



Criteria for shareholders to propose Agendas, Director Nominee and Questions in advance
for the 2020 Annual General Meeting of Shareholders

Objectives

M Vision Public Company Limited (“the Company”) considers the rights and interests of all groups of shareholders, such as majority shareholders, minority shareholders, individual shareholders or institutional shareholders for equality and fair treatment. In order to facilitate and provide the opportunity to shareholders to participate in attending the Annual General Meeting of shareholders in response to the promotion of good corporate governance. The Company, therefore, draws up the criteria to allow shareholders to propose agenda, to nominate candidates for appointing as Directors and to propose question in advance for the Annual General Meeting of Shareholders (“AGM”).

1. The Qualifications of shareholders

Qualifications of shareholder who is eligible to propose matters to be included as an agenda, to nominate candidates for appointing as Directors and to propose question in advance of the AGM is required to possess the following qualifications:

- 1.1 Must be the Company’s shareholder, an individual shareholder or a group of shareholders of the Company, holding a minimum of 5 percent of the Company’s total voting rights.
- 1.2 Must have held those shares in proportion with those specified in section 1.1 and must held those shares by the date that the shareholder(s) propose the agenda and the nominate candidates for appointing as Directors.

2. Conditions for proposing the agenda

The Board of Directors reserves the right to decline any proposed agenda item if it considers that any of the following is applicable:

- 2.1 The matter that violates the law, announcements, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, the articles of association, the shareholders’ resolution, the good corporate governance or the business ethics of the Company.
- 2.2 The matter that is under the power and authority of the Company, unless it has significant impact on the shareholders in general.
- 2.3 The matter that is beyond the authority of the Company to take action to achieve the desired results.
- 2.4 The matter that the Company has already undertaken.



- 2.5 The matter that is proposed by the shareholder whose qualification is not comply with those specified in section 1.
- 2.6 The matter that is not beneficial to the Company or is beneficial to a specific person or group persons.
- 2.7 The matter that information provided is incomplete or incorrect; or proposed by those shareholder(s) who cannot be contacted or after required timeline.

Procedures for Consideration

1. The qualified shareholder must write an official letter to propose the agenda by filling in the “Agenda Proposal Form for the Annual General Meeting of Shareholders”, and sign the name as evidence, and enclose it with other supplementary documents as required by the remarks.
2. In case of many qualified shareholders have jointly proposed the agenda, every proposing shareholder must separately fill out the “Agenda Proposal Form for the Annual General Meeting of Shareholders” and sign their names as evidence, and consolidate all the forms into one set for submitting.
3. The Company Secretary will preliminary review, including verify the documents and evidences, the proposed agenda before proposing to the Board of Directors.
4. The proposed agenda for the AGM approved by the Board of Directors will be included in the agenda and remarked as agenda from shareholders. The Justification for rejection of any proposed agenda by the Board of Directors will be notified to the proposers and declared in the AGM.
5. The Company reserves the right to decline the proposed agenda for the AGM in case of the information provided are incomplete or the enclosed documents/evidences are inadequate as required by the Company.

3. Conditions for proposing the Director Nomination

The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:

1. Being possess the required qualifications and do not possess the prohibited characteristic set by the Public Limited Companies Act, the Securities and Exchange Act, the principles of Good Corporate Governance and the Articles of Association of the Company.
2. Being knowledgeable, proficient and experienced in a manner beneficial for the Company's operations.



3. Being responsible and able to dedicate time for the benefits of the Company as his/her duties and being available to attend the Company's meeting on a regular basis.
4. Should not serve as a director in the business enterprise which same nature to the Company.
5. Should not serve as a director more than 5 listed companies.

Procedures for Consideration

1. The qualified shareholder must write an official letter to propose the nominations by filling in the "Director Nomination Proposal Form for the Annual General Meeting of Shareholders", and sign the name as evidence.
2. In case of many qualified shareholders have jointly proposed the nominations, every proposing shareholder must separately fill out the "Director Nomination Proposal Form for the Annual General Meeting of Shareholders" and sign their names as evidence.
3. The director nominated candidate must sign his/her name in the "Director Nomination Proposal Form for the Annual General Meeting of Shareholders", and enclose it with other supplementary documents as required.
4. The Company Secretary will preliminary review the form of director nomination proposal and qualification of the nomination of directors, including preliminary verify documents and evidences, before proposing to the Nomination and Remuneration Committee.
5. The Nomination and Remuneration Committee consider the nominees' qualification based on its process and propose to the Board of Directors for consideration.
6. The candidates approved by the Board of Directors will be included in the agenda and remarked as "nominated candidate for appointing as a director proposed by shareholders" in the Notice AGM along with the Board of Directors' opinions. The Justification for rejection of any proposed candidates will be notified to the proposers and declared in the AGM.
7. In all cases the Board of Directors' judgment is deemed the matter comes to an end.

4. Conditions for proposing the questions in advance

Matter of Question

1. Must be relevant to the agenda of the 2020 AGM as follows:
 - 1) To acknowledge the report of the company's last year operating results
 - 2) To determine remuneration for the Board of Directors, Audit Committee and Nomination and Remuneration Committee
 - 3) To appoint the auditors and to determine the auditor's fees
2. Should be relevant to the Company



Procedures for Consideration

1. The qualified shareholder fill in the "Proposed Question Form for the 2020 Annual General Meeting of Shareholders in advance", enclose it with supporting documents/evidences as required.and sign the name as evidence.
2. Company Secretary will collect questions from shareholders to the Board of Directors for consideration. The questions approved by the Board of Directors will be clarified at the AGM for giving a chance to other shareholders to acknowledge the information equally.
3. The company reserves the right to decline the proposed inquiries in case of the information provided or documents/evidences enclosed are incomplete or incorrect; or those shareholders cannot be contacted.

5. Chanel for submitting proposals

- 5.1 The fully qualified shareholder(s) , as specified in in section 1, can deliver the all original documents to the Company by January 31, 2020 via registered mail at

Company Secretary
M Vision Public Company Limited
11/1 Soi Ramkhamhaeng 121
Ramkhamhaeng Rd. Huamak
Bangkapi Bangkok 10240

- 5.2 May submit an unofficial copy in advance via

- corporate secretary's email address at ir@mvisioncorp.com
- facsimile: 02-735-2719

6. Submission period

from November 25,2019 to January 31, 2020