



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

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

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

Tel. 02-735-1201,02,04 Fax : 0-2735-2719

No. MVP037/2020

May 15, 2020

Subject: Notification of the resolutions of the Board of Directors Meeting, the date of the Annual General Meeting of Shareholders for the year 2020 and omission of dividend payment

To: The Director and Manager
The Stock Exchange of Thailand

Whereas the Board of Directors Meeting of M Vision Public Company Limited ("the Company") No. 4/2020, on February 21, 2020, on April 16, 2020 has approved indefinite postponement of the Annual General Meeting of Shareholders for the year 2020 ("AGM 2020") and cancellation of the record date to determine the names of the shareholders who were entitled to attend meeting scheduled on March 9, 2020 due to the situation of the spread of Coronavirus Disease 2019 (COVID-19) as previously reported. However, it appeared that the current situation of the outbreak has been partially resolved and tends to gradually improve.

Therefore, the Board of Directors Meeting of the Company No.5/2020, on May 15, 2020 has resolved as follows:

1. Approved to hold the AGM 2020 on the new date as of July 29, 2020, at 14.00 hrs, at the seminar room, floor 12, Sittiphol 1919 Company Limited, No. 999 Rama 3 Road, Bangpongphang, Yannawa, Bangkok 10120 The meeting agendas are as follow:

Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2019

Agenda 2 To acknowledge the 2019 Company's operating result for the year ended December 31, 2019

Agenda 3 To consider and approve the Company's financial statements for the accounting period ended December 31, 2019

Agenda 4 To consider and approve the omission of statutory reserve and dividend payment for he year 2019

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

Agenda 6 To consider and approve the election of Company' directors to replace of those who will retire by rotation



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- Agenda 7 To consider and approve the director's remuneration for the year 2020
- Agenda 8 To consider and approve the amendment of the Company's Articles of Association
- Agenda 9 To approve the amendment of the Company's Memorandum of Association Clause 3. (Objectives) by partially revising Clauses 45 and inserting new 4 clauses, i.e. Clauses 57 to 60, totaling 60 clauses of the Company's objectives.
- Agenda 10 Other Business (if any)

In this regard, the record date to determine the names of the shareholders who are entitled to attend the AGM 2020 will be on June 19, 2020.

In addition, the Board of Directors has assigned the Chief Executive Officer to have authority under the limitations of laws to consider the amendment and / or set the date, time, place, and-method of organizing the annual general meeting as appropriate.

2. Approved to propose to the AGM 2020 to acknowledge the Company's 2019 operating result for the year ended December 31, 2019.
3. Approved to propose to the AGM 2020 to approve the Company's financial statements for the accounting period ended December 31, 2019.
4. Approved to propose to AGM 2020 to consider and approve the omission of profit allocation for the operating results of the Company for the accounting period ended December 31, 2019 as legal reserve and consider to approve the omission of dividend payment for the accounting period ended December 31, 2019, because the Company has accumulated deficit.
5. Approved to propose to AGM 2020 to consider the appointment of auditors for the year 2020 from AST Master Company Limited to be the auditor for the year 2020 as follows:
 - 1) Mr. Pradit Rodloytook Certified Public Accountant No. 218 or
 - 2) Ms. Nongram Laoha-areedilok Certified Public Accountant No. 4334 or
 - 3) Ms. Porntip Lertthanongsak Certified Public Accountant No. 7633 or
 - 4) Ms. Chamaporn Rodloytook Certified Public Accountant No. 9211

The above auditors are authorized to review and give opinion on the Company's financial statement. Moreover, the Board of Directors' meeting approved the audit fee for the year 2020 in the amount of Baht 1,000,000.



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6. Approved to propose to AGM 2020 to consider and approve the appointment of directors, in replacement of the directors who will retire by rotation. The retiring directors due to end of their terms are as follows:

- 1) Mr.Tharathorn Yuangbhandit Director
- 2) Mr. Teerawat suwanpinij Director
- 3) Miss Prapimpan Lertsirisin Director

The Board of Directors approved the appointment of the directors who retired from the terms for 3 persons to serve as directors for another term.

7. Approved to propose to the AGM 2020 to consider and approved the director's remuneration for the year 2020 at the amount not exceeding Baht 2,000,000 as follows:

| Position | Remuneration per meeting (Baht) | |
|---|---------------------------------|-----------|
| | Propose for year 2020 | Year 2019 |
| Board of Directors | | |
| - Chairman of the Board | 15,000 | 15,000 |
| - Director | 10,000 | 10,000 |
| Audit Committee | | |
| - Chairman of the Audit Committee | 15,000 | 15,000 |
| - Audit Committee | 10,000 | 10,000 |
| Risk Management Committee * | | |
| - Chairman of the Risk Management Committee | 15,000 | 15,000 |
| - Risk Management Committee | 10,000 | 10,000 |
| Nomination and Compensation Committee * | | |
| - Chairman of the Nomination and Compensation Committee | 15,000 | 15,000 |
| - Nomination and Compensation Committee | 10,000 | 10,000 |

*However, directors involved in the Company's operation will not receive director's remuneration for the year 2019 and 2020.

8. Approved the interim financial statements for the three-month period ended March 31, 2020 which have been reviewed by the auditor, appointed by the Company's Board of Directors.



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9. Approved to propose to AGM 2020 to consider and approve the amendment to the articles of Association of the Company in 3 clauses, i.e. Clauses 27, 37 and 38, with details of the amendments as follows:

| Current Articles of Association | Proposed of Amendment of Articles of Association |
|---|---|
| <p>Clause 27. In a meeting of the board of directors, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum. The chairman of the board shall preside over a meeting of the board of directors. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if there exists a vice-chairman, 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 directors attending the meeting shall elect one among themselves to preside over the meeting.</p> <p>The decisions at the meeting shall be by majority of votes. Each director shall have one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the case of equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.</p> | <p>Clause 27. In a meeting of the board of directors, <u>either by attending in person or by electronic means</u>, the presence of not less than one half (1/2) of the total number of directors is required to constitute a forum. The chairman of the board shall preside over a meeting of the board of directors. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if there exists a vice- chairman, 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 directors attending the meeting shall elect one among themselves to preside over the meeting.</p> <p>The decisions at the meeting shall be by majority of votes. Each director shall have one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the case of equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.</p> |
| <p>Clause 37. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided</p> | <p>Clause 37. In summoning a meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the</p> |



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| Current Articles of Association | Proposed of Amendment of Articles of Association |
|--|--|
| <p>that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting.</p> <p>In this regard, the place of the meeting shall be in the locality in which the head office of the company is located or in a neighboring province determined by the board of directors.</p> | <p>shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. <u>In a case where such meeting will be held by electronic media, the company may send notice of meeting and supporting documents by electronic mail.</u></p> <p>In this regard, the place of the meeting shall be in the locality in which the head office of the company is located or in a neighboring province <u>or at other place determined by the board of directors or any person authorized by the board of directors, or the board of directors may determine that the meeting be held by electronic media.</u></p> |
| <p>Clause 38. In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7)</p> | <p>Clause 38. In the meeting of shareholders, <u>regardless of attending in person or by electronic means</u>, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty- five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.</p> <p>At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if such meeting is convened because the shareholders have requested, the meeting shall be reconvened, if such meeting is held not because the shareholders have requested, and the notice of meeting shall be sent to the shareholders not less than seven (7)</p> |



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| Current Articles of Association | Proposed of Amendment of Articles of Association |
|---|---|
| days in advance of the date of the meeting. In the subsequent meeting no quorum is required. | days in advance of the date of the meeting. In the subsequent meeting no quorum is required. |

10. Approved to propose to AGM 2020 to consider and approve amendment of the Company's Memorandum of Association Clause 3. (Objectives) by partially revising Clauses 45 and 53 and inserting new 5 clauses, i.e. Clauses 57 to 60, totaling 60 clauses of the Company's objectives to be in line with the current and future business operations as follows.

| Current objectives | Proposed new amendments of objectives |
|---|--|
| Clause 45. To operate business of organizing, managing, designing, conceptualizing, promoting, advertising, sourcing of rewards and food & beverages and providing security and felicitation services for all kinds of sport competitions, <u>especially marathons</u> . | Clause 45. To operate business of organizing, managing, designing, conceptualizing, promoting, advertising, sourcing of rewards and food & beverages and providing security and felicitation services for all kinds of sport competitions. |
| Clause 53. To operate business of rent, sub-renting, sale, and decoration, procurement, import for sale or rent, repair and maintenance of all kinds of vehicles for leisure activities, i.e. camper vans, bicycles and similar vehicles, including all kinds of equipment and spare parts. | Clause 53. To operate business of rent, sub-renting, sale, <u>interior design</u> and decoration, procurement, import for sale or rent, repair and maintenance of all kinds of vehicles for leisure activities, i.e. camper vans, bicycles and similar vehicles, including all kinds of equipment and spare parts. |
| - | Clause 57. To trade, purchase, sell, exchange, rent, repair and import of telephones, computers, electronic devices, electronic merchandises, including spare parts and components of such products. |
| - | Clause 58. To trade and sell of accommodation vouchers. |
| - | Clause 59. To trade, purchase, sell, exchange, rent, repair and import of wine coolers, cigar cellars, refrigerators, chillers, including spare parts and components of such products. |
| - | Clause 60. To trade, purchase, sell, exchange, rent, repair and import of motorcycles, electric motorcycles, toys, including spare parts and components of such products. |



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To be in line with the amendment of the Company's objective, the amendment of the Memorandum of Association shall be as follows: -

| Current Memorandum of Association | Proposed new amendments of Memorandum of Association |
|---|---|
| Clause 3 The objectives of the Company consist of 56 items, details as attached in Bor Mor Jor 002. | Clause 3 The objectives of the Company consist of 60 items, details as attached in Bor Mor Jor 002. |

The Company is deeply concerned about the safety of the meeting attendees. The Company is determined to organize the Annual General Meeting of Shareholders in accordance with safety and appropriate standards. Therefore, the shareholders should consider as follows:

- The shareholders are encouraged to authorize the Company's independent directors to vote on shareholders' behalf according to the proxy form. The Company will provide the proxy form along with the list of independent directors who proposed to be proxies, together with the invitation letter to the Annual General Meeting of Shareholders which will be sent to the shareholders later.
- The Company will closely monitor situation and inform further information as well as preventive measures to all shareholders together with the invitation letter to the Annual General Meeting of Shareholders which will be sent to the shareholders later.

Please be informed accordingly.

Yours faithfully,

(Mr. Opas Cherdpant)

Chief Executive Officer

M Vision Public Company Limited