorum was attained pursuant to the Company's Articles of Association.

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

1. The Company sent out the invitation to the Meeting to all shareholders via a post on April 7, 2022;
2. The Company posted the invitation to the Meeting in CPD News newspaper on April 20, 21, and 22, 2022; and
3. The Company posted the details of this Meeting on the Company's website and gave the opportunity to the shareholders to propose a question in advance from April 7 - 27, 2022.

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

1. As the Meeting is held through an electronic system, the ballots card will not be provided to the attendees.
2. The voting shall be conducted in an open ballot system through the E-Voting program by the following steps:
 - 2.1. The shareholders and the proxies are required to select the E-Voting window in order to vote in each agenda either to approve, disapprove or abstain within the given time (1 minute) by selecting the agenda and checking the button to vote to approve, disapprove or abstain in E-Voting program.
 - 2.2. After selecting the vote, the confirmation text will pop up and the shareholders or the proxies may select the agree button to confirm their vote. The shareholders or the proxies who would like to change their vote can revoke the latest vote and re-vote. However, the shareholders or the proxies cannot vote or change their vote if the voting of such an agenda has been closed.
 - 2.3. The shareholders and the proxies who attend the Meeting via smartphones or tablets have to switch from the Zoom program to the Chrome program to cast their votes in the E-Voting menu. After finishing the votes, they are required to return to the E-Meeting in Zoom program to continue the Meeting.
3. For the counting of votes, the Company will count the votes as casted in the E-Voting program and as beforehand specified in the Proxy Form B. If the shareholders or the proxies do not cast their votes, the votes will be automatically counted as agreed (vote "for").
4. One (1) share shall be equivalent to one (1) vote. In the case that the vote comes to a tie, the Chairman shall have another vote as the casting vote. The votes cast through the proxies are already recorded at the registration time for counting.
5. The voting result of each agenda will be announced after the calculation is completed. The latest number of votes presented in each agenda is counted as the base for counting the votes. Once the system processes the counting of votes on each agenda, the votes cannot be changed. If the counting processes are too long, the Meeting will pursue for sake of time and the delayed voting result will be announced as soon as it is obtained.
6. The attendees shall raise queries via chat by following the instructions below:
 - 6.1. In case the attendees raise queries via chat, they shall use the Chat menu in the Zoom program and press Enter to send a message to the system.
 - 6.2. Before submitting queries, the attendees shall identify your name-surname and indicate whether you are a shareholder or a proxy for the accuracy of the minutes recording.
 - 6.3. Prior to the voting, the Company would provide the attendees an opportunity to raise questions in relation to such agenda item for 2 minutes, otherwise the attendees can send the queries via chat to be read to the Meeting afterward.
7. In this regard, the required approvals for each agenda were as follows:
 - 7.1. Agenda 1, 3, 4, 5, 6, and 9 required a majority vote of the total votes of the shareholders who attended the Meeting and cast their vote. Any abstention vote shall not be counted as the base for counting votes.

- 7.2. Agenda 2 was reported for acknowledgement; the resolution was not required.
- 7.3. Agenda 7 required a special vote of no less than two-thirds (2/3) of the total votes of shareholders who attended the Meeting. The abstention votes shall be counted as the base for counting votes.
- 7.4. Agenda 8 required a special vote of no less than three-fourths (3/4) of the total votes of shareholders who attended the Meeting and were eligible to vote. The abstention votes shall be counted as the base for counting votes.
- In agenda 6, to consider and approve the appointment of directors to replace the directors retired by rotation, the shareholders shall vote individually for each director.

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 Meeting duly convened through an electronic meeting (E-AGM) and then assigned the Moderator to report the matters in accordance with the agenda item specified in the Invitation Letter as follows:

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

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

The Moderator informed the Meeting that this agenda was to consider certifying the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 which was held through the electronic meeting (E-EGM) on March 11, 2022, details of which were as shown in the copy of the minutes enclosed with the invitation to this Meeting (Enclosure 1).

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

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 Extraordinary General Meeting of Shareholders No.1/2022. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

Resolution: The Meeting certified the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 which was held on March 11, 2022. 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 | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

Remark: In this agenda, there was 1 additional shareholder attending the Meeting holding 1 share. Thus, there was a total of 30 shareholders attended the Meeting holding altogether 121,054,601 shares.

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

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

The Moderator informed the Meeting that the Company had summarized the Company's operating result and significant development which occurred in the fiscal year 2021 as the details of which appear in the 2021 Annual Registration Statement/Annual Report (Form 56-1 One Report), which can be downloaded from the QR Code as enclosed together with this meeting invitation letter (Enclosure 2), which was prepared in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. This agenda was reported for acknowledgement. The resolution was not required.

The Chairman invited Mr. Opas Cherdpunt, Chief Executive Officer, to report the Company's operating result for the year 2021 and business plan for the year 2022 to the Meeting.

Mr. Opas Cherdpunt, Chief Executive Officer, informed the Meeting that the current business units of the Company consisted of 1) Event Organizing segment 2) Media & Agency segment and 3) Commercial segment. For the Event Organizing segment, which is the core business unit, the Company would concentrate more on the topics of Cryptocurrency and Blockchain Technology. On May 12-15, 2022, the Company would hold Thailand Mobile EXPO, along with Thailand Crypto EXPO, at Bangkok International Trade & Exhibition Centre (BITEC), which could clearly demonstrate all the 3 business units of the Company. Then, the Company's operating results for the year 2021 were reported in the following details:

Metaverse Update

- Metaverse x Amazing Thailand, the cooperation between the Company and Tourism Authority of Thailand (TAT) in introducing the blockchain technology into tourism industry, which was a trial project at the time.
- Amazing Thailand Metaverse: Amazing Durian, the cooperation between the Company and TAT in creating a visual durian farm to promote tourism targeting the New Wealth. The Company took part in the project as a technical infrastructure provider, mapping the Metaverse with the actual durian farms subsidized by TAT. There were games and prizes, e.g., a room discount. Suan Lamai, the first durian farm of the project was already sold out. For more details, please visit <https://metaversethailand.io/>.
- MOU with Bitkub, the cooperation to create Metaverse platform. The press release had given at the end of March 2022, and would start the next phase soon.

MVP Coin Update

- Thailand HOLIDEALS 2022, the cooperation allowing tourists to use MVP coin to purchase services from the hotels joining TAT's project. The objective was to help the businesses affected by the Covid-19 pandemic during the past 2 years. For more details, please visit <https://mvp-coin.com/>.

Event Update, Currently, the Company is back to holding physical events, i.e., seminars, roadshows, and running events, as follows:

- Xiaomi 12 Series Road Show
- TAK TRAIL, trail run event for promoting and marketing the tourism in Tak province under the 'Touch the Sky Touch the Ground' framework.
- Ubon Rat Lovely Run 2020 by Haier, at Ubol Ratana dam, Khon Kaen province. The event was finally held in 2022 after having been postponed since the time before the Covid-19 outbreak.

Upcoming Event

- Thailand Mobile EXPO 2022 & Thailand Crypto EXPO 2022, where the attendees could purchase mobile phones and learn about cryptocurrencies at the same venue. Thailand Mobile EXPO 2022 would concentrate on presenting digital assets, e.g., NFTs. Many cryptocurrency and digital asset providers would attend the event as well. Thailand Crypto EXPO 2022 was considered to be the

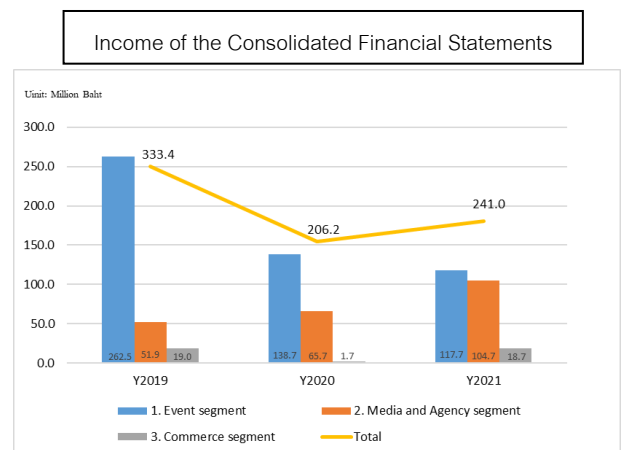
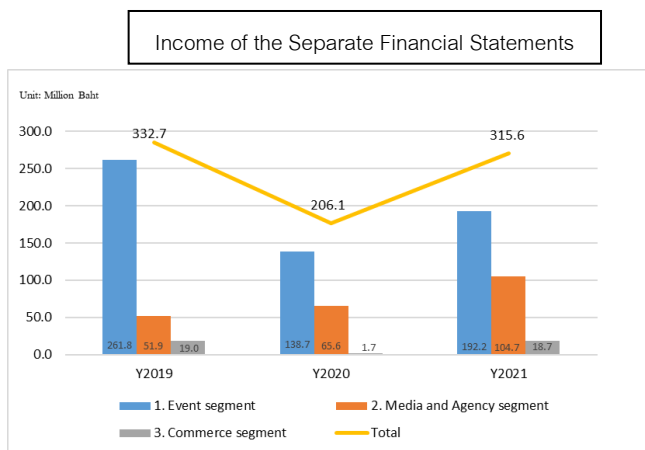
biggest cryptocurrency event in South East Asia. The event would be more than just a business matching, but would also provide the marketplace for digital asset trades without the intermediaries. Furthermore, the attendances could meet with the cryptocurrency issuers to get to know their project and invest in such projects if the attendances found interest.

Bitcoin Mining

- The Company had concluded the deal with the Bitcoin mining business in Laos. This investment would complete Company's cryptocurrency business. The mining would be launched in the second quarter this year.

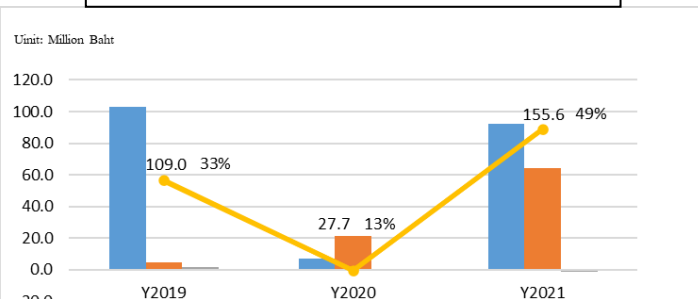
Subsequently, Ms.Apsorn Wilartsakdanon, Chief Financial Officer, reported the Company's business results for the year 2021 as follows:

- Income: The income of the 2021 Separate Financial Statements was THB 315.6 million, while income for the year 2020 was THB 206.1 million. The income of the 2021 Consolidated Financial Statements was THB 241.0 million, while, for 2020, the income was THB 206.2 million. The Company's main revenue came from the Event Organizing segment, which in 2020, the Covid-19 pandemic caused adverse impacts to the event organizing, especially since the Company could not hold the Thailand Mobile EXPO in such year. Despite the existence of the Covid-19 situation, in 2021, the Company started to invest in the business concerning technologies, which generated more revenue for the Company, especially, blockchain technology.

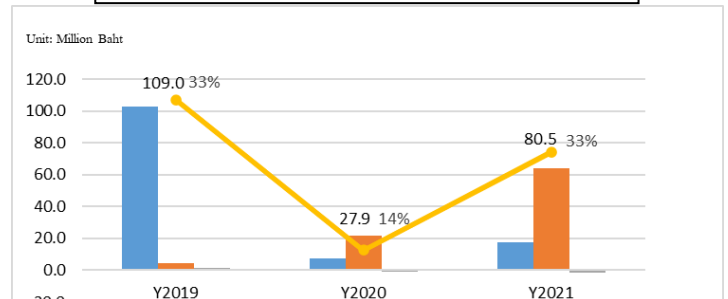


- Gross profit: The gross profit of the 2021 Separate Financial Statements was THB 155.6 million, while, for 2020, the income was THB 27.7 million. The gross profit of the 2021 Consolidated Financial Statements was THB 80.5 million, while, for 2020, the income was THB 27.9 million. The increase in gross profit from the last year has shown that Company's business operational results have improved significantly. Such an increase in gross profit resulted from the cost management plan and the Company's Media & Agency segment which focused on online channels. In addition, as the Company has an experienced team, the cost of services then declined, for example, the Company could reduce the services fees for the event organizing, and assign to Company's employees to involve and do more work so the cost of service could be reduced, and thus resulted in the significant increase in the gross profit.

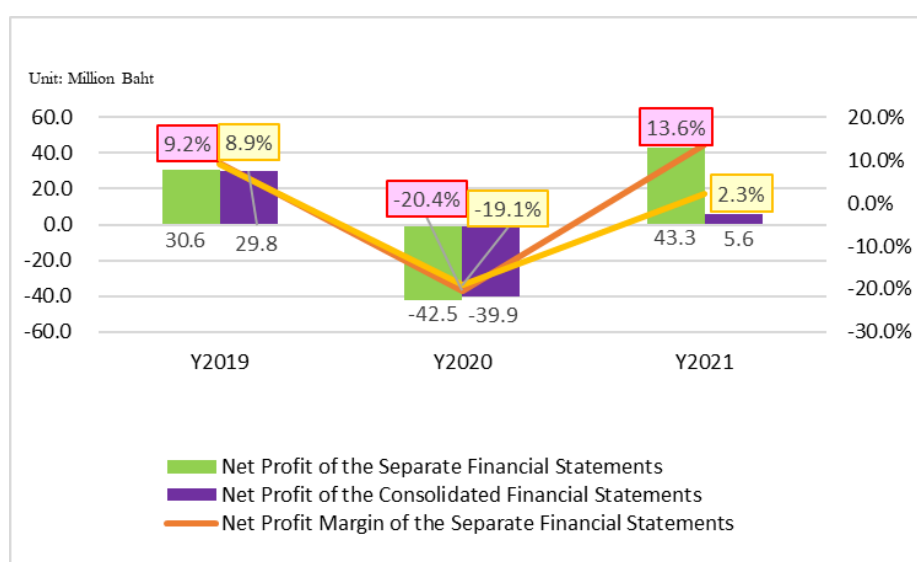
Gross Profit of the Separate Financial Statements



Gross Profit of the Consolidated Financial Statements



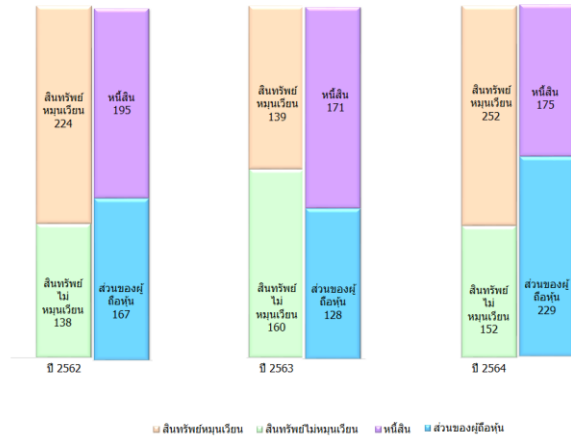
- Net profit: The net profit of the 2021 Separate Financial Statements was THB 43.3 million (equivalent to Net Profit Margin (NPM) of 13.6%), while, for 2020, the net loss was THB -42.5 million (equivalent to negative NPM of -20.4%). The net profit of the 2021 Consolidated Financial Statements was THB 5.6 million (equivalent to NPM of 2.3%), while, for 2020, the net loss was THB -39.9 million (equivalent to negative NPM of -19.1%). The Company gained profits in 2021 after suffering losses in 2020 due to impacts of the Covid-19 pandemic.



- Balance sheet: The balance sheet of 2021 shows that the total assets of the Company were approximately THB 400 million, consisting of 1) Current assets of THB 252 million, which mostly were receivables from 2021 operations and inventories; 2) Non-current assets of THB 152 million, which mostly were caravans; 3) Debts of THB 175 million, which mostly were debts of car leasing and bank loans for business operation; and 4) Equities of THB 229 million, which increased from those of 2021 (THB 128 million) due to the issuance of shareholders' equity warrants (Warrant MVP-W1).

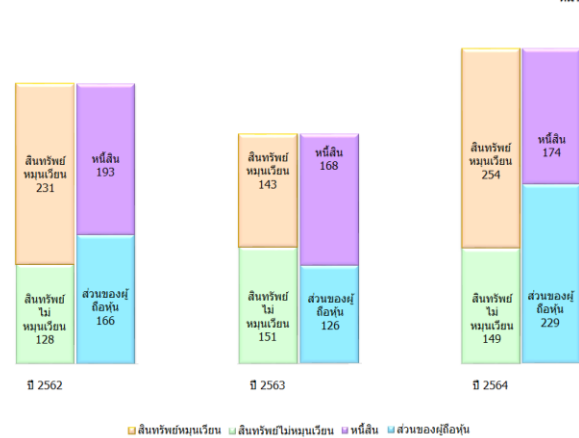
งบการเงินเฉพาะกิจการ

หน่วย: ล้านบาท



งบการเงินรวม

หน่วย: ล้านบาท



The Board of Directors deemed it appropriate to propose the 2021 Company's operating result for the year ended December 31, 2021, to the Meeting for acknowledgment.

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 informed the Meeting that this agenda was reported for acknowledgement and the resolution was not required then it was concluded that the Meeting hereby acknowledged the 2021 Company's operating result for the year ended December 31, 2021.

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

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

The Moderator informed the Meeting that in compliance with the Public Companies Limited Act B.E.2535, Section 112, and the Company's Articles of Association, Articles 44, stipulating that the Company shall arrange for the preparation of the balance sheet and the profit and loss statements at the end of the Company's accounting period, and have them audited by the Certified Public Accountant before submitting the same to the Annual General Meeting of Shareholders for approval.

The Company had correctly and completely prepared the financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2021 in accordance with general accounting standards, which had been audited and certified by the Certified Public Accountant, and reviewed by the Audit Committee and by the Board of Directors. Details of which are as shown in the 2021 Annual Registration Statement/Annual Report (Enclosure 2).

The Board of Directors deemed it appropriate to propose the Meeting to consider approving the Company and its subsidiaries' s financial statements for the accounting period ended December 31, 2021, which were audited by the Certified Public Accountants who expressed unqualified opinions and reviewed by the Audit Committee and the Board of Directors.

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 Company and its subsidiaries' financial statements for the accounting period ended December 31, 2021. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

Resolution: The Meeting approved the Company and its subsidiaries' financial statements for the accounting period ended December 31, 2021, which were audited by the Certified Public Accountants who expressed unqualified opinions, and reviewed by the Audit Committee and the Board of Directors. 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 | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

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

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

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

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

According to the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2021, as follows.

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

The Board of Directors deemed it appropriate to propose the Meeting to consider approving the omission of the appropriation of income as a legal reserve for the year 2021 and consider approving the omission of dividend payment for the year 2021 to be in accordance with the Company's Articles of Association, Articles 46, as the Company still has accumulated deficit.

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 a legal reserve and the omission of dividend payment for the year 2021. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

Resolution: The Meeting approved the omission of the appropriation of income as a legal reserve for the year 2021 and approved the omission of dividend payment for the year 2021. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (excluding abstentions), where the voting results were as follows:

| | | | | | |
|----------------|--------------------|---------------|-----------------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

Agenda 5 To consider approving the appointment of the Company’s auditor and audit fee for the year 2022

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

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

In addition, according to the Notification of the Securities and Exchange Commission No. TorJor. 75/2561 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Result of Listed Company (No. 14), the Company is required to comply with regulations regarding rotation of the auditor, whereby the auditor, who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm.

The Audit Committee has considered the auditor’s qualification in compliance with the Securities and Exchange Commission’s stipulation; independence, knowledge, and experience in auditing including the propriety of the audit fee. Thus, it is deemed appropriate to propose to the Board of Directors to appoint the auditor from Karin Audit Company Limited to be the Company’s auditor. The Audit Committee was of the opinion that it would be beneficial for the Company if the Company uses the new auditing firm which proposed the audit fee at an appropriate rate in line with the current situation and economic conditions, and the revenue projection of the Company. Further, Karin Audit Company Limited is a well-known company for its professional service and experience, as well as not having any relationship or conflicts of interest against the Company, subsidiary companies, executive management, major shareholders or persons related to such person.

Asst. Prof. Orathai Wanichdee, Chairman of the Audit Committee, informed the Meeting that due to the Company’s business extension to the area of blockchain technology, the previous auditing firm was no longer able to provide a sufficient workforce for additional auditing works growing to align with the business extension. The Audit Committee had conducted basic background checks on the new auditing firm and found that Karin Audit Company Limited had experience with Company’s businesses, both existing areas, and new areas, and was qualified auditors under the regulations of the Securities and Exchange Commission, as well as not having any relationship or conflicts of interest against the Company, subsidiary companies, executive management, major shareholders or

persons related to such person, thus, could perform their duties and express opinion independently on Company's financial statement.

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

| Name of Auditors | Certified Public Accountant Number | Number of Years Engaged in Auditing Services to Company |
|--|------------------------------------|---|
| (1) Miss Kannika Wipanurat and/or | 7305 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (2) Mr. Jirote Sirirorote and/or | 5113 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (3) Miss Nonglak Pattanabandith and/or | 4713 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (4) Miss Sumana Senivongse and/or | 5897 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (5) Mr. Komin Linphrachaya and/or | 3675 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (6) Ms. Kojchamon Sunhuan and/or | 11536 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (7) Mr. Kraisaeng Thiranulak and/or | 5428 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (8) Mr. Worapol Wiriyakulapong and/or | 11181 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (9) Mr. Pojana Asawasontichai and/or | 4891 | Never express an opinion on the Company and its subsidiaries' financial statement |
| (10) Mr. Wichian Proongpanish | 5851 | Never express an opinion on the Company and its subsidiaries' financial statement |

Moreover, the Board of Directors approved the audit fee for the year 2022 for the Company in the amount of Baht 840,000 and the subsidiaries in the amount of Baht 20,000, with no additional service fees, as the Audit Committee viewed that the proposed audit fees are appropriate taking into account working standard and comparing with the amount of work and the audit fee of other listed companies with a similar market capitalization as the Company.

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 audit fee for the year 2022. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

Resolution: The Meeting approved the appointment of the Company's auditor and audit fee for the year 2022 as proposed in all respects. 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 | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

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

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

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, Article 20, stipulating that at least one-third (1/3) of the total members of the directors must retire by rotation. In this respect, the retired directors will be eligible for re-election. In the Meeting, there are 3 directors to be retired by rotation due to complete their terms as follows:

1. Mr. Thanong Leeissaranukul Title: Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Independent Director
2. Asst. Prof. Orathai Wanichdee Title: Director, Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Independent Director
3. Dr. Natthakit Thewphaingarm Title: Director / Member of the Audit Committee / Independent Director

The Company had invited shareholders to nominate candidates to be elected as the Company's directors from October 21, 2021, to January 28, 2022, via the Company's website and notified the shareholders through the Stock Exchange of Thailand. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

The Board of Directors had considered and was of the opinion that the nominated 3 directors were qualified to be re-elected with their experience, knowledge, skills, continuity of performance, and performance results as the directors and sub-committees; furthermore, they had highly benefited the Company's operations and performed their duties carefully. The Board of Directors deemed appropriately approve to propose the Meeting of Shareholders to consider approving the reappointment of the directors who would retire by rotation as the Company's directors and other positions for another term as proposed by the Nomination and Remuneration Committee

The details of the retired directors who were nominated to be reappointed were set forth in Enclosure 3 attached with the Invitation to the Meeting. To comply with good corporate governance, the Moderators asked the 3 directors to temporarily leave the Meeting during the votes on this agenda.

The Moderatos presented the details of each director and gave the Meeting an opportunity to express their opinions and make their inquiries before the voting for each director. 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 who retire by rotation. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions). The votes would be conducted individually for each director.

Resolution: The Meeting approved the appointment of the Company's directors to replace those retiring by rotation, three directors, namely, (1) Mr. Thanong Leeissaranukul, (2) Asst. Prof. Orathai Wanichdee, and (3) Dr. Natthakit Thewphaingarm, who would 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), detailed as follows:

1. Mr. Thanong Leeissaranukul as Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee / Independent Director

| | | | | | |
|----------------|--------------------|---------------|-----------------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

2. Asst. Prof. Orathai Wanichdee as Director, Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Independent Director

| | | | | | |
|----------------|--------------------|---------------|-----------------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

3. Dr. Natthakit Thewphaingarm as Director, Member of the Audit Committee / Independent Director

| | | | | | |
|----------------|--------------------|---------------|-----------------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 1,000 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

Upon the completion of the voting, the Moderator invited the directors to come back to the Meeting.

Agenda 7 To consider approving the director's remuneration for the year 2022

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

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, stipulating that the Company's directors are eligible to receive remuneration from the Company as per the consideration and resolution of the shareholders' meeting. The remuneration of the director shall be stipulated in the exact amount or specific particular criteria and will be stipulated from time to time or effective until the shareholders' meeting has determined a change of such resolution. In addition, the Company's directors are eligible to receive the allowance and benefits according to the regulations of the Company.

The Nomination and Remuneration Committee considered the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the directors and comparing them with the same industry and of similar size of business, and deemed it appropriate to propose the Board of Directors to propose the Meeting to consider approving the director's remuneration for the year 2022 at the same rates applied in 2021, at the amount of not exceeding Baht 2,000,000, as follows:

| Position | Meeting Allowance per Time |
|--------------------------------------|----------------------------|
| Board of Directors | |
| - Chairman of the Board of Directors | THB 15,000 |
| - Director | THB 10,000 |
| Audit Committee | |
| - Chairman of the Audit | THB 15,000 |
| - Committee | THB 10,000 |

| | |
|---|------------|
| Risk Management Committee * | |
| - Chairman of the Risk Management Committee | THB 15,000 |
| - Member of the Risk Management Committee | THB 10,000 |

| Position | Meeting Allowance per Time |
|---|----------------------------|
| Nomination and Remuneration Committee * | |
| - Chairman of the Nomination and Remuneration Committee | THB 15,000 |
| - Member the Nomination and Remuneration Committee | THB 10,000 |

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

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

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 director's remuneration for the year 2022. In this regard, this agenda required a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting (including the abstention).

Resolution: The Meeting approved the director's remuneration for the year 2022 as proposed in all respect. The resolution was approved by a unanimous vote of shareholders who attended the Meeting (including abstentions), detailed as follows:

| | | | | | |
|----------------|--------------------|---------------|----------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Equivalent to | 0.0000 | % |
| Voided ballots | 0 | votes, | Equivalent to | 0.0000 | % |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

Agenda 8 To consider approving the capital increase of the Company and the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association

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

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

Thus, the Company has to increase the registered capital in the amount of THB 1,054,965 from the current registered capital of THB172,500,000 to a new registered capital of THB 173,554,965 by issuing new ordinary shares of 2,109,930 shares with a par value of THB 0.50 per share to accommodate for the adjustment of the exercise price and exercise ratio of Warrant (MVP-W1) and to amend of the Memorandum of Association of the Company, Clause 4. (Registered Capital) to be in line with the increased registered capital as follows:

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

| | | |
|------------------|--------------------|---|
| Divided into | 347,109,930 shares | (Three hundred forty-seven shares one hundred nine thousand and nine hundred thirty shares) |
| Par Value | THB 0.50 | (Fifty Satang) |
| Consisting of: | | |
| Ordinary shares | 347,109,930 shares | (Three hundred forty-seven shares one hundred nine thousand and nine hundred thirty shares) |
| Preferred shares | -None- | |

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

The Board of Directors has deemed it appropriate to propose to the Meeting to consider approving the capital increase by THB 1,054,965 from the current registered capital of THB 172,500,000 to a new registered capital of THB 173,554,965 by issuing new ordinary shares of 2,109,930 shares with a par value of THB 0.50 per share and approve the amendment of the Memorandum of Association of the Company, Clause 4. (Registered Capital) to be in line with the increased registered capital. In addition, the Board of Directors has considered and approved to propose to the Meeting of Shareholders to the authorize the Board of Directors or Chief Executive Officer or the Company's authorized director or the person authorized by the Board of Directors or Chief Executive Officer or the Company's authorized director to have the power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to undertake any necessary acts in compliance with the registrar's order to complete the registration.

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

The Moderator then proposed the Meeting to consider approving the capital increase of the Company by THB 1,054,965 from the current registered capital of THB 172,500,000 to THB 173,554,965 by issuing 2,109,930 ordinary shares with a par value of THB 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, and the relevant empowerment. In this regard, this agenda required a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote (including the abstention).

Resolution: The Meeting approved the capital increase of the Company by THB 1,054,965 from the current registered capital of THB 172,500,000 to THB 173,554,965 by issuing 2,109,930 ordinary shares with a par value of THB 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, and the empowerment as proposed in all respects. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and had the right to vote (including abstentions), detailed as follows:

| | | | | | |
|----------------|--------------------|---------------|----------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Equivalent to | 0.0000 | % |
| Voided ballots | 0 | votes, | Equivalent to | 0.0000 | % |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

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

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

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

Please refer to the details of the capital increase of the Company that appears on the Capital Increase Form (F53-4) (Enclosure 4).

The Board of Directors has considered and deemed it appropriate to propose to the Meeting of Shareholders to allocate the new ordinary shares of 2,109,930 shares with a par value of THB 0.50 per share to accommodate the adjustment of rights of Warrant (MVP-W1) as details as proposed. In addition, it is deemed appropriate to propose to the Meeting to authorize the Board of Directors or Chief Executive Officer or the person authorized by the Board of Directors or Chief Executive Officer to undertake any arrangements in relation to the issuance, offering, allocation, and subscription for such newly issued ordinary shares for the successful offering of the newly issued shares, subject to the requirements of applicable laws and the scope of approval by the 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 approving the allocation of 2,109,930 newly issued ordinary shares with a par value of THB 0.50 per share, to accommodate for the right adjustment of Warrant (MVP-W1) and the authorization as proposed in all aspects. In this regard, this agenda required a majority vote of the shareholders who attended the Meeting and casted their votes (excluding abstentions).

Resolution: The Meeting approved the allocation of 2,109,930 newly issued ordinary shares with a par value of THB 0.50 per share, to accommodate for the right adjustment of Warrant (MVP-W1) and the authorization as proposed in all aspects. The resolution was approved by a unanimous vote of shareholders who attended the Meeting and casted their votes (including abstentions), detailed as follows:

| | | | | | |
|----------------|--------------------|---------------|-----------------------------|-----------------|----------|
| Approved | 121,054,601 | votes, | Equivalent to | 100.0000 | % |
| Disapproved | 0 | votes, | Equivalent to | 0.0000 | % |
| Abstained | 0 | votes, | Not being counted as a vote | | |
| Voided ballots | 0 | votes, | Not being counted as a vote | | |
| Total | 121,054,601 | votes, | Equivalent to | 100.0000 | % |

Agenda 10 Other matters (if any)

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

The Moderator informed the Meeting about the Company's anti-corruption policy that the Company is committed to pursuing its business with integrity and emphasis on responsibility toward society and all stakeholders, considering professional ethics, moralities, good corporate governance, laws, and regulations of both governmental and private sectors as well as the Company's policies. An anti-corruption policy in writing had been developed by the Company and was publicized on the Company's website to ensure there was a thorough mechanism of decision-making before implementing any operation with potential corruption risks.

The Company desired to attend the Collective Action Coalition Against Corruption (CAC). The Company is currently looking into the criteria to ratify and doing a self-assessment for approval.

The Moderator informed the Meeting that this agenda was the last agenda and gave the Meeting an opportunity to express their opinions and make their inquiries.

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

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

The Meeting was adjourned at 15.33 hrs.



Signed _____ Chairman

Mr. Thanong Leeissaranukul
Chairman of the Board of Directors



Signed _____ Meeting Recorder

Miss Apsorn Wilartsakdanon
Company Secretary

2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) and
the financial statements for the fiscal year ended December 31, 2022, in QR Code format;

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=MVP&date=230425>

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



3. Miss Prapimpan Lertsirisin

Age 44 years Nationality Thai

Position - Director
- Executive Committee
- Chief Marketing Officer

Date of first appointment as a director 17 May 2016 (prior to transformation on 9 Mar 2018)

Number of year (s) as director 7 years (as of 31 Dec 2022)

Date of latest appointment 29 July 2020 (elected by the 2020's AGM)

Terms of the company's directorship 2 terms (after transformation 9 Mar 2018)

Position Nominated - Director
- Executive Committee
- Chief Marketing Officer

No. of meeting attendance in 2022 Board of Director 8/8 times (equivalent to 100%)
Executive Committee 12/12 times (equivalent to 100%)

Shareholding Percentage (as of 31 Jan 2023) holding 336,019 shares (equivalent to 0.11%)

Education Bachelor's Degree in Engineering (Electrical and Electronics Engineering), Kasetsart University

Governance Training with Thai Institute of Directors (IOD) Course certificate Director Accreditation Program (DAP) Class of 133/2017 Thai Institute of Directors (IOD), dated 16 January 2017

Work Experience for the Past 5 years

| | | |
|----------------------|----------------|---|
| - Listed Company | 2016 – Present | Director/ Executive Director/Chief Marketing Officer M Vision Public Company Limited |
| - Non-Listed Company | 2007 – Present | Director, MV Food Company Limited |
| | 2019 – 2021 | Director, Multitechnology Expert Company Limited |
| | 2019 – Present | Director, MR Connect Company limited |
| | 2022 – Present | Director, Ideal Blockchain Event Organizer Company Limited |

Positions in Other Listed Companies – None –

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

Family relationship with executive or controlling person of the Company or its subsidiary – Spouse of Mr. Opas Cherdpunt –

Director's prohibited qualifications – None –

Criminal offense record during the past 10 years – None –

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) (for juristic persons incorporated in Thailand please provide a copy of the Affidavit issued no more than 6 months by the Ministry of Commerce) 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) (for juristic persons incorporated in Thailand please provide a copy of the Affidavit issued no more than 6 months by the Ministry of Commerce) as the grantor and the proxy. In case of the person who signed the proxy form is 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 a 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. In cases where the signatory of the power of attorney is not an authorized signatory according to the affidavit, the proxy must present evidence of the power of attorney document at every stage that specifies the person who is authorized to attend the meeting and cast votes on behalf of the juristic shareholder;
- (3) Documents as specified in clause 1.2 or clause 2.2;
- (4) Power of Attorney from the foreign investor authorizing the 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 as a true and correct translation by the shareholder or the authorized person of the 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 the affidavit of the 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, the 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. Shareholders 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 on each agenda by asking each time whether there is any shareholder who disapproves or abstains.
2. In case of shareholder's disapproval or abstention, the shareholder or proxy shall raise their hand (except for secret voting). The rest shall be regarded as approving by not raising their hands. Shareholders or proxies shall have only one vote for approval, disapproval, or abstention. (Except for the vote of the custodian for which the allocation of the vote is allowed as specified in the proxy form).

The 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 a 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.

For shareholders or proxies who attend the meeting after it has been convened, your votes will only be counted for the agenda items that such shareholders or proxies have attended. This may result in different numbers of shareholders present at each agenda item.

For shareholders who wish to leave early or are not present during a particular agenda item, you can exercise your voting rights by submitting the Proxy Form to the Company's officer.

**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 67 years Nationality Thai

Address: M Vision Public Company Limited
11/1 Soi Ramkhamhaeng 121, Sub-district, Bangkapi
District, Bangkok 10240

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 29 April 2022 (appointed by AGM 2022)

Number of year (s) as director (as of 31 Dec 2022) 5 years 11 months

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

Shareholding Percentage (as of 31 Jan 2023) 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 – 2022 | 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 a conflict of interest in any agenda proposed in this meeting

Agenda 7 To consider approving the director’s remuneration for the year 2023

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 ของหนังสือเชิญประชุมสามัญ
ผู้ถือหุ้นประจำปี 2566

In this regard, the details of the independent director of the Company are specified in
Enclosure 6 of the Invitation of the Annual General Meeting of Shareholders for the year 2023.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566
ในวันอังคารที่ 25 เมษายน 2566 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 above as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for
the year 2023 on Tuesday, April 25, 2023, 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับ
มอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

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

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

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

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

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

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2566

In this regard, the details of the independent director of the Company are specified in Enclosure 6 of the Invitation of the Annual General Meeting of Shareholders for the year 2023.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our proxy ("Proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2023 on Tuesday, April 25, 2023, 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 2565

Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2022

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

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 2 To acknowledge the 2022 Company's operating result for the year ended December 31, 2022

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับรอบบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3 To consider approving the Company and its subsidiaries' financial statements for the accounting period ended December 31, 2022

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

วาระที่ 4 พิจารณานุมัติการงดจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลประจำปี 2565

Agenda 4 To consider approving the omission of the appropriation of income as a legal reserve and the omission of dividend payment for the year 2022

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

วาระที่ 5 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566

Agenda 5 To consider approving the appointment of the Company's auditor and audit fee for the year 2023

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการแต่งตั้งกรรมการของบริษัทแทนกรรมการที่ออกตามวาระ

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

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

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

ก. เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข. เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายธราธร ยวงบัณฑิต

Director's name Mr. Tharathorn Yuangbhandith

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ นายธีรวัฒน์ สุวรรณพินิจ

Director's name Mr. Teerawat Suwannapinij

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นางสาวประพิมพรรณ เลิศสิริสิน

Director's name Ms. Prapimpan Lertsirisin

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 7 To consider approving the director's remuneration for the year 2023

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการออกและเสนอขายหุ้นกู้ของบริษัทจำนวนไม่เกิน 500 ล้านบาท
Agenda 8 To consider approving the issuance and offering of debentures of the Company in the amounting to not exceeding Baht 500 million.

- 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 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 9 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of directors, it is applicable to elect either directors as a whole or elect each director individually.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the agenda exceeds those specified above, additional details may be specified in the Enclosure to Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2023 on Tuesday, April 25, 2023, 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)

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

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

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

ชื่อกรรมการ
Name of Director:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Name of Director:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Name of Director:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Name of Director:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Name of Director:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

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

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

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

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

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

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

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

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

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

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

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

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

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

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

2. ให้กรรมการอิสระของบริษัท คือ

The independent director of the Company as follows:

ผศ. อรทัย วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2566

In this regard, the details of the independent director of the Company are specified in Enclosure 6 of the Invitation of the Annual General Meeting of Shareholders for the year 2023.

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the aboves as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2023 on Tuesday, April 25, 2023, 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมในครั้งนี้อย่างนี้
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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้อย่างนี้
I/we hereby grant my/our proxy to attend and cast vote at the Meeting on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2565

Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 2 To acknowledge the 2022 Company's operating result for the year ended December 31, 2022

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทและบริษัทย่อยสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3 To consider approving the Company and its subsidiaries' financial statements for the accounting period ended December 31, 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 4
Agenda 4

พิจารณาอนุมัติการงดจัดสรรกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลประจำปี 2565

To consider approving the omission of the appropriation of income as a legal reserve and the omission of dividend payment for the year 2022

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 5
Agenda 5

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2566

To consider approving the appointment of the Company's auditor and audit fee for the year 2023

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 6
Agenda 6

พิจารณาอนุมัติการแต่งตั้งกรรมการของบริษัทแทนกรรมการที่ออกตามวาระ

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

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:

ก. เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

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

ข. เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายธราธร ยวงบัณฑิต

Director's name Mr. Tharathorn Yuangbhandith

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

2. ชื่อกรรมการ นายธีรวัฒน์ สุวรรณพินิจ

Director's name Mr. Teerawat Suwannapinij

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

3. ชื่อกรรมการ นางสาวประพิมพรรณ เลิศสิริสิน

Director's name Ms. Prapimpan Lertsirisin

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

วาระที่ 7 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566
Agenda 7 To consider approving the director's remuneration for the year 2023

- 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 8 พิจารณานุมัติการออกและเสนอขายหุ้นกู้ของบริษัทจำนวนไม่เกิน 500 ล้านบาท
Agenda 8 To consider approving the issuance and offering of debentures of the Company in the amounting to not exceeding Baht 500 million.

- 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 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 9 Other matters (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Enclosure to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Enclosure to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันอังคารที่ 25 เมษายน 2566 เวลา 14.00 น. ณ ห้องสัมมนาชั้น 12 บริษัท สิททิพอล 1919 จำกัด เลขที่ 999 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2023 on Tuesday, April 25, 2023, 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

Approve

votes

ไม่เห็นด้วย.....เสียง

Disapprove

votes

งดออกเสียง.....เสียง

Abstain

votes

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง

Approve

votes

ไม่เห็นด้วย.....เสียง

Disapprove

votes

งดออกเสียง.....เสียง

Abstain

votes

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง

Approve

votes

ไม่เห็นด้วย.....เสียง

Disapprove

votes

งดออกเสียง.....เสียง

Abstain

votes

วาระที่ _____ เรื่อง _____

Agenda

Re:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง

Approve

votes

ไม่เห็นด้วย.....เสียง

Disapprove

votes

งดออกเสียง.....เสียง

Abstain

votes

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ (ต่อ)

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

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

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

ชื่อกรรมการ _____

Name of Director:

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

ชื่อกรรมการ _____

Name of Director:

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

ชื่อกรรมการ _____

Name of Director:

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

ชื่อกรรมการ _____

Name of Director:

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

ชื่อกรรมการ _____

Name of Director:

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

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

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

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

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

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

Privacy Notice regarding the Annual General Meeting of Shareholders 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 Company's shareholders' meeting as you are a shareholder, proxy, or authorized representative acting on behalf of a shareholder. The Company will protect your personal data in accordance with the Personal Data Protection Act B.E. 2562. ("Personal Data Protection Act")

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 Personal Data which may include but not limited to your Personal Data directly:

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

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

The Company collects, uses and discloses your Personal Data based on legal bases under the Personal Data Protection Act, which includes the following purposes:

2.1. Legal Obligations

- To call, arrange and conduct the general shareholders' meeting of the Company which includes 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, including to undertake any obligation in compliance with the laws and/or cooperation with the courts, government agencies, regulatory bodies and law enforcement agencies.

2.2. Legitimate Interest

- To be used for identifying your identity.
- To be used in regarding the minutes of the Annual General Meeting of shareholders of the Company and to evidence your attendance as well as for any other matters which are of the legitimate interests of the Company to others, within the scope that you can reasonably expect.
- The Company may take photos and record videos of the Annual General Meeting of shareholders to be used in reporting and publicizing the Annual General Meeting of shareholders through electronic media and print publication. Photos and videos of the Annual General Meeting of shareholders may contain your image but there shall be no identification of attendees.

The Company may collect, use, or disclose sensitive data, including health information, for use in screening attendees who are at risk for corona virus 2019 (COVID-19) to achieve public health objectives

for the prevention of dangerous communicable diseases and to comply with the measures and guidelines for the Annual General Meeting of shareholders. If the Company collects such health information, the Company will request your explicit consent before doing so.

3. Source of Personal Data

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

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

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

4. Disclosure of Personal Data

To accomplish the abovementioned purposes, the Company may disclose your personal data to third parties as follows:

- Government authorities, law enforcement agencies, courts, regulators (such as the Ministry of Commerce, The Securities and Exchange Commission, Thailand, etc.) or other persons which the Company has reasonable grounds to believe that it is necessary to comply with the law, or to protect the Company's rights, the rights of third parties, or the safety of individuals, including to perform necessary actions to assign or accept the transfer of the Company's rights and/or obligations.
- Data processors
- Service providers or consultants.
- Electronic and print media that may be used to disseminate the minutes of the meeting and publicize the meeting.

The Company will not disclose your personal data to third parties for other purposes that are not mentioned in the Policy unless there is permission granted from you.

5. Right to your Personal Data

Under the provisions of applicable law and any relevant exceptions thereto, you may have the right to access and/or request a copy, transfer, modify, delete, destroy, or cause certain types of information to become unidentified in respect of your Personal Data that the Company has certain activities of the Company which 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 Personal Data Protection Commission in case that the Company violates the Personal Data Protection Act.

If a data subject requests to exercise their rights under the Personal Data Protection Act, the Company will comply within the period stipulated by law. However, the Company will consider related factors before fulfilling the request. Additionally, the Company reserves the right to withdraw the data subject's request if permitted by the Personal Data Protection Act.

6. 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.

7. Amendment of this Privacy Notice

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

8. Data Security

As a way to protect personal privacy of your Personal Data, we maintain appropriate security measures, which include administrative, technical and physical safeguards in relation to access control, to protect the confidentiality, integrity, and availability of Personal Data against any accidental or unlawful or unauthorized loss, alteration, correction, use, disclosure or access, in compliance with the applicable laws.

9. Contacting Channel

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

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

Map of the meeting venue

Sittipol 1919 Co., Ltd.

