

(Translation)

April 1, 2019

Subject: Invitation to the Annual General Meeting of Shareholders of 2019

Attention: Shareholders of M Vision Public Company Limited

- Attachments:
1. Copy of Minutes of Annual General Meeting of Shareholders of 2018;
 2. Annual Report and the Company's Financial Statements of 2018 for the fiscal year ended December 31, 2018 in QR Code format;
 3. Profiles of directors retiring by rotation and to be nominated for re-election as the Company's directors for another term;
 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 Profiles of Independent Director nominated for appointment as a proxy for the meeting;
 7. Proxy; Form A, Form B, and Form C;
 8. Map to the meeting venue; and
 9. Registration Form (Please bring this form on the meeting date).

By this letter, M Vision Public Company Limited (the “**Company**”) would like to inform you that the Board of Directors' Meeting No. 1/2562 resolved to convene the Annual General Meeting of Shareholders of 2019 on Thursday, April 25, 2019, at 13.00 hrs. at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai Sub-District, Bangna District, Bangkok, to consider the following agenda items.

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of 2018

Facts and Rationale: The Company held the Annual General Meeting of Shareholders of 2018 on March 2, 2018, to consider matters according to the agenda specified in the invitation, details of which are as shown in Attachment 1.

Board of Directors' Opinion: The Board deemed appropriate to propose the Minutes of the Annual General Meeting of Shareholders of 2018 for consideration of adoption by the Annual General Meeting of Shareholders.

Resolution: This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

Agenda 2 To consider and acknowledge the Company's operating performance of 2018 ended December 31, 2018

Facts and Rationale: The Company summarized the Company's operating performance and significant development which occurred in the fiscal year 2018, details of which were delivered to and published by the Stock Exchange of Thailand and the Company's Annual Report of 2018, details of which are as shown in Attachment 2.

Board of Directors' Opinion: The Board deemed appropriate to submit the Company's operating performance of 2018 for acknowledgment of the Annual General Meeting of Shareholders.

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

Agenda 3 To consider and approve the audited financial statements for the fiscal year ended December 31, 2018

Facts and Rationale: In compliance with the Public Companies Limited Act B.E.2535, Section 112, and the Company's Articles of Association, Articles 44, stipulating that the Company shall arrange for preparation of the balance sheet and the profit and loss statement at the end of the Company's fiscal year, and have them audited by the certified external auditor before submitting the same to the meeting of shareholders for approval. Details of the financial statements for the fiscal year ended December 31, 2018, are as shown in the Company's Annual Report of 2018, Attachment 2.

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the financial statements for the fiscal year ended December 31, 2018, which were audited by the certified external auditor and approved by the audit committee.

Resolution: This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

Agenda 4 To consider and approve the distribution of net profit and the dividend payment of 2018

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

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

Board of Directors' opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve to omit the distribution of net profit for the Company's operating performance in the fiscal year ended December 31, 2018, as legal reserve, and to consider and approve to omit the distribution of net profit for

the fiscal year ended December 31, 2018, as dividend, due to the operating performance in the year 2018 sustains an accumulated loss.

Resolution: This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

Agenda 5 To consider and approve the appointment of the external auditor and determination of the audit fee for 2019

Facts and Rationale: In compliance with the Public Companies Limited Act B.E. 2535, Section 120, stipulates that the Annual General Meeting of Shareholders must appoint the Company's external auditors and determine the audit fee every fiscal year. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee has considered the auditor's qualification in compliance with Securities and Exchange Commission's stipulation; independence and experience in auditing including the propriety of the audit fee. Thus, it is deemed appropriate to propose to the Board of Director to appoint the external auditors from AST Master Ltd. to be the Company's auditors

Board of Directors' opinion: The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of the following external auditors from AST Master Co., Ltd. to be the Company's auditors.

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

The aforesaid auditors shall review and comment on the Company's financial statements and the audit fee for 2019 shall determine at the rate of Baht 950,000.

Resolution: This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions)

Agenda 6 To consider the election of the directors to replace those due to complete their terms

Facts and Rationale: In compliance with the Public Companies Limited Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 20, stipulating that at least one-third (1/3) of the total members of the directors must retire by rotation at the Annual General Meeting of Shareholders of 2019, there are 3 directors who are due to complete their terms are as follows:

- | | |
|---------------------------------|-----------------------|
| 1) Mr. Thanong Leeissaranukul | Chairman of the Board |
| 2) Asst. Prof. Orathai Wanitdee | Director |
| 3) Dr. Nattakrit Thewphaingarm | Director |

The Company had invited shareholders to nominate candidates to be elected as the Company's directors during November 30, 2018 to January 31, 2019 via the Company's website and notified the shareholders through the Stock Exchange of Thailand. However, upon the due date, no shareholders nominated any qualified persons for election as directors.

The Nomination and Remuneration Committee (Exclusive of the Directors with interests in this matter) 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 laws and carefully performed their duties. Therefore, it is deemed appropriate to propose the Board of Directors to propose the Annual General Meeting of Shareholders to consider and approve re-election of the 3 retiring directors to be the Company's directors for another term, the details of which are as shown in Attachment 3.

Board of Directors' opinion: The Board (exclusive of those with interests in this matter) agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose the Annual General Meeting of Shareholders to approve the re-election of the directors due to complete their terms to retain their office for another term as follows:

- 1) Mr. Thanong Leeissaranukul Chairman of the Board
- 2) Asst. Prof. Orathai Wanitdee Director
- 3) Dr. Nattakrit Thewphaingarm Director

Resolution: This agenda required a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding abstentions) The appointment shall be made individually.

Agenda 7 To consider and approve the remuneration of the directors for 2019

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

The Nomination and Remuneration Committee considered the propriety of the remuneration of the directors by taking into account the duties and responsibilities of the directors and comparing them with the same industry and of similar size of business, and deemed appropriate to propose the Board of Directors to propose the Annual General Meeting to approve the following remuneration of the directors for 2019.

Position	Meeting Allowance per Time
Board of Directors - Chairman of the Board - Director	Baht 15,000 Baht 10,000
Audit Committee - Chairman of the Audit Committee - Member of the Audit Committee	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
Nomination and Remuneration Committee * - Chairman of the Nomination and Remuneration Committee	Baht 15,000 Baht 10,000

Position	Meeting Allowance per Time
- Member the Nomination and Remuneration Committee	

*In this regard, directors, who are involved with the management of the Company, shall not be entitled to receive such remuneration for 2019.

Board of Directors' opinion: The Board agreed with the proposal of the Nomination and Remuneration Committee, and deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the above remuneration of the Board of Directors for 2019.

Resolution: This agenda required not less than two-thirds (2/3) of the total votes of the shareholders who attended the Meeting.

Agenda 8 Other matters (if any)

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

In addition, the shareholders can appoint the independent director, Asst. Prof. Orathai Wanitdee, as their proxy, to attend the Meeting and cast votes on their behalf. The profiles of an independent director nominated for appointment as a proxy for the meeting are as shown in Attachment 6. The Company would like to request for your coordination to submit the Proxy to the Company by April 18, 2019 at the Company's office no. 11/1 Soi Ramkhamhaeng 121, Huamak Sub-district, Bangkok District, Bangkok.

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

Yours sincerely,
M Vision Public Company Limited



(Mr. Thanong Leeissaranukul)
Chairman of the Board

(Translation)

M Vision Company Limited

No. 11/1 Soi Ramkhamhaeng 121, Huamak Sub-district, Bangkok District, Bangkok

Minutes of Annual General Meeting of Shareholders of 2018

Time and Meeting Venue The 2018 Annual General Meeting of Shareholders of M Vision Company Limited (the “**Company**”) was held on March 2, 2018, at 8.00 hours at the Company’s office no. 11/1 Soi Ramkhamhaeng 121, Huamak Sub-district, Bangkok District, Bangkok. There were shareholders/proxies attended the meeting as follows:

Attending shareholders	Number of shares
(1) Mr. Opas Cherdpunt	290 shares
(2) Mr. Tharathorn Yuangbhandith	260 shares
(3) Mr. Teerawat Suwannapini	210 shares
(4) Mr. Sathit Pavasutthiphand	210 shares
(5) Miss Prapimpan Lertsirisin	30 shares
Totaling	1,000 shares

Attending directors and relevant persons as follows:

(1) Mr. Opas Cherdpunt	Director
(2) Mr. Tharathorn Yuangbhandith	Director
(3) Mr. Teerawat Suwannapini	Director
(4) Miss Prapimpan Lertsirisin	Director
(5) Miss Apsorn Wilartsakdanon	Director / Company Secretary
(6) Miss Waratchtanun Phomak	Audit committee’s secretary

Mr. Opas Cherdpunt presided over the 2018 Annual General Meeting of Shareholders of the Company (the “**Chairman**”), declared that there were 5 shareholders who personally attended the 2018 Annual General Meeting of Shareholders, representing 1,000 shares, equivalent to 100 percent of the total of shares having the right to attend the meeting and cast their vote. Thus, the quorum was attained under the Articles of Association of the Company. In this regard, the Chairman informed the meeting regarding voting in each agenda as follows; Agendas 1 and 3 were for acknowledgment, with no casting of votes. Agenda 2, Agendas 4.1, 4.2, and 4.3 and 4.5 required majority vote of overall votes of shareholders who attended the Meeting and had voting right. Agenda 4.4 had to be approved by affirmative votes of no less than two-thirds of the total votes of shareholders who attended the Meeting. Agendas 4.6 and 4.7 had to be approved with affirmative votes of not less than three-fourths of the total votes of shareholders who

attended the Meeting and had voting right. No shareholders had queries regarding such voting; therefore, the Chairman proceeded with the Meeting in accordance with the Agendas as follows:

Agenda 1 **Matter informed by the Chairman**

The Chairman informed the Meeting that today's meeting was for approval of 2017 financial statement, appointment of auditor and fixing of audit fee of 2018, and appointment of directors to replace those due to complete their terms. Such Agendas are required by laws to be proposed to the annual general meeting of shareholders for consideration.

Resolution Acknowledged as informed by the Chairman.

Agenda 2 **To consider and adopt the Minutes of Extraordinary General Meeting of Shareholders No. 2/2017**

The Chairman proposed to the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 of the Company which was held on May 26, 2017. In this regard, the Chairman informed the Meeting that the Company had delivered the invitation to the meeting to all shareholders and published such invitation in the newspaper. The passing of resolutions and recording of the Minutes are made properly according to the Articles of Association of the Company and relevant laws. Details of which are set out in the enclosure. Thus, it is requested that the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 be adopted by the Meeting. This agenda required majority vote of shareholders who attended the Meeting and had voting right.

Resolution The Meeting considered and unanimously adopted the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2017 of the Company as proposed by the Chairman.

Agenda 3 **Consequential matters**

The Chairman informed the Meeting that there were no consequential matters for consideration.

Agenda 4 **Matters for consideration**

Agenda 4.1 **To consider and approve 2017 financial statement ended December 31, 2017 as audited by auditor**

The Chairman invited Miss Apsorn Wilartsakdanon to report the overall operation and the 2017 financial statement to the Meeting for consideration and approval. Miss Apsorn Wilartsakdanon reported to the Meeting that the overall operation, financial statement, principal income structure and comparison of gross profit between 2016 and 2017. The said 2017 financial statement was audited by auditors and approved by the audit

committee and the board of directors of the Company. The details of which are shown in the enclosure.

In addition, Miss Apsorn Wilartsakdanon informed the Meeting that the auditor informed the meeting of the audit committee that, based on the audit of financial statements, the financial statements as of December 31, 2017, the overall operation and cash flows were essentially accurate in accordance with the financial reporting standards.

The Chairman, thus, proposed the Meeting to consider and approve the 2017 financial statement which was audited by auditors. This agenda required majority vote of shareholders who attended the Meeting and had voting right.

Resolution

Upon due consideration, the Meeting unanimously resolved to approve the 2017 financial statement for the fiscal year ended December 31, 2017

Agenda 4.2

To consider and approve the appointment of the auditors and fixing audit fee for 2018

The Chairman invited Miss Apsorn Wilartsakdanon to report the details of auditors for the year 2018 to the Meeting for consideration and approval of appointment of auditors and fixing audit fee for 2018. Proposition was made to consider and approve the appointment of Mr. Pradit Rodloithuk, Certified Public Accountant No. 218 or Ms. Nongram Laohaareedilok, Certified Public Accountant No. 4334 from AST Master Co., Ltd.. Either one of the aforesaid auditors was appointed to review and comment on the Company's 2018 financial statements. The audit fee for 2018 shall be fixed at no more than Baht 1,050,000 (Baht one million and fifty thousand). In this regard, these two auditors are independent auditors having no business relationship with the Company or the Company's executive. In case the above auditors may not perform their duties, AST Master Co., Ltd. shall provide other certified auditors of the office to perform the review and comment on the Company's financial statements in place of such auditors with prior approval of the shareholders of the Company.

The Chairman, thus, proposed to the Meeting to consider and approve the appointment of the auditors and fixing of audit fee for 2018. This agenda required majority vote of shareholders who attended the Meeting and had voting right.

Resolution

Upon due consideration, the Meeting unanimously resolved to approved the appointment of Mr. Pradit Rodloithuk, Certified Public Accountant No. 218 or Ms. Nongram Laohaareedilok, Certified Public Accountant No. 4334 from AST Master Co., Ltd. to be auditors of the Company. They shall review and comment on the Company's financial statements for 2018. The audit fee for 2018 shall be fixed at no more than Baht 1,050,000 as proposed by the Chairman.

Agenda 4.3

To consider and approve the appointment of the directors to replace those due to complete their terms

The Chairman invited Miss Apsorn Wilartsakdanon, the Company Secretary, to propose to the Meeting for consideration and approval of the appointment of the directors to replace those due to complete their terms. Miss Apsorn Wilartsakdanon reported to the Meeting that pursuant to Section 1152 of the Civil and Commercial Code, “At the first ordinary meeting in every subsequent year one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third must retire from the office”. Therefore, the Meeting is proposed to consider the election of directors to replace those due to complete their terms.

This year, there are 3 directors who are due to complete their terms as follows:

- (1) Mr. Opas Cherdpunt;
- (2) Miss Apsorn Wilartsakdanon; and
- (3) Mr. Kongpan Pramroj.

In this regard, these 3 directors who are due to complete their terms had knowledge, ability and complete qualifications to hold the position of director of the Company. Therefore, it is deemed appropriate to propose the Meeting to consider and re-elect Mr. Opas Cherdpunt, Miss Apsorn Wilartsakdanon, and Mr. Kongpan Pramroj to resume the positions of the Company's directors for another term. This Agenda required majority vote of shareholders who attended the Meeting and had voting right.

Resolution

Upon due consideration, the Meeting unanimously resolved to approved the appointment of Mr. Opas Cherdpunt, Miss Apsorn Wilartsakdanon, and Mr. Kongpan Pramroj to resume the positions of the Company's directors for another term.

Agenda 4.4

To consider and approve the remuneration of directors for 2018

The Chairman invited Miss Apsorn Wilartsakdanon, the Company Secretary, to propose to the Meeting for consideration and approval of remuneration of directors for 2018 in the form of meeting allowance not exceeding Baht 2,000,000 per annum including the remuneration of the Company's executives. The Company had compared such remuneration with the same industry and considered the Company's business plan as per the details as follows:

Remuneration of directors for 2018 (Meeting Allowance)

Position	Meeting Allowance for 2018
<u>Board of Directors</u> - Chairman of the Board - Director	Baht 15,000/person/meeting Baht 10,000/person/meeting
<u>Audit Committee</u> - Chairman of the Audit Committee - Member of the Audit Committee	Baht 15,000/person/meeting Baht 10,000/person/meeting
<u>Nomination and Remuneration Committee</u> *	Baht 15,000/person/meeting

Position	Meeting Allowance for 2018
- Chairman of the Nomination and Remuneration Committee - Member the Nomination and Remuneration Committee	Baht 10,000/person/meeting
<u>Risk Management Committee</u> - Chairman of the Risk Management Committee - Member of the Risk Management Committee	Baht 15,000/person/meeting Baht 10,000/person/meeting

Remark: Meeting allowance shall be paid to the members of the Nomination and Remuneration Committee and Risk Management Committee only for those who are not involved with the Company's management.

Remuneration for the Company's executives

The Company shall pay remuneration to executives as per the details as follows:

- Salary;
- Bonus;
- Social security fund;
- Provident fund; and
- Other benefits.

The Chairman, thus, proposed to the Meeting to consider and approve the remuneration of directors for 2018. This agenda required no less than two-thirds of the total votes of the shareholders who attended the Meeting.

Resolution

Upon due consideration, the Meeting unanimously resolved to approve the remuneration of directors for 2018 and the remuneration of the Company's executives as proposed by the Chairman in all respects.

Agenda 4.5

To consider and approve dividend payment

The Chairman invited Miss Apsorn Wilartsakdanon, the Company Secretary, to present the details of the dividend payment. Miss Apsorn Wilartsakdanon reported the Meeting that pursuant to Section 1202 of the Civil and Commercial Code, "The company must appropriate to a reserve fund, at each distribution of dividend, at least one-twentieth of the profits arising from the business of the company, until the reserve fund reaches one-tenth part of the capital of the company or such higher proportion thereof as may be stipulated in the regulations of the company". The Company has registered capital of Baht 10,000,000 and the legal reserve is allocated at Baht 1,000,000, which reached 10 percent of registered capital, as set out by the law. Therefore, no additional legal reserve is required for this distribution of dividend.

Hence, it is appropriated to propose the Meeting to consider and approve the dividend payment from the unallocated accrued profit to the shareholders whose name appeared in list of shareholders as of February 15, 2018 in accordance with the amount paid by the shareholder per one share. Payment shall be made at the rate of Baht 54,000 per share. The total amount of dividend payment before withholding tax shall be Baht

54,000,000. The dividend shall be paid on March 2, 2018. This Agenda required majority vote of shareholders who attended the Meeting and had voting right.

Resolution

Upon due consideration, the Meeting unanimously resolved to approve the dividend payment to shareholders as proposed.

Agenda 4.6

To consider and approve the increase of the Company's capital from Baht 10,000,000 to Baht 65,000,000 and approve the allotment of capital increase shares

The Chairman invited Miss Apsorn Wilartsakdanon, the Company Secretary, to present the details of the increase of the Company's capital to the Meeting for consideration and approval. Miss Apsorn Wilartsakdanon informed the Meeting that for the Company's capital structure adjustment purposes before becoming a listed company in the Market for Alternative Investment (MAI), it is appropriate to consider and approve the increase of the registered capital of the Company from the former registered capital of Baht 10,000,000, divided into 1,000 ordinary shares at par value of Baht 10,000 per share, to a new registered capital of Baht 65,000,000, divided into 6,500 ordinary shares, at par value of Baht 10,000 per share. The total increased capital shall be Baht 55,000,000 and new 5,500 ordinary shares at par value of Baht 10,000 shall be issued.

	Before capital increase	After capital increase
Registered capital	Baht 10,000,000	Baht 65,000,000
Ordinary shares	1,000 shares	6,500 shares
Preferred shares	-	-
Par value	Baht 10,000	Baht 10,000
Value of paid-up shares	Baht 10,000	Baht 10,000

Subsequently, the Chairman proposed to the Meeting to consider and approve the allotment of capital increase shares amounting 5,500 shares at par value of Baht 10,000 to be proposed to the Company's existing shareholders whose name appeared in the list of shareholders as of February 15, 2018 in accordance with existing shareholding proportion at the rate of Baht 10,000 per share. In the event that any shareholder does not wish to purchase the capital increase shares pursuant to their rights, it shall be deemed that such shareholder allows the Company to allocate the newly issued unexercised ordinary shares to other existing shareholders of the Company who wish to subscribe to the capital increase shares in excess of their rights (if any).

The Chairman, thus, proposed to the Meeting to consider and approve the increase of the Company's capital from Baht 10,000,000 to Baht 65,000,000 and approve the allotment of capital increase shares. This Agenda required no less than three-fourths of the total votes of the shareholders who attended the Meeting and had voting right.

Resolution

Upon due consideration, the Meeting unanimously resolved to approve the increase of the Company's capital from Baht 10,000,000 to Baht 65,000,000 and approve the allotment of capital increase shares as proposed by the Chairman.

Agenda 4.7 **To consider and approve the amendment of the Company's Memorandum of Association to reflect the capital increase**

The Chairman informed the Meeting that as the Company had passed a resolution to approve the increase of the registered capital of the Company from the former registered capital of Baht 10,000,000, divided into 1,000 ordinary shares at par value of Baht 10,000 per share, to the new registered capital of Baht 65,000,000, divided into 6,500 ordinary shares, at the par value of Baht 10,000 per share. The total increased capital shall be Baht 55,000,000 and new 5,500 ordinary shares at par value of Baht 10,000 shall be issued, as per Agenda 4.8.

The Chairman, thus, deemed appropriate to propose to the Meeting to consider and approve the amendment of Clause 5 of Memorandum of Association to reflect the capital increase of the Company as per Agenda 4.6 as follows:

“Clause 5 The registered capital of the Company is fixed at Baht sixty-five million (65,000,000), divided into six thousand and five hundred shares (6,500) at par value of Baht ten thousand (10,000)”

The Chairman, thus, proposed to the Meeting to consider and approve the amendment of Memorandum of Association to reflect the capital increase of the Company. This agenda required no less than three-fourths of the total votes of the shareholders who attended the Meeting and had voting right.

Resolution Upon due consideration, the Meeting unanimously resolved to approve the amendment of Memorandum of Association to reflect the capital increase of the Company as per the Chairman's proposal.

Agenda 5. **Other matters (if any)**

No shareholders proposed other matters for consideration. The Chairman expressed his appreciation to all attendees and proposed that Meeting be adjourned at 09.00 hours.

Signed.....~~Signed~~..... Chairman of the Board
(Mr. Opas Cherdpunt)
Director

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

(Translation)

**Profiles of Directors Retiring By Rotation
and To Be Nominated For Re-Election as The Company's Directors for Another Term**

1. Mr. Thanong Leeissaranukul, age 59.

Chairman of the Board / Chairman of the Nomination and Remuneration Committee /
Independent Director



Education

Bachelor's Degree

- Bachelor of Trade Business Administration in Industrial Marketing Nanzan University, Japan
- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), class of 136/2017

Work Experience

2017 – Present - Chairman of the Board / Chairman of the Nomination and Remuneration Committee of M Vision Public Company Limited

2015 – Present - Public Relations Subcommittee, Thai Redcross Society Organ Donation Center

2015 – Present - Director, Sonic Design (Thailand) Company Limited

2015 – Present - Director, Studio 888 Company Limited

2014 – Present - Director, Pacific Auto Parts (Thailand) Company Limited

2007 – Present - Chairman of the Kanok-Sopha Foundation

2006 – Present - Director, Bussayapun Company Limited

2003 – Present - Director, Wangchula Company Limited

2001 – Present - Director / Chief Executive Officer, Smart Sport Promotion Company Limited

1998 – Present - Director, The Studio Production Company Limited

1996 – Present - Director / Managing Director, Seng Guan Hong Company Limited

1996 – Present - Vice Chairman of the Board, Daido Sittipol Company Limited

1996 – Present - Chairman of the Board, Dr. Bike Clinic Company Limited

1995 – Present - Director, The Sun Gold Holding Company Limited

1995 – Present - Director, IRC (Asia) Research Company Limited

1995 – Present - Director, Thai Inoac Components Company Limited

1995 – Present - Director / Executive Director, Total Oil (Thailand) Company Limited

1993 – Present - Director, Sopa-kanok International Company Limited

1986 – Present - Director, Inoue Rubber (Thailand) Public Company Limited

1986 – Present - Director / Managing Director, The Sittipol 1919 Company Limited

1983 – Present - Director, Thai Stanley Electric Public Company Limited

2. Asst. Prof. Orathai Wanitdee, age 63.

Chairman of Audit Committee / Independent Director / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee



Education

Master's Degree

- Master of Business Administration, Kasem Bundit University

Bachelor's Degree

- Bachelor of Accountancy, University of the Thai Chamber of Commerce

Work Experience

2017–Present - Director / Chairman of Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee of M Vision Public Company Limited

2018–Present - Part-time Lecturer, Srinakharinwirot University

2015–Present - Partner, Kid Smile Hopper Limited Partnership

2005–Present - Part-time Lecturer for Master's Degree, Rangsit University

1995–Present - Assistant Professor, Kasem Bundit University

2007–2018 - Part-time Lecturer for Master's Degree, Ramkhamhaeng University

1992–2016 - Owner and Director of College of Thai Bundit Business and Accountancy

1976–1978 - Accountancy Manager, Concept Now Company Limited

3. Dr. Nattakrit Thewphaingarm

Director / Audit Committee / Independent Director



Education

Doctoral's Degree

- Doctor of Jurisical Science University of Wisconsin-Madison, United States

Master's Degree

- Master of Legal institution of (M.L.I), Master of Law (L.L.M.) University of Wisconsin-Madison, United States

Bachelor's Degree

- Bachelor of Laws Chulalongkorn University
- Director Accreditation Program (DAP) by the Thai Institute of Directors Association (IOD), class of 137/2017 dated May 22, 2017

Work Experience

2017 – Present - Director / Audit Committee of M Vision Public Company Limited

2017 – Present - Managing Director, Yacht Life Company Limited

2006 – Present - Director, Advanced Educational System Company Limited

2003 – Present - Managing Director, Madison Global Trading Company Limited

2002 – Present - Executive Vice President, Tiew Pai Ngam School

1991 – Present - Executive Director, Nathathai Company Limited

1989 – Present - Managing Director, Triple N Company Limited

(Translation)

**Clarification re: The Appointment of Proxy, Document for Registration,
Voting Method, and Counting of Votes**

Registration to Attend the Meeting

Registration for participating in the Meeting will begin 1 hour before the Meeting's scheduled start, or from 12.00 p.m. onwards, at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai Sub-District, Bangna District, Bangkok. The map for the Meeting venue is enclosed herewith (Attachment 8)

Appointment of Proxy

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

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

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

1. Select **only one** of the above proxy forms as follows:
 - 1.1 General Shareholder shall select either Form A or Form B. Only one type of proxy form can be selected.
 - 1.2 Shareholders who are specified in the register as foreign investor and have appointed a custodian in Thailand to be a share depository and share keeper shall select only Form C.
2. Authorize any person to be a proxy as desired, or appoint the proposed independent director of the Company

□ Asst.Prof. Orathai Wanitdee Independent Director

If the shareholders choose to authorize the independent director of the Company to be the proxy, the shareholders shall deliver the completed proxy form with the supporting documents to the Company Office, No. 11/1 Soi Ramkhamhaeng 121, Hua Mak Sub-district, Bangkok District, Bangkok in which the documents shall arrive at the Company no later than **April 18, 2019**.

Documents to be Presented on the Meeting Date

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

1. Self-Attending

1.1 Individual

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

1.2 Juristic Person by Juristic Person Representative (Authorized Director)

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

2. Proxy

2.1 Individual

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

2.2 Juristic Person

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

Attachment 4

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

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

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

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

Notes:

The Proxy Form must be affixed with Baht 20 stamp duty, crossed and the date on which such proxy is made, specified.

Voting Criteria

General Agenda

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

Agenda on Election of Directors

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

1. Each shareholder may exercise all the votes to elect one or several persons as director(s). In case of election of several persons as the directors, the votes shall not be distributed to any person unequally.

2. The appointment of the directors shall be made to persons receiving the highest votes, respectively, according to the number of directors to be appointed at the Meeting. In the event of an equality of the votes, which would result in an excess of the number of directors to be appointed at the Meeting, the Chairman of the Meeting shall have a casting vote.

Voting Procedures for Each Agenda

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

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

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

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

Counting and Announcement of the Votes

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

A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballot, such as having more than one (1) marked box on the ballot or there are split

votes (except for the case of custodian) or there is no countersign on the ballot where changes of votes are made.

(Translation)

**Articles of Association
of
M Vision Public Company Limited**

**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. Regarding the calling of a general meeting, the board of directors shall prepare an invitation specifying the venue, date, time, agendas of the meeting and the business to be proposed at the meeting with sufficient details. The agenda shall be specified clearly whether it is submitted to the meeting for acknowledgment, approval, or consideration, as the case may be, including the opinion of the board of director on such matter. The invitation shall be sent to shareholders and the registrar at least seven (7) days prior to the meeting date. In this regard, the invitation of a shareholders' meeting shall be advertised on a newspaper for no less than (3) consecutive days, for at least three (3) days before the meeting date.

In this regard, the venue of the shareholders' meeting shall be held in the province in which the Company's head office located, or any other nearby province determined by the board of directors.

Article 38. In every shareholders' meeting, a quorum shall consist of the presence of the shareholders and proxies (if any) of at least twenty-five (25) persons or at least half of the total number of shareholders, and shareholders attend the meeting must hold at least one-third (1/3) of the total number of the issued shares.

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 in the first paragraph; the meeting shall be adjourned if such meeting is convened because the shareholders have requested. However, if such meeting is held not because the shareholders have requested, the meeting shall be reconvened. In this case, the invitation to such meeting shall be sent in writing to every shareholder at least seven (7) days prior to 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 determination of the directors' remunerations;
- (6) To consider and approve the appointment of the auditor and the determination of audit fee; and
- (7) To consider any other matters.

**Definition of the Independent Director and
Profiles of Independent Director Nominated For Appointment as a Proxy for the Meeting**

Asst. Prof. Orathai Wanitdee, age 63.

Chairman of Audit Committee / Independent Director / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee



Education

Master's Degree

- Master of Business Administration, Kasem Bundit University

Bachelor's Degree

- Bachelor of Accountancy, University of the Thai Chamber of Commerce

Work Experience

2017 – Present - Director / Chairman of Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee of M Vision Public Company Limited

2018 – Present - Part-time Lecturer, Srinakharinwirot University

2015 – Present - Partner, Kid Smile Hopper Limited Partnership

2005 – Present - Part-time Lecturer for Master's Degree, Rangsit University

1995 – Present - Assistant Professor, Kasem Bundit University

2007 – 2018 - Part-time Lecturer for Master's Degree, Ramkhamhaeng University

1992 – 2016 - Owner and Director of College of Thai Bundit Business and Accountancy

1976 – 1978 - Accountancy Manager, Concept Now Company Limited

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.

¹The 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.
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.

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) เป็นผู้ถือหุ้นของบริษัท 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 2562

In this regard, the details of the independent director of the Company are specified in Attachment
6 of the Invitation of the Annual General Meeting of Shareholders of 2019.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2562
เวลา 13.00 น. ณ ศูนย์นิทรรศการและการประชุมไบเทค ห้องประชุม Silk 1 เลขที่ 88 ถนนบางนา – ตราด (กม.1) แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Annual General Meeting of Shareholders of 2019 on Thursday, April 25, 2019,
at 13.00 hrs. at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai
Sub-District, Bangna District, Bangkok, 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

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบ
ฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 ที่จะมอบฉันทะที่จะเฝ้าติดตามและตายตัว)

(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) เป็นผู้ถือหุ้นของบริษัท 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 _____ ตำบลแขวง/ _____ อำเภอ _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing / located at no.
ถนน _____ ตำบลแขวง/ _____ 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 วานิตดี Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562

In this regard, the details of the independent director of the Company are specified in Attachment 6 of the Invitation of the Annual General Meeting of Shareholders of 2019.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2562 เวลา 13.00 น. ณ ศูนย์นิทรรศการและการประชุมไบเทค ห้องประชุม Silk 1 เลขที่ 88 ถนนบางนา – ตราด (กม.1) แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Annual General Meeting of Shareholders of 2019 on Thursday, April 25, 2019, at 13.00 hrs. at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai Sub-District, Bangna District, Bangkok, or such other date, time and place as the meeting may be held .

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1

Agenda 1

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2561

To consider and adopt the Minutes of the Annual General Meeting of Shareholders of 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2

Agenda 2

พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2561 สิ้นสุดวันที่ 31 ธันวาคม 2561

To consider and acknowledge the Company's operating performance of 2018 ended December 31, 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3

Agenda 3

พิจารณานุมัติงบการเงินประจำปี สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2561

To consider and approve the audited financial statements for the fiscal year ended December 31, 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4

Agenda 4

พิจารณานุมัติการจัดสรรกำไร และการจ่ายเงินปันผลประจำปี 2561

To consider and approve the distribution of net profit and the dividend payment of 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 5
Agenda 5

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2562
To consider and approve the appointment of the external auditor and determination of the audit fee for 2019

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

วาระที่ 6
Agenda 6

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
To consider the election of the directors to replace those due to complete their terms

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

ก. ☐ เลือกตั้งกรรมการทั้งหมด

A. Election of entire group of nominated directors

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

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายทอง ลีอิสสระนุกุล

Director's name Mr. Thanong Leeissaranukul

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

2. ชื่อกรรมการ ผศ. อรทัย วานิชดี

Director's name Asst. Prof. Orathai Wanitdee

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

3. ชื่อกรรมการ ดร. ณัฐกฤต ทีวีไผ่งาม

Director's name Mr. Nattakrit Thewphaingarm

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

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2562

To consider and approve the remuneration of the directors for 2019

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

วาระที่ 8
Agenda 8

เรื่องอื่น ๆ (ถ้ามี)
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
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ.2562 เวลา 13.00 น. ณ ศูนย์นิทรรศการและการประชุมไบเทค ห้องประชุม Silk 1 เลขที่ 88 ถนนบางนา – ตราด (กม.1) แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2019 on Thursday, April 25, 2019 at 13.00 hrs. at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai Sub-District, Bangna District, Bangkok, 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

(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
อำเภอเขต/ _____ 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
☒ 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 วานิตดี Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562

In this regard, the details of the independent director of the Company are specified in Attachment 6 of the Invitation of the Annual General Meeting of Shareholders of 2019.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2562 เวลา 13.00 น ณ ศูนย์นิทรรศการและการประชุมไบเทค ห้องประชุม Silk 1 เลขที่ 88 ถนนบางนา – ตราด (กม.1) แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Annual General Meeting of Shareholders of 2019 on Thursday, April 25, 2019, at 13.00 hrs .at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai Sub-District, Bangna District, Bangkok, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมในครั้งนี้ ดังนี้

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

☐ มอบฉันทะบางส่วน คือ

Grant partial of my/our proxy as follows:

<input type="checkbox"/> หุ้นสามัญ	หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	เสียง
ordinary share	shares	and have the rights to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ	หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	เสียง
preference share	shares	and have the rights to vote equal to	votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง
Total voting right _____ Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2561

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2561 สิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda 2 To consider and acknowledge the Company's operating performance of 2018 ended December 31, 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda 3 To consider and approve the audited financial statements for the fiscal year ended December 31, 2018

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4
Agenda 4

พิจารณาอนุมัติการจัดสรรกำไร และการจ่ายเงินปันผลประจำปี 2561
To approve the distribution of net profit and the dividend payment of 2018

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

วาระที่ 5
Agenda 5

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2562
To consider and approve the appointment of the external auditor and determination of the audit fee for 2019

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

วาระที่ 6
Agenda 6

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
To consider the election of the directors to replace those due to complete their terms

- ☐ 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. ☐ เลือกตั้งกรรมการทั้งชุด

A. Election of entire group of nominated directors

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

ข. ☐ เลือกตั้งกรรมการเป็นรายบุคคล

B. Election of each nominated directors individually

1. ชื่อกรรมการ นายทนง ลีอิสสระนุกูล

Director's name Mr. Thanong Leeissaranukul

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

2. ชื่อกรรมการ ผศ. อรทัย วานิชดี

Director's name Asst. Prof. Orathai Wanitdee

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

3. ชื่อกรรมการ ดร. ณัฐกร ฐวิวัฒน์

Director's name Mr. Nattakrit Thewphaingarm

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2562
To consider and approve the remuneration of the directors for 2019

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

วาระที่ 8
Agenda 8

เรื่องอื่น ๆ (ถ้ามี)
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
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2562 เวลา 13.00 น. ณ ศูนย์นิทรรศการและการประชุมไบเทค ห้องประชุม Silk 1 เลขที่ 88 ถนนบางนา – ตราด (กม.1) แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่แจ้งเปลี่ยนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2019 on Thursday, April 25, 2019 at 13.00 hrs. at Bangkok International Trade and Exhibition Centre (BITEC), Meeting Room Silk 1, No. 88 Bangna – Trat Road (km.1), Bangna Tai Sub-District, Bangna District, Bangkok, 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

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☐ วาระที่ _____ เรื่อง _____

Agenda

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Agenda

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Disapprove

☐ งดออกเสียง

Abstain

แผนที่สถานที่ประชุม

ณ ศูนย์นิทรรศการและการประชุมไบเทค ห้องประชุม Silk 1

