



No. MVP009/2023

February 28, 2023

Subject: Notification of the schedule and the agendas for the Annual General Meeting of Shareholders for the year 2023, the omission of dividend payment for the year 2022 and the issuance and offering of debentures

To: Director and Manager
The Stock Exchange of Thailand

M Vision Public Company Limited (“the Company”) would like to notify the significant resolutions of the Board of Directors Meeting No. 2/2023 on February 28, 2023, related to convene the Annual General Meeting of Shareholders for the year 2023 (“AGM 2023”) and the omission of dividend payment for the year 2022 as follows:-

1. Approved to propose to the AGM 2023 to acknowledge the 2022 Company’s operating result for the year ended December 31, 2022.
2. Approved to propose to the AGM 2023 to consider approving the Company and its subsidiaries’s financial statements for the accounting period ended December 31, 2022, which was audited by the Certified Public Accountants who expressed unqualified opinions and reviewed by the Audit Committee.
3. Approved to propose to the AGM 2023 to consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2022 as the Company still has accumulated deficit.
4. Approved to propose to the AGM 2023 to consider approving the appointment of the auditor for the year 2023 from A&A Office Company Limited. The detail of the auditors are as following details:

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

The aforesaid auditors shall perform the audit and express opinion on the Company and its subsidiaries' s financial statement for the accounting period ending December 31, 2023. Moreover, the Board of Directors approved the audit fee for the year 2023 for the Company in the amount of Baht 1,550,000 and the subsidiary in the amount of Baht 40,000.

5. Approved to propose to the AGM 2023 to consider approving the appointment of the Company's directors replacing those retire by rotation as the Company's directors and other positions for another term as follows:-

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

6. Approved to propose to the AGM 2023 to consider approving the director's remuneration of 2023 at the same rates applied in 2022, at the amount of not exceeding Baht 2,000,000, as follows:-

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

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

7. Approved to propose to the AGM 2023 to consider approving the issuance and offering of debentures of the Company in the amounting to not exceeding Baht 500 (five-Hundred) million, with the preliminary significant features of the debentures to be issued and offered as follows:-

Objective	:	To provide for the business expansion of the Company, including for investments in the future and/or working capital and/or for other purposes as the Board of Directors deems appropriate.
Type of debentures	:	All types or categories of debentures including, name-registered Debentures and/or bearer Debentures, secured and/or unsecured Debentures, subordinated and/or unsubordinated Debentures and/or with or without credit rating and/or with or without Bond Holder Representative and/or amortizing or callable. This clause is subject to market conditions as of the issuance and offering the Debentures at each time which will be permitted by the relevant regulatory authorities.

Value of Debentures	:	The total value of Debentures which has not yet been redeemed will not exceed Baht 500 (five-Hundred) million. The Company can issue and offer additional Debentures and/or issue and offer the Debentures to replace the existing Debentures that had been redeemed, but is subject to the aforementioned credit limit at any given time.
Currency	:	Thai Baht
Interest rate	:	As specified each time which subjecting to market conditions and other factors at the time of each issuance and offering of the Debentures. The Interest rate is deemed to be in compliance with the notification of Securities Exchange Committee and/or Securities & Exchange Commission and/or other related notification or regulatory which is effective on the date of the issuance and offering of the Debentures each time.
Offering	:	<p>(1) Debentures can be offered in one or several occasions, and/or as projects and/or as revolving. In case that the Company offers Debentures in revolving form, the Company is allowed to redeem or receive principal repayment in compliance with the terms and credit as indicated.</p> <p>(2) Public offering and/or offering to Private Placement and/or offering to domestic and/or foreign Financial Institution and/or major investors all at once or on several occasions in compliance with the notifications of Securities Exchange Committee and/or Capital market committee or other notification, ministerial regulations, rules and other related regulations which is effective on the date of issuance and offering of the Debentures.</p> <p>(3) In case that the Company has redeemed or repaid the Debentures value of the approved credit limit, the Company is allowed to issue additional Debentures to the amount of the redemption or repay which the Debentures issuance to place the existing Debentures will have term and condition as indicated.</p>
Term of Debentures	:	According to the market sentiment and other factors at the time of each issuance and offering of debentures for redemption before maturity is optional or debentures due upon dissolution of the Company (Perpetual).
Early Redemption	:	Debentures holders and/or the Company may or may not have the right to redeem Debentures prior to maturity or the Company may or may not indicate to have the right to redeem in Special Event Redemption Company depending on the terms and conditions of each Debentures issuance

Authorization	:	In relation to restrictions conditions and other details necessary and related to the issuance and offering of the debentures; such as, its name, type, face value, offering price per unit, interest rate, appointment of Debenture holder's Representative, appointment of Debenture Registrar, offering amount of each issuance, total amount, term, principal repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market, etc., including applications for the approval from the agencies concerned, appointment of the advisor or the person concerning the issuance and offering of the Debentures, negotiation, agreement and entering into the documents and agreements concerned and doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorized by the authorized directors to consider and determine.
Other conditions	:	Depending on the market situation at the time of each sale offering of Debentures, and other related factors.

8. Approved investment in a new associated company in order to operate a full range of exhibition services related to alternative energy/ electricity energy.

Details of newly established associated company (Name and date of establishment will inform later)	
Type of business	Providing full range of exhibition services related to alternative energy/ electricity energy
Location	11/1 Soi Ramkhumhang 121 Ramkhumhang Road, Huamark, Bangkok 10240
Registered Capital	Baht 1,000,000 consisting of 200,000 ordinary shares with a par value of Baht 5 per share.
Proportion of shares	<p>1) M Vision Public Company Limited holds 70,000 shares proportion 35%</p> <p>2) Mr. Pat Jungkankul holds 70,000 shares proportion 35%</p> <p>3) Mr. Aticharn Cherngchavano holds 60,000 shares proportion 30%</p> <p>*Remark: Mr. Pat Jungkankul and Mr. Aticharn Cherngchavano are not related person to the Company.</p>
Investment value	Baht 350,000
Board of directors	<p>1) Ms. Prapimpan Lertsirisin</p> <p>2) Mr. Pat Jungkankul</p> <p>3) Mr. Aticharn Cherngchavano</p>
Authorized director	2 directors of the 3 directors signed together and stamp the company's seal.
Source of fund	Working capital of the Company
Expected benefits	To increase the potential of exhibition services related to alternative energy/ electricity energy

In addition, the investment in the establishment of new associate company of M Vision Public Company Limited is still in the process of operation. If there is any progress, the Company will notify the transaction again.

The Company discloses information according to the criteria for investment in other juristic persons with the proportion of investment from 10% of the paid-up capital of the investment company according to the regulations of the Stock Exchange of Thailand regarding rules, conditions and procedures concerning the disclosure of information and any operations of listed companies. However, the transaction of investment in such subsidiaries and associated company is not considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions. and the Stock Exchange of Thailand Notification Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 and the size of the transaction is not in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Stock Exchange of Thailand Notification Re: Disclosure of Information and Actions of Listed Companies in the Acquisition and Disposition of Assets BE 2004. In which calculating the value of the transaction based on the total value of consideration criteria, compared with the total assets of the Company as of December 31, 2022, found that the value of the highest transaction equals 0.05 percent.

9. Approved to convene the AGM 2023 on April 25, 2022 at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, No.999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, and to determine the list of shareholders who have the right to attend the AGM 2023 (Record Date) on March 15, 2023. The meeting agendas are as follow:

- Agenda 1 To consider certifying the minutes of the Annual General Meeting of Shareholders for the year 2022.
- Agenda 2 To consider acknowledge the 2022 Company's operating result for the year ended December 31, 2022.
- Agenda 3 To consider approving the Company and its subsidiaries's financial statements for the accounting period ended December 31, 2022.

- Agenda 4 To consider approving the omission of the appropriation of income as legal reserve and the omission of dividend payment for the year 2022.
- Agenda 5 To consider approving the appointment of the Company's auditor and determination of the audit fee for 2023.
- 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 2023.
- Agenda 8 To consider approving the issuance and offering of debentures of the Company in the amounting to no more than Baht 500 million.
- Agenda 9 Other matters (if any)

In addition, the Board of Directors' Meeting have also passed the resolution in the delegation of powers to the Chief Executive Officer has the power to consider the changes in date, time, venue, or meeting format of Annual General Meeting of Shareholders for the year 2023 in the event that the scheduled meeting cannot be held.

Please be informed accordingly,

Yours Sincerely,



(Mr.Opas Cherdpant)

Chief Executive Officer

M Vision Public Company Limited