



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

11/1 ซ. รามคำแหง 121 ถ. รามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240

11/1 Ramkhamhaeng 121 Ramkhamhaeng Rd. Huamark, Bangkok 10240

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No. MVP030/2022

March 14, 2022

Subject: Notification of the resolutions of the Board of Directors' Meeting No. 3/2022, the increase of Company's Registered Capital to accommodate for the adjustment of warrant (MVP-W1), the cancellation of the previous record date, date and format of the Annual General Meeting of the Shareholder for the year 2022 and set the new record date, date and format of the Annual General Meeting of the Shareholder for the year 2022

To: The President and Manager
The Stock Exchange of Thailand

Reference: Letter of the Company No. MVP024/2022 to SET dated January 24, 2022, Re: Notification of the schedule and the agendas for the Annual General Meeting of Shareholders for the year 2022 and the omission of dividend payment for the year 2021

Enclosure: 1. Capital Increase Report Form (F53-4)

M Vision Public Company Limited ("**the Company**") would like to notify the significant resolutions of the Board of Directors Meeting No. 3/2022 ("**the Meeting**") on March 14, 2022 as follows:

1. Approved to propose the Annual General Meeting of Shareholders for the year 2022 ("**AGM 2022**") to consider approving the capital increase not exceed of Baht 1,500,000 by issuing newly ordinary shares not exceed of 3,000,000 shares with a par value of Baht 0.50 per share to accommodate for the adjustment of exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("**Warrant (MVP-W1)**") and the amendment of the Memorandum of Association of the Company, Clause 4. (Registered Capital) to be in line with the increased registered capital as follows:

"Clause 4. Registered capital	: Baht 174,000,000	(One Hundred Seventy-Four Million Baht)
Divided into	: 348,000,000 Shares	(Three Hundred and Forty-Eight Shares)
Par Value	: Baht0.50	(Fifty Satang)
Consisting of:		
Ordinary shares	: 348,000,000 Shares	(Three Hundred and Forty-Eight Shares)
Preferred shares	: - None -"	

In addition, the Meeting resolved to grant Chief Executive Officer or the person authorized by Chief Executive Officer to define the specific number of capital increase after the Company has offered the newly issued ordinary shares by way of Private Placement.

In addition, the Meeting resolved to grant approval to propose the AGM 2022 to consider authorizing the Board of Directors or the Executive Committee or the Company's authorized director or the person authorized by the Board of Directors or the Executive Committee or the Company's authorized director to have a power to take any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary arrangements in compliance with the registrar's order to effect the registration

2. Approved to propose to the AGM 2022 to approve the allocation of the newly issued ordinary shares of the Company at the amount not exceeding 3,000,000 shares with a par value of Baht 0.50 per share to accommodate for the adjustment of Warrant (MVP-W1) according to the terms and conditions governing of the rights and obligations of the issuer and holders of the warrants to purchase ordinary shares of M Vision Public Company Limited No.1 (MVP-W1).
3. Approved to change the record date and date, format and agenda of AGM 2022 as follows:
 - 2.1 Cancel the Record date previously set on March 21, 2022
Change to be March 31, 2022
 - 2.2 Cancel date and change format of AGM 2022 date previously set on April 27, 2022 at 14.00 hrs. at the Seminar room, 12th floor, Sittipol 1919 Company Limited, No. 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120
Change to be April 29, 2022 at 14.00 hrs., through an Electronic Meeting (E-AGM) only
4. Approved to convene the AGM 2022 on April 29, 2022 at 14.00 hrs. through an Electronic Meeting (E-AGM) only, and to determine the list of shareholders who have the right to attend the AGM 2022 (Record Date) on March 31, 2022. The meeting agendas are as follow:
 - Agenda 1 To consider certifying the minutes of the Extraordinary General Meeting of Shareholders No.1/2022.
 - Agenda 2 To consider acknowledge the 2021 Company's operating result for the year ended December 31, 2021.
 - Agenda 3 To consider approving the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2021.
 - Agenda 4 To consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2021.

- Agenda 5 To consider approving the appointment of the Company's auditor and determination of the audit fee for 2022.
- Agenda 6 To consider approving the appointment of the Company's directors replacing those retire by rotation.
- Agenda 7 To consider approving the director's remuneration of 2022.
- Agenda 8 To consider approving the capital increase of the Company and the amendment in Clause 4. (Registered Capital) of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.
- Agenda 9 To consider approving the allocation of the newly issued ordinary shares of the Company.
- Agenda 10 Other matters (if any)

Please be informed accordingly.

Yours sincerely,



(Mr. Opas Cherdpunt)

Chief Executive Officer

M Vision Public Company Limited



(F 53-4)

Enclosure 1

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

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

1. Capital increase

The Board of Directors’s meeting resolved to propose to the Annual General Meeting of Shareholders for the year 2022 of the Company to consider and approve the increase of the Company’s registered capital in the amount not exceed of Baht 1,500,000 from the current registered capital of Baht 172,500,000 to a new registered capital of Baht 174,000,000 by issuing newly ordinary shares not exceed of 3,000,000 shares at the par value of Baht 0.50 per share. Details of the capital increase are as below:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the proceeds	Ordinary	not exceed 3,000,000	0.50	1,500,000
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of newly issued shares

The Board of Directors’ Meeting resolved to allot the newly issued ordinary shares not exceed of 3,000,000 shares at the par value of Baht 0.50 per share, details are as follows:

2.1 Specific purpose of utilizing the proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (Baht per share)	Subscription and payment period	Note
To accommodate for the adjustment of the exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“ Warrant (MVP-W1) ”)	not exceed 3,000,000	Exercise Ratio (Existing): 1 unit of the Warrants to 1 newly issued ordinary share Exercise Ratio (New): The exercise ratio shall be defined after the Company has offered the newly issued ordinary shares by way of Private Placement.	Exercise Price (Existing): Baht 1.20 per share Exercise Price (New): The exercise price shall be defined after the Company has offered the newly issued ordinary shares by way of Private Placement.	Allot to existing shareholders with no offering price (Details as in Remarks).	Please see details as in Remarks (1) and (2)

Remarks:

- (1) The Board of Directors’ Meeting passed a resolution to propose to the Annual General Meeting of Shareholders for the year 2022 (“**AGM 2022**”) to consider approving the capital increase not exceed of Baht 1,500,000 by issuing newly ordinary shares not exceed of 3,000,000 shares with a par value of Baht 0.50 per share to accommodate for the adjustment of the exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 (“**Warrant (MVP-W1)**”). In this regard, the Meeting resolved to grant Chief Executive Officer or the person authorized by Chief Executive Officer to consider specifying the exact number of capital increase after the Company has offered the newly issued ordinary shares by way of Private Placement.

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

- (2) The Company is required to adjust the exercise ratio and the exercise price of the Warrant (MVP-W1) according to the terms and conditions governing of the rights and obligations of the issuer and holders of the warrants to purchase ordinary shares of M Vision Public Company Limited No.1. (MVP-W1) since the Company will offers the newly issued ordinary shares to specific person (private placement: PP) of which the offering price expects to be lower than 90 percent of the market price of the Company's ordinary shares. The adjustment shall be immediately effective from the first date of the offering of newly issued ordinary shares to the specific person. The Company shall notify the new exercise ratio and price of the Warrant MVP-W1 no later than 9:00 of the effective date of the adjustment.

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

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

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

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

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

- 4.1 The Company shall obtain approval from the Annual General Meeting of Shareholders for the year 2022 for the increase of the registered capital by not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.
- 4.2 The Company shall register the increase of its registered capital and paid-up capital, including the amendment of the Company's Memorandum of Association relating to the registered capital with the Department of Business Development, Ministry of Commerce.
- 4.3 The Company shall obtain approval from the Stock Exchange of Thailand for listing the newly issued ordinary shares from exercised Warrant (MVP-W1) as listed securities on the Stock Exchange of Thailand in accordance with the applicable rules and regulations.

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

To accommodate for the adjustment of the exercise price and exercise ratio of warrants to purchase the newly issued ordinary shares of M Vision Public Company Limited No.1 ("**Warrant (MVP-W1)**") because the Company offers the newly issued ordinary shares to specific persons (private placement: PP) of which the offering price expects to be lower than 90 percent of the market price of

the Company's ordinary shares. (The volume-weighted average price of the Company's ordinary shares each day divided by the number of the Company's ordinary shares traded on the Stock Exchange of Thailand ("SET") for the past period of 15 consecutive business days prior to the first date which offers the newly issued ordinary shares.

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

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

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

7.1. Dividend policy

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

7.2. Shareholder's right

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

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

None

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

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

No	Procedures	Day/Month/Year
3	The record date to determine the list of eligible shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2022	March 31, 2022
4	The date of the Annual General Meeting of Shareholders for the year 2022	April 29, 2022
5	The Registration of capital increase at Ministry of Commerce	Within 14 days from the date of the resolution of the Extraordinary General Meeting of Shareholders

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

Yours Sincerely,

M Vision Public Company Limited



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



(Mr. Opas Cherdpant)
Chief Executive Officer



(Mr. Teerawat Suwanpinij



Mr. Tharathorn Yuangbhandith)

Director with authority to sign on behalf of the Company