

บริษัท เอ็ม วิชั่น จำกัด (มหาชน)

M Vision Public Company Limited

หนังสือเชิญประชุมสามัญผู้ถือหุ้น

Invitation letter to the Annual General Meeting of Shareholders

ประจำปี 2563

For the year 2020

วันที่ 29 กรกฎาคม 2563 เวลา 14.00 น.

On July 29, 2020 at 14.00 hrs.

ณ ห้องสัมมนา ชั้น 12 บริษัท สิทธิผล 1919 จำกัด
999 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120

At the Seminar room, 12th floor, The Sittipol 1919 Company Limited
999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120

ลงทะเบียนเวลา 13.00 น.

Registration at 13.00 hrs.

เพื่อให้สอดคล้องกับแนวทางที่หน่วยงานกำกับดูแลได้รณรงค์ให้บริษัทจดทะเบียน
ทบทวนการแจกของชำร่วยในการประชุม บริษัทของดแจกของชำร่วยในการประชุมผู้ถือหุ้น

To comply with the guidelines given by the regulatory bodies, which encourage listed companies to review
their practice of giving gifts at the meetings, the Company would not provide gifts
at the meeting of shareholders.

Guidelines for conducting the Annual General Meeting of Shareholders for the year 2020 of

M Vision Public Company Limited to prevent the spread of the Coronavirus 2019 (COVID-19)

M Vision Public Company Limited (“the Company”) has been monitoring and is of concern about the situation regarding the current spread of the Coronavirus disease 2019 (COVID-19), as well as the health of the meeting attendees. In order to be in line with the guidelines regarding the solutions for holding shareholders’ meeting of listed companies with regard to the spread of the Coronavirus disease 2019 (COVID-19) situation issued by the relevant agencies, e.g., the Security and Exchange Commission Office, and the Stock Exchange of Thailand, Bangkok Metropolitan Administration, as well as recommendations on prevention and control of the Coronavirus disease 2019 (COVID-19) for meetings, seminars or other comparable events specified by the Department of Disease Control, Ministry of Public Health. The Company would like to inform the guidelines for the meeting attendees as follows:

1. The Company reserves the right to not allow shareholders or shareholders who are close to travel to or from the country which is a contagious area for dangerous communicable diseases as announced by the Ministry of Public Health Regarding areas outside the Kingdom that are in dangerous contagious zones, less than 14 days to attend the meeting. In this regard, the Company recommends that shareholders grant proxies to independent directors instead of attending the meeting in person. As specified in the Proxy Form B (Details of the Proxy Form as [Attachment 7](#)).

2. The Company reserves the right to attend the meeting in the event that a shareholder has any symptoms of a respiratory disease such as fever, cough, sore throat, sneezing, runny nose. By requesting the cooperation of shareholders who have said symptoms no attendance at the Annual General Meeting of Shareholders. In this regard, the Company recommends that shareholders grant proxies to independent directors instead of attending the meeting in person. As specified in the Proxy Form B (Details of the Proxy Form as [Attachment 7](#)).

3. The Shareholders desire to attend the meeting in persons. In case the shareholders desire to attend the meeting in person, the Company would like to request your highly cooperation to follow the Company’s measure to prevent and minimize the risks of the COVID-19 disease spreading as follows;

3.1. The shareholders are requested to answer the self-screening questionnaire on Coronavirus 2019 (COVID-19). All covered health or travel information shall violate provisions under the Communicable Diseases Act B.E.2558 (2015).

3.2. The Company would like to reserve not to allow shareholders with the risks attend the meeting. In case of shareholders traveling to or returning from foreign countries or closed to those who traveling to or returning from foreign countries, especially the risk countries according to the announcement of the Ministry of Public Health in less than 14 days before the meeting and the case of shareholders who have temperature exceed 37.5 degrees Celsius.

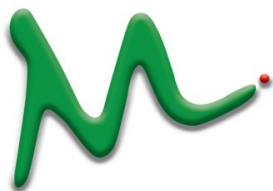
3.3. The Company has organized the meeting venue to avoid crowded meeting area with appropriate social distancing of at least (1-2 meters) in the areas such as the temperature-screening point, document screening point and registration counter includes seats in the meeting area, which would be available approximately 30 seats. However, after the registration, each attendee will be assigned a seat number and will not allow to change the

seats number for disease prevention or in case of tracking follow up the attendees are needed due to any unforeseen circumstance. Once the seats are fully occupied, shareholders will be asked for your cooperation to grant proxy instead.

- 3.4. Before the meeting, the venue shall be cleaned. The Company kindly asks the shareholders to clean their hands with the sanitizer (alcohol gel) at the areas where the Company provides.
 - 3.5. Shareholders are requested to prepare and wear a facemask at all times and the Company has also provided facemasks. Shareholders must pass the health screening before entering the meeting area and the Company would hold the rights to not allow any shareholders who do not pass the health screening to enter the meeting area. However, shareholders who do not pass health screening could grant the proxy to the Company's Independent Directors and vote on shareholders' behalf.
 - 3.6. Shareholders who pass the health screening are required to put a sticker on and wear facemask all the time during the meeting.
 - 3.7. Shareholders who wish to ask questions during the meeting are kindly requested to write down and submit the questions by sending to the Company's staff to forward to the Chairman.
 - 3.8. The Company kindly asks all meeting attendees to refrain from eating food in the meeting room; however, the Company will prepare drinking water for meeting attendees throughout the entire duration of the meeting.
4. If there are suspicious cases that there is a risk, please notify the company personnel immediately.

If there is any change of the situation or additional related measure required from the Government Official, the Company will notify shareholders via the company's website, www.mvisioncorp.com.

The company would like to thank the shareholders very much and look forward to receiving your cooperation as well.



Date: July 3, 2020

Subject: Invitation to the Annual General Meeting of Shareholders of 2020

Attention: Shareholders of M Vision Public Company Limited

- Attachments:
1. Copy of Minutes of Annual General Meeting of Shareholders of 2019;
 2. Annual Report and the Company's financial statements of 2019 for the fiscal year ended December 31, 2019 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 the appointment of proxy, registration, documents required to attend the meeting, 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 Profile of Independent Director nominated for appointment as a proxy for the meeting;
 7. Proxy;
 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. 5/2020 resolved to convene the Annual General Meeting of Shareholders of 2020 (“**the Meeting**”) on Wednesday, July 29, 2020, at 14.00 hrs. at the Seminar Room, 12th floor, The Sittipol 1919 Company Limited, 999 Rama 3 Road, Bang Pongphang, Yannawa, Bangkok 10120, to consider the following agenda items.

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of 2019

Facts and Rationale: The Company held the Annual General Meeting of Shareholders of 2019 on April 25, 2019 to consider matters according to the agenda specified in the invitation. The minutes of meeting was prepared and submitted to the Stock Exchange of Thailand within 14 days as from the meeting date, as well as published on the Company's website, www.mvisioncorp.com, details of which are as shown in Attachment 1.

Board of Directors' Opinion: The Board deemed that the minutes the Annual General Meeting of Shareholders of 2019 was accurately recorded, and it was appropriate to propose

the Minutes of the Annual General Meeting of Shareholders of 2019 for consideration of adoption by the Annual General Meeting of Shareholders.

Resolution: This agenda requires 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 result for the year ended December 31, 2019

Facts and Rationale: The Company summarized the Company's operating result and significant development which occurred in the fiscal year 2019, details of which were delivered to and published by the Stock Exchange of Thailand and the Company's Annual Report of 2019, details of which are as shown in Attachment 2.

Board of Directors' Opinion: The Board deemed appropriate to submit the Company's operating result of 2019 for acknowledgment of the Annual General Meeting of Shareholders.

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

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

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 statements at the end of the Company's accounting period, 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 accounting period ended December 31, 2019, are as shown in the Company's Annual Report of 2019, Attachment 2.

Board of Directors' opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements for the accounting period ended December 31, 2019, which were audited by the certified external auditor and approved by the Audit Committee.

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

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

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 to the Annual General Meeting of Shareholders to consider and approve the omission of distribution of net profit for the Company's operating performance in the accounting period ended December 31, 2019, as legal reserve, and to consider and approve to omit the distribution of net profit for the accounting period ended December 31, 2019, as dividend, due to the operating performance in the year 2019 sustains an accumulated loss.

Resolution: This agenda requires 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 Company's auditor and determination of the audit fee for 2020

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 auditor and determine the audit fee for every fiscal year. In addition, according to the Notification of the Securities and Exchange Commission No. TorJor. 75/2561 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Result of Listed Company (No. 14), the Company was required to comply with regulations regarding rotation of the auditor, whereby the auditor, who has performed the auditing services to the Company for 7 years consecutively, shall cease his/her auditing services to the Company for a consecutive period of 5 fiscal years. In this regard, the rotation may be made by appointing other auditors in the same auditing firm in replacement of the previous auditor, without having to change the auditing firm.

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 Company Limited to be the Company's auditors as per the following details:

Name of Auditors	Certified Public Accountant Number	Number of Years Engaged in Auditing Services to Company
Mr. Pradit Rodloithuk	218	4 years (2016-2019)
Ms. Nongram Laohaareedilok	4334	-
Mrs. Pornthip Lerdthanongsak	7633	-
Ms. Chamaporn Rodloithuk	9211	-

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 Company Limited to be the Company's auditors:

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

The aforesaid auditors shall audit and express an opinion on the Company's financial statements. The audit fee for 2020 is amount of Baht 1,000,000.

Description	AST Master Company Limited		Increase (Decrease)
	Year 2019	Year 2020 (Proposed year)	
To audit annual financial statements	620,000	640,000	20,000
To review quarterly financial statements	330,000	360,000	30,000
Total	950,000	1,000,000	50,000

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

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

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 2020, there are 3 directors who are due to complete their terms are as follows:

Name of Directors	Title
1. Mr. Tharathorn Yuangbhandith	Director/Executive Director/Chief Operating Officer
2. Mr. Teerawat Suwanpinij	Director/Executive Director/ Chief Information Officer
3. Ms. Prapimpan Lertsirisin	Director/Executive Director/Chief Marketing Officer

The Company had invited shareholders to nominate candidates to be elected as the Company's directors during November 25, 2019 to January 31, 2020 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 Public Companies Limited Act B.E. 2535 and relevant notifications of the Securities and Exchange Commission and the Stock Exchange of Thailand, 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 the directors 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. Tharathorn Yuangbhandith
2. Mr. Teerawat Suwanpinij

3. Ms. Prapimpan Lertsirisin

Resolution: This agenda requires 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 2020

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 remuneration of the directors for 2020 at the same rates applied in 2019 as follows:

Position	Meeting Allowance per Time in 2019	Meeting Allowance per Time in 2020 (Proposed year)
Board of Directors - Chairman of the Board - Director	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
Audit Committee - Chairman of the Audi Committee - Member of the Audit Committee	Baht 15,000 Baht 10,000	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	Baht 15,000 Baht 10,000
Nomination and Remuneration Committee * - Chairman of the Nomination and Remuneration Committee - Member the Nomination and Remuneration Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000

*In this regard, directors, who are involved with the management of the Company, shall not be entitled to receive such remuneration for 2020 and 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 directors for 2020.

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

Agenda 8 To consider and approve the amendment of the Company's Articles of Association

Facts and Rationale: To comply with the Emergency Decree on Meeting by Electronic Medias B.E. 2563 permitting meetings through electronic medias, the Company deemed appropriate to amend the Company's Articles of Association to comply with such regulations, in total of 3 clauses, 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)</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 shareholders and the</p>

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>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.</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>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) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</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) days in advance of the date of the meeting. In the subsequent meeting no quorum is required.</p>

Board of Directors' opinion: Agreed to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association of 3 clauses as proposed.

Resolution: This Agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 9 To approve the amendment of the Company's Memorandum of Association Clause 3 (Objectives)

Facts and Rationale: To make objectives of the company consistent with the current nature of its business operations, as well as business according to the Company's future plans, the Company deemed appropriate to amend parts of the objectives in Articles 45 and 53 and add 4 new objectives, Articles 57 to 60, totaling 60 articles, as follows:

Current objectives	Proposed new amendments of objectives
Article 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>	Article 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.
Article 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.	Article 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.
-	Article 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.
-	Article 58. To trade and sell of accommodation vouchers.
-	Article 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.
-	Article 60. To trade, purchase, sell, exchange, rent, repair and import of motorcycles, electric motorcycles, toys, including spare parts and components of such products.

Pursuant to the amendment of the Company's objectives, the Memorandum of Association Clause 3. Shall also be revised 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.

Board of Directors' opinion: It is appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to the Memorandum of Association Claus 3. (Objectives) of the Company by modifying part of the objectives in Articles 45 and 53 and adding 4 new objectives, item 57 to 60, totaling 60 Articles, as proposed.

Resolution: This Agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the rights to vote.

Agenda 10 Other matters (if any)

The Company fixed the Record Date for the shareholders eligible to attend the Annual General Meeting of Shareholders of 2020 on June 19, 2020.

To facilitate the shareholders to access information more conveniently and quickly, the Company has also published the invitation to the Annual General Meeting of Shareholders of 2020 together with the 2019 Annual Report, Proxy Form A, Form B and Form C and other documents relating to this meeting on the Company's website, www.mvisioncorp.com since July,3 2020.

In order to control and prevent the spread of Coronavirus disease 2019 (COVID-19), the Company encourages the shareholders to appoint an independent director, as their proxy, to attend the meeting and cast votes on their behalves. The profile of the independent director nominated for appointment as the proxy for the meeting are as shown in Attachment 6. The Company would like to request for your coordination to deliver the Proxy Form to the Company by July 23, 2020 by sending to the following address:

*Company secretary
M Vision Public Company Limited
11/1 Soi Ramkhamhaeng 121,
Huamak Sub-district, Bangkok District,
Bangkok 10240*

Should you need any clarification with respect to agenda of the meeting, please kindly send your query to our investor relations team via the email ir@mvisioncorp.com or send a letter to M Vision Public Company Limited at 11/1 Soi Ramkhamhaeng 121, Ramkhamhaeng Road, Huamak Sub-district, Bangkok District, Bangkok 10240 between July 3 - July 24, 2020.

In order to allow the registration for the attendance of the Meeting to be carried out smoothly and efficiently, the shareholders and proxies can register for the meeting attendance from 13.00 hrs. onwards. The shareholders are recommended to study the registration procedures and to prepare all documents that are required on the meeting date, and to study the voting and meeting procedures as specified in Attachment 4. The Company will conduct the meeting in accordance with the Company's Articles of Association in Attachment 5.

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

Yours sincerely,
M Vision Public Company Limited

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a stylized, somewhat abstract shape.

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

**Minutes of Annual General Shareholders Meeting of 2019
M Vision Public Company Limited**

Date, Time and Venue

This meeting was held on 25 April 2019 at 13:00 hrs at Bangkok International Trade & Exhibition Centre Silk 1 Meeting Room No. 88 Bangna-Trad Road (KM.1), Bangna Tai Sub-district, Bangna District, Bangkok.

Meeting Commencement

Miss Boonyanuch Woottiganjanakul, acted as the conductor for the Annual General Shareholders Meeting of 2019 (“the Meeting”) of **M Vision Public Company Limited** (“the Company”), introduced the directors, auditors and legal advisors who attended the Meeting as follows.

Attending Company's Directors

- | | |
|----------------------------------|--|
| 1. Mr. Thanong Leeissaranukul | Chairman of the Board of Directors, Independent Director |
| 2. Asst. Prof. Orathai Wanichdee | Director, Chairman of the Audit Committee and Independent Director |
| 3. Dr. Natthakit Thewphaingarm | Director, Member of the Audit Committee and Independent Director |
| 4. Mr. Kongphan Pramroj | Director, Chairman of the Audit Committee and Independent Director |
| 5. Mr. Tharathorn Yuangbhandith | Director / Chief Operating Officer |
| 6. Mr. Teerawat Suwannapini | Director / Chief Information Officer |
| 7. Miss Prapimpan Lertsirisin | Director / Chief Marketing Officer |
| 8. Miss Apsorn Wilartsakdanon | Director / Chief Financial Officer |

Auditor of AST Master Co., Ltd.

Miss Chamaporn Rodloytuk

Legal Advisors from Legal Advisory Council Limited

1. Mr. Chatiporn Baramee
2. Miss Sanisri Chiravisuthikul
3. Miss Wethaka Saenprom

The conductor informed the Meeting that Mr. Opas Cherdpunt, Director and Chief Executive Officer, was occupied with an emergency affair and was unable to attend the Meeting.

In this Meeting, there were shareholders personally attending and by proxy totaling 25 persons, holding overall shares of 113,193,311 shares, or amounting to 56.5966 percent of the overall sold shares of the Company. Thus, the quorum was attained pursuant to the Company's Articles of Association.

Prior to the commencement of the agendas, Mr. Thanong Leeissaranukul, Chairman of the Board, who acted as the chairman of the Meeting (“Chairman”) had given an opening address to the Annual General Shareholders Meeting of 2019. Thereafter, the conductor has informed the Meeting that the Company has invited and informed the information regarding today's Meeting to shareholders via 3 channels as follows.

1. The Company had delivered Meeting invitations to all shareholders via mail on 11 April 2019.
2. The Company had announced the invitation in Data Business Law Newspaper on 17-19 April 2019.
3. The Company had posted the details to the Meeting in the Company's website, and welcomed shareholders to propose meeting agendas and queries in advance and to nominate persons to act as directors from 30 November 2018 to 31 January 2019.

The conductor informed the Meeting on the voting criteria and detail of each agenda as follows.

1. For voting in each agenda, shareholders and proxies may vote in accordance to their shareholding or amount of share assigned. Each share would constitute 1 vote. The vote may not be divided. For type B proxies, whose assignor had specified the votes, the proxy must vote accordingly. Voting may be casted as approve, disapprove or abstain. Shareholders who had special interest in any matter may not vote in such matter.
2. The registering officer shall print ballots for the following cases.
 - (1) Attending shareholders;
 - (2) Proxies. In case the assignor granted voting right to proxies in specified agendas.

The registering officer shall not print ballots in case the assignor had specified their vote in specific agendas and assigned proxies to attend the Meeting on their behalf and vote accurately to the assignor's intention.

3. Prior to the ballot collection, in order to approve in each agenda, attendees may inquire on matters relating to such agenda. In case attendees wished to inquire, they may raise their hands and inform their name and last name and clarify if they were personally attending shareholder or proxy. For other queries unrelated to the agenda, the Company would offer opportunities to inquire in other agenda.
4. To tally the votes, the Company shall use the barcode tallying system for convenience and promptness of shareholders and proxies. The Company would tally the votes by inclining to the approval votes. To vote in each agenda, the Company would collect the ballots in case the attendees voted disapprove and abstain only. Except for agenda 6 on electing directors, this agenda required individual vote that constituted majority vote of shareholders who attended and voted. The Company would collect all the ballots either to approve, disapprove or abstain.
5. In case any shareholder and proxy wished to leave the Meeting before the Meeting had adjourned, if they wished to vote in the remaining agenda, they were requested to deliver the signed ballot to the officer before leaving the meeting venue in order for the Company to record the vote.
6. The result of the vote in each agenda shall be informed at the end of the tally.
7. In case of a tie, the Chairman would make one additional vote as the casting vote.

The approval resolution in each agenda would be as follows; agenda 1, 3, 4, 5 and 6 required approval by majority vote of shareholders who attended and voted, and the abstain vote would not be counted as calculation base. Agenda 7 required approval by no less than two-thirds of

the overall votes of shareholders who attended. Agenda 2 which was for acknowledgement, required no voting.

The Meeting conductor inform the Meeting that in order to express transparency and good governance, the Company provided a legal advisor, an auditor and a shareholder representative to act as observers and witnesses of the tally. The conductor further informed the Meeting that if attendees wished to vote in the ballot, they are requested to do so by signing their names by ink first in each occasion. Any person who wished to make a query was requested to state their name and last name first at each occasion.

Thereafter, the Meeting conductor carried out the Meeting in accordance with the agendas specified in the meeting invitation respectively as follows.

Agenda 1 **To approve the Minutes of Annual General Shareholders Meeting of 2018**

The Chairman informed the Meeting that this agenda was to approve the Minutes of Annual General Shareholders Meeting of 2018 held on 2 March 2018. The copy of the minutes was as detailed in **Enclosure 1**.

The Meeting conductor welcomed queries relating to this agenda from the Meeting. No queries were raised. The Meeting conductor then proposed the Meeting to approve the Minutes of Annual General Shareholders Meeting of 2018. This agenda required majority vote of shareholders who attended and voted (abstain vote excluded).

Resolution The Meeting passed a resolution to approve the Minutes of Annual General Shareholders Meeting of 2018 held on 2 March 2018 by the following votes.

Approve	115,388,111	votes	totaling	100.0000	percent
Disapprove	-	votes	totaling	-	percent
Abstain	-	votes	excluded		
Void	-	votes	excluded		

Remark Prior to the voting in agenda 1, there were 4 additional shareholders who attended the Meeting causing the number of shareholders who attended and had voting right prior to the voting of agenda 1 to be 29 persons. The number of total shares were 115,388,111 shares.

Agenda 2 **To acknowledge the Company's overall operation of 2018 ended 31 December 2018**

The Chairman assigned Miss Prapimpan Lertsirisin, Chief Marketing Officer, and Miss Apsorn Wilartsakdanon, Chief Financial Officer, to report on this agenda.

Miss Prapimpan Lertsirisin, Chief Marketing Officer, informed the Meeting that the Company had held Thailand Mobile EXPO since 2007 for a period longer than 13 years. The turnover of the previous Thailand Mobile EXPO in 2018 yielded the highest income ever since the first expo and the number of attendees increased more than 10 percent. The highest amount of turnover money was Baht 2,000 million. And it was the last time that the expo would be held at Queen Sirikit National Convention Centre. In 2019, Thailand Mobile Expo would be held at Bangkok International Trade & Exhibition Centre. The number of expos held would be 3 times, same as before.

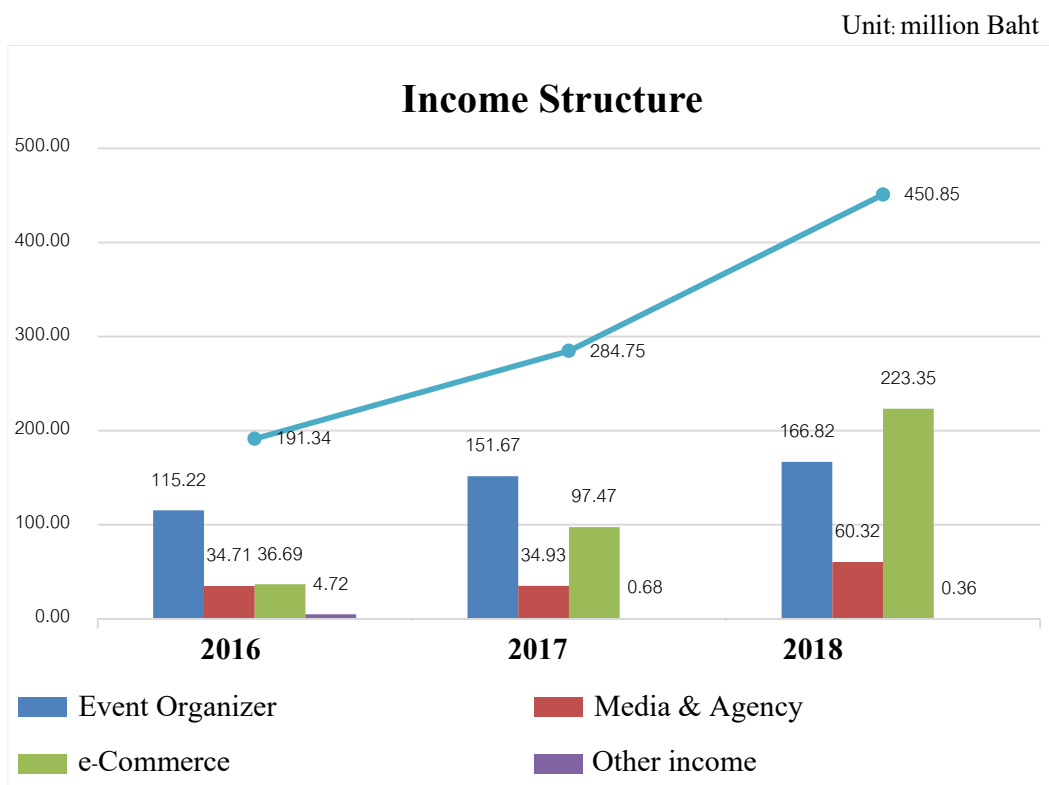
Further clarification would be addressed in other agendas on changes in Thailand Mobile EXPO of 2019.

Thereafter, Miss Apsorn Wilartsakdanon, Chief Financial Officer, informed the Meeting that the Company's operation is separated into 3 main parts which are:

1. Event Organizer
2. Media and Agency
3. E-commerce

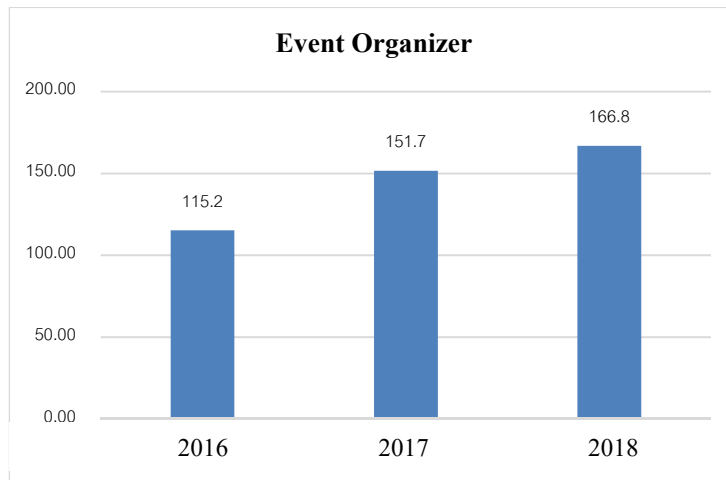
Miss Prapimpan's clarification above was Event Organizer operation, in which Thailand Mobile EXPO is part of the said operation. Furthermore, new expansion of operation was made which is Sport Tourism. Previously, there was organization of MV Caravan. In 2018, the Company had 73 caravans for service. The Company is the first to provide a full range of sports and travel services and is the only operator that has the most rental cars in Thailand. The service provision of caravans and tents was for sport events such as Chombueng Marathon, which was held continuously for 33 years. Aside from sport events, the Company also provides caravans for tourism such as fruit orchard for camping service on the weekends or for music festivals. The number of caravans for service in 2018, when comparing to 2017, has increased by more than 200 percent. Moreover, there were EV Trucks to provide additional transportation and package delivery services.

Consequently, Miss Apsorn Wilartsakdanon, informed the detail of income structure and business growth of each operation to the Meeting as follows.

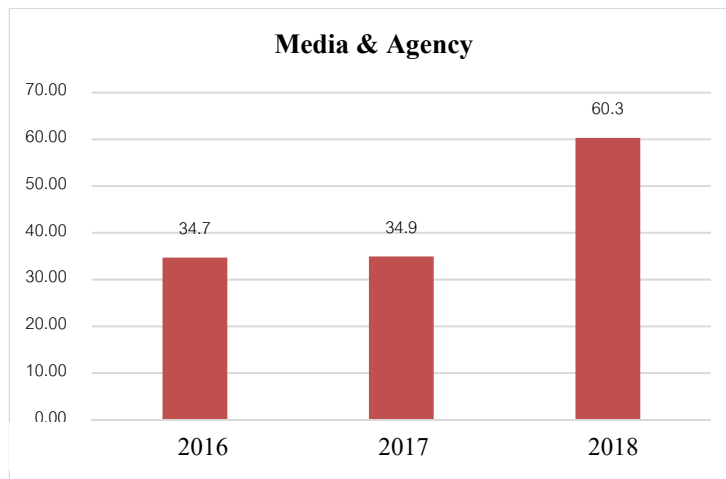


Detail of performance of each operation

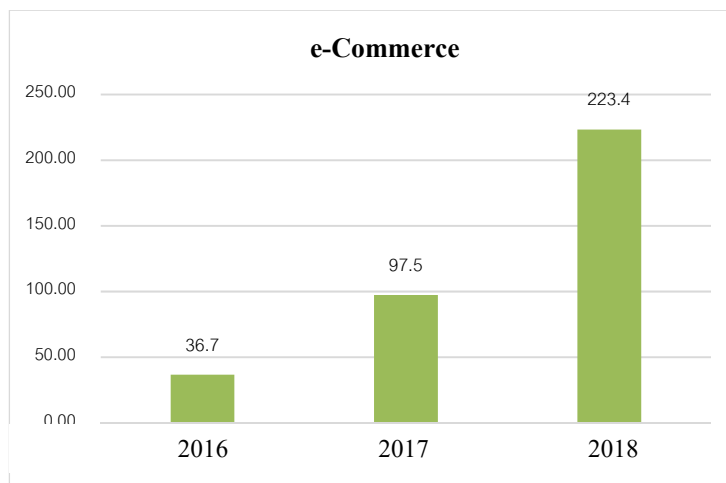
Unit: Baht million



Unit: Baht million

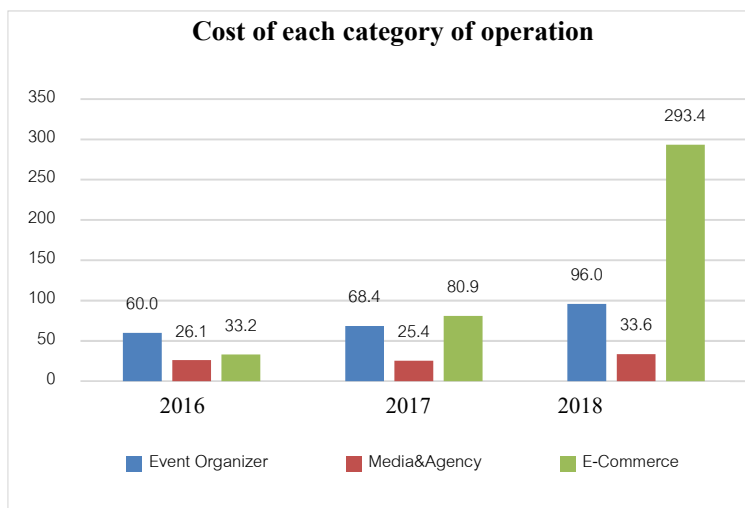


Unit: Baht million

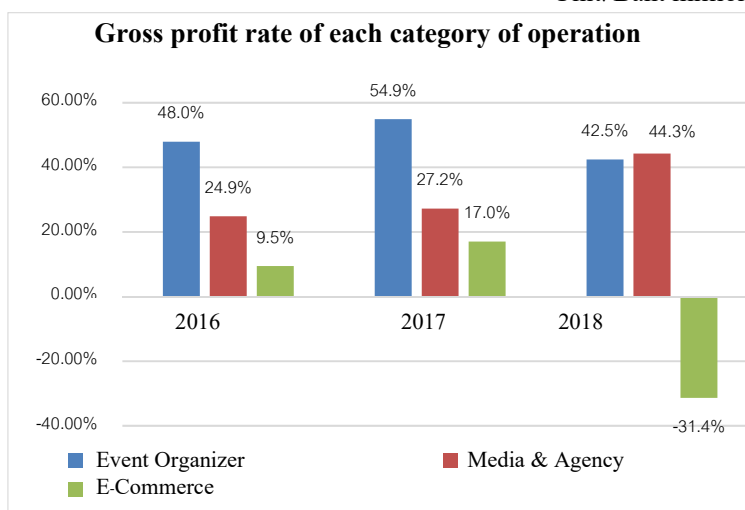


Cost of each category of operation, gross profit rate of each category of operation, expense in sale and management and ratio of expense in sale and management per net income and net profit and net profit rate

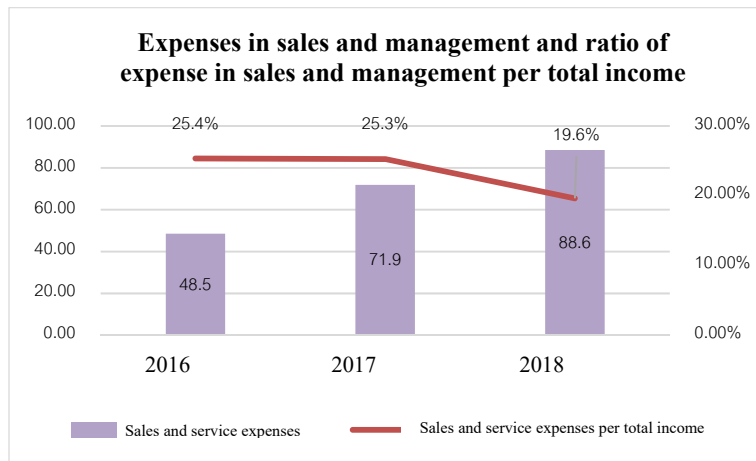
Unit: Baht million



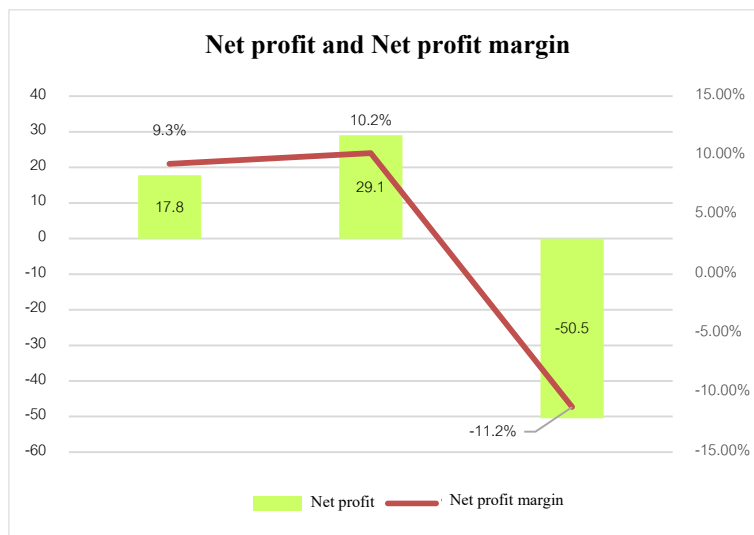
Unit: Baht million



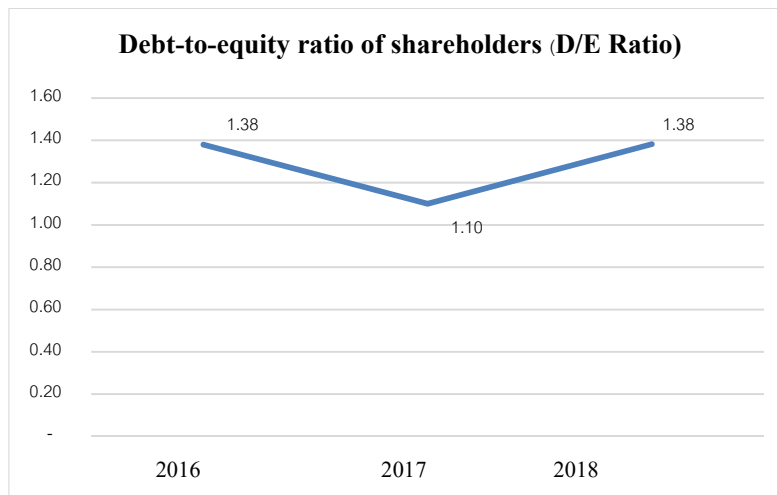
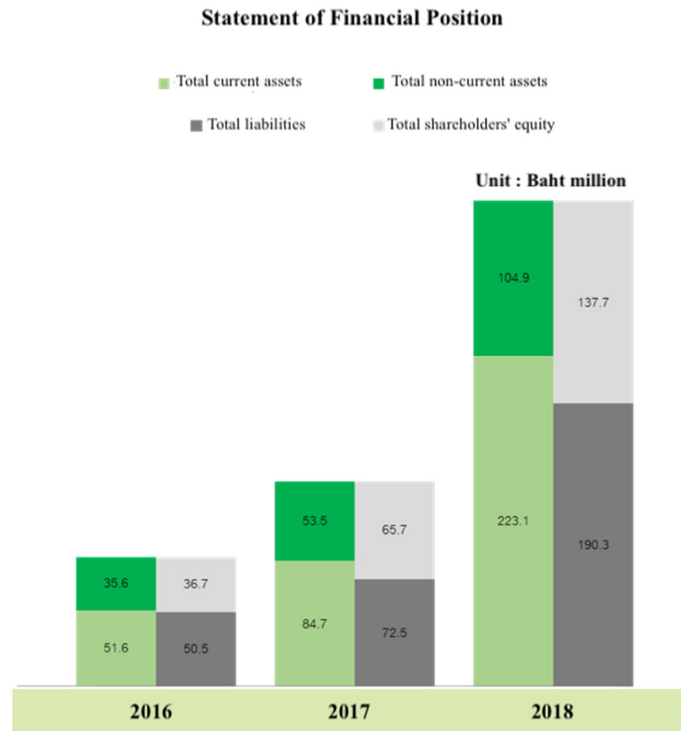
Unit: Baht million

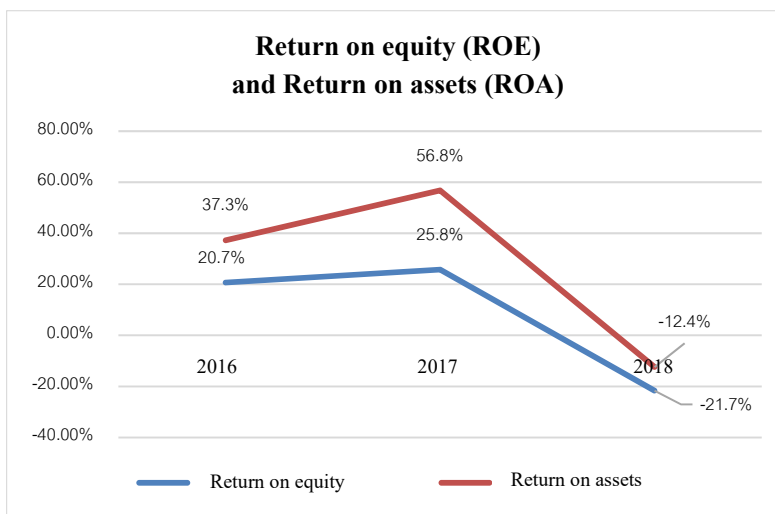


Unit: Baht million



Statement of Financial Position





The Meeting conductor welcomed queries relating to this agenda from the Meeting Shareholders and proxies inquired as follows.

1. Ms. Waralee Wanichsatian, attending shareholder, requested the Company to further clarified on Media & Agency and Caravan operations.

Answer Miss Prapimpan Lertsirisin, Chief Marketing Officer, clarified that Media operation is the Company's existing business. The Company had expanded to online work and currently has approximately 10 websites such as www.whatphone.net. Most websites are relating to mobile phone business. As for agency work, the Company acts an agent in the planning of purchasing advertising media for business partners.

2. Ms. Waralee Wanichsatian, attending shareholder, further inquired on which kind of business is the Company's big portion.

Answer Miss Prapimpan Lertsirisin, Chief Marketing Officer, clarified that it is event organizer business, which may be separated in to 2 categories i.e. mobile, sport and tourism, in which caravan operation is included in tourism. As for caravans, they are not for personal lease but for event organizer business. For the period that no events took place, they would be leased by resorts.

3. Mr. Mana Ganleka, attending shareholder, inquired that upon consideration of the Company's turnover in the previous 3 years, there was a loss in the sales operation. He inquired on whether there were any direction or plan to generate profit in the sales operation. Moreover, what is the amount of loss of BNK.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that the future direction or plan of the Company would be explained to the Meeting in agenda 8. Thus, clarification would be provided in agenda 8 henceforth. For the loss of BNK at the amount of Baht 106 million, of which the profit of 2018 would be comparable to the profit of 2017 had there been no BNK project.

4. Mr. Anu Wongwonkij, attending shareholder, inquired on current mobile phone business such as iPhone, which has a decreasing tendency in sales. And the new

model was not met with good response due to the saturation in mobile phone business. As well as the Company's move of venue to Bangkok International Trade & Exhibition Centre, which caused the increase in the rental cost of the venue. And the Company may be required to seek new customers or new model of mobile phones. He would like to know if the Company had any concerns. Moreover, as the cost of event organizer is moderately high for caravan work, he would like to know if the Company leased or purchased the caravans, which would incur depreciation and maintenance fee. And even though Thailand has many events but rainy season or summer may affect the events. Thus, he would like to know the Company's guideline in management and how much value is public relations business generating for the Company. Finally, e-commerce operation which is currently under moderately high amount of litigation against BNK, what is the amount of reserve set out by the Company?

Answer Miss Prapimpan Lertsirisin, Chief Marketing Officer, clarified that the move of event venue to Bangkok International Trade & Exhibition Centre required advertisement. Thus, the Company's cost in marketing increased. As for the venue rental fee, the Company estimated that it is comparable to the rental fee of the former venue. Moreover, at the beginning of 2018, the Company organized Thailand Mobile EXPO which was very successful and earned the Company new customers. Thus, the move to Bangkok International Trade & Exhibition Centre was met with good response. As for the mobile phone business, even though the turnover had decreased, the Company also operates a business on mobile phone related products. And E-Sport business is considered mobile related also because everyone plays games on mobile phones and uses mobile phones as part of daily life. As for event organizer, even though the Company's main business is mobile expo organization, but the Company organizes various types of events at the same time.

5. Mr. Anu Wongwonkij, attending shareholder, inquired that due to majority of people preferring online shopping which is convenient, and the price is not very different, he would like to know the Company's policy on the matter.

Answer Miss Prapimpan Lertsirisin, Chief Marketing Officer, clarified that the Company's Thailand Mobile EXPO has a tendency to grow, this issue would be clarified in detail in another agenda. The Company had expanded the event area and increased mobile related operation and E-Sport. Furthermore, if anyone is up-to-date on the news during the beginning of 2019, flip mobile phones would resume their population, which would enable development in mobile phone business.

Mr. Theerawat Suwannaphinit, Director, added that Thailand Mobile EXPO is different than other mobile phone events because various mobile phone brands give out giveaways there more than other events. The value of mobile phone sales in Thailand Mobile EXPO is incomparable to the sales of other events.

6. Mr. Anu Wongwonkij, attending shareholder, inquired that for EV project, what are the operational plans for service and public relations consultant business.

Answer Mr. Thanong Leeissaranukul, Chairman of the Board, clarified that the Company would inform the Meeting on new businesses of the Company in

other agendas. And addressed shareholder's concern on the decrease of mobile phone sales that it is normal for popularity to shift in the mobile phone industry, unlike in other businesses that have a monopoly brand.

7. Mr. Sorawit Jatunat, attending shareholder, inquired on the progress of the litigation.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that such case is a breach of contract between the parties. It is under consideration of the court, which the Court of First Instance is expected to complete in 1 year.

Dr. Natthakrit Thewphaingarm, Director, added that such litigation is a case between the Company and a partnering company who operates online trading business. The issue of the case is whether the agreement between parties is a sale and purchase agreement or consignment agreement. The Company views that it is sale and purchase agreement because the nature of consignment agreement is an agreement in which a party consigns its goods and the other party would transfer the amount of money for the goods that are sold. However, for the agreement between the Company and the partnering company, the partnering company would transfer the money in full, which is not conventional for consignment agreements. Thus, it is construed initially as a sale and purchase agreement. The cause of litigation was that the partnering company had sold and received the goods but there were remaining goods. They requested to return the remaining goods. If the agreement was a consignment agreement, the goods may be returned. However, no return could be made for sale and purchase agreement because the title was transferred completely. The partnering company has the duty to sell the goods. The monetary value claimed by the partnering company is Baht 9 million. As the partnering company did not receive the goods completely and requested that the agreement be terminated, which was the cause of the litigation. Thus, the Company is required to relieve the damage because the Company has an abundance of inventory and the goods carry depreciation in a marketing aspect and technological advance. The Company's way of relieving the damage is to release the goods in the inventory. And due to the rapid sale, the Company had suffered damage. The Company then countersuit at the amount of Baht 106 million with interest rate of 7.5 per annum.

8. Mr. Sorawit Jatunart, attending shareholder, inquired on whether the Company still operates on magazine business and on the Company's turnover in the first quarter. Lastly, when will the ruling be passed on the said litigation?

Answer Miss Prapimpan Lertsirisin, Chief Marketing Officer, clarified that the Company had ceased the magazine business operation. The former personnel who was responsible for the magazine operation had switch to mainly online media operation. The magazines were made in a work-for-hire manner which generates income.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, further clarified that the turnover of the Company for the first quarter is currently under audit by the Company's auditors. A meeting is fixed in the beginning of this May and the

turnover is expected to be satisfactory. For the litigation, the Company was advised by the lawyers that the court would consider and it is expected that the Court of First Instance would pass a ruling in 1 year.

As no further queries were raised, the Meeting conductor informed the Meeting that this agenda was for acknowledgment. No voting was required.

Agenda 3 **To approve the annual financial statement for the year ended 31 December 2018**

The Chairman assigned Miss Apsorn Wilartsakdanon, Chief Financial Officer, to be the reporter for this agenda.

Miss Apsorn Wilartsakdanon, Chief Financial Officer, informed the Meeting that to comply with Section 112 of Public Limited Companies Act, B.E.2535 and the Company's Articles of Association Article 44 which specify that the Company must prepare a balance sheet and profit and loss account at the end of the fiscal year. And the certified auditors would verify prior to them being proposed to shareholders for approval.

The Company's financial statement for the fiscal year ended 31 December 2018 audited by certified auditor AST Master Co., Ltd. was delivered to shareholders as per **Enclosure 2**. The auditors viewed that financial statement of M Vision Public Company Limited, which is comprised of statement of financial position as of 31 December 2018, income statement, statement of changes in shareholders' equity and cash flow statement for the year ended the same day and notes to financial statement, as well as notes to summary of significant accounting policies, are accurate and appropriate in the materiality pursuant to Financial Reporting Standards and was reviewed by the Audit Committee on 26 February 2019. The synopsis of the financial statement is as follows.

Income statement (Unit : Baht Million)	2017	2018	%YOY
Income from sales	91.2	221.7	143.1%
Income from service	192.9	228.8	18.6%
Other income	0.7	0.4	(47.1%)
Total income	284.8	450.9	58.3%
Cost of sales	83.7	294.9	252.2%
Cost of service	91.0	128.0	40.7%
Selling expense	23.8	20.5	(14.2%)
Administrative expense	48.1	68.1	41.6%
Financial cost	1.2	2.4	104.2%
Profit (loss) before tax expense (tax income)	36.9	(63.1)	(271.0%)
Tax expense (Tax Income)	7.8	(12.6)	(261.4%)
Profit (loss) for year	29.1	(50.5)	(273.7%)

Statement of financial position (Unit: Baht Million)	2017	2018	%YOY
Current asset	84.7	223.1	163.5%
Non-current assets	53.5	104.9	96.1%
Total assets	138.2	328.1	137.4%
Current liabilities	44.1	124.0	181.3%
Non-current liabilities	28.4	66.4	133.5%
Total liabilities	72.5	190.3	162.6%
Paid-up registered capital	10.0	100.0	900.0%
Premium on ordinary shares	-	88.1	100.0%
Accrued profit (loss)	55.7	(50.4)	(190.5%)
Total shareholders' equity	65.7	137.7	109.6%
Total liabilities and shareholders' equity	138.2	328.1	137.4%

Cash flow statement (Unit: Baht Million)	2017	2018
Net cash received from (Used in) operating activities	31.0	(59.3)
Net cash used in investing activities	(14.5)	(37.7)
Net cash received from financing activities	3.6	108.1
Increase in cash - net	20.1	11.1
Cash and cash equivalents at the beginning of the period	10.7	30.8
Cash and cash equivalents at the end of the period	30.8	41.9

The Meeting conductor welcomed queries relating to this agenda from the Meeting Shareholders and proxies inquired as follows.

1. Mr. Anu Wonwankij, attending shareholder, inquired than upon consideration of the Company's income growth, why was the cost of the Company so high? As for the money from IPO, was it used up under the objectives? And does the Company have a plan to use the temporary investment budget? Moreover, due to the Company's business involvement with fashion, which carries depreciation of inventory, what is the Company's way of cutting off depreciation. Also, upon consideration of accounting standard it appears that there are high number of lease agreements. Lastly, due to the Company's high labor and there was amendment to labor law, what had the Company set out as reserves?

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that BNK project drove the Company's sales cost to increase. Whereas the service cost had increased due to event organizer, media & agency operations. For the event organizer, the Company leased an area for expo at Queen Sirikit National Convention Centre in 2018, which is an increase from 2017. The Company also did marketing work on the move of the event venue for 2019 which caused the cost to rise. Further, the Company invested in caravan operation additionally, and the initial investment expenses are high. As for the money gained from IPO at the amount of Baht 120 million on 31 December 2018, the Company had used for investment on expansion of event organization at approximately Baht

70 million. The remaining money would be used for expansion of event organization and investment in subsidiaries and joint ventures additionally.

2. Mr. Anu Wongwankij, attending shareholder, inquired on whether the Company had leased or purchased the caravans and how would the depreciation be calculated.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that most caravans were hire-purchase by way of leasing, and some were purchased by the Company's funds. Depreciation would be calculated by separating each component of the caravan such as structure and interior decoration, etc. As for the inventories, the allowance for the devaluation of the goods would be calculated by comparing the remaining market prices in each quarter in order to reduce the price. For temporary investments would be invested in financial instruments which is similar to Money Market with relatively low risk. For the accounting standard issue No. 15 and No. 16, the Company had consulted with the auditor of the Company and viewed that there would be no impact on the Company. For the new Labour Protection Act that was amended, the Company had already recorded the reserve in the 2018 financial statement amounting to approximately Baht 2 million.

3. Mr. Anu Wongwankij, attending shareholder, inquired about the tax refund of the Company.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that in the middle of the year before the Company started the BNK project, the Company earned profit and filed a mid-year corporate income tax or PND 51 to the Revenue Department. But at the end of the year, it appeared that the Company had operating loss, therefore no corporate income tax would be collected. And the Company then proceeded to apply for a refund for withholding tax that had been deducted from the Revenue Department.

4. Mr. Anu Wongwankij, attending shareholder, inquired if the Company filed a lawsuit and won the case, would there be any impact on the awaiting tax refund?

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that it would not be affected because they are separated. Because if the Company won the case, it would be considered other income which would be deemed income of a different fiscal year from the tax refund.

5. Mr. Anu Wongwankij, attending shareholder, inquired on the condition of deferred tax?

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that deferred tax incurred because the Company's operating loss. However, the Company may use such deferred tax to amortize in the future.

6. Mr. Anu Wongwankij, attending shareholder, inquired that for intangible assets, the Company invested in information technology (IT) quite a lot, the Company was requested to clarify on the matter.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that the Company has a research and development department or R&D to develop software of the Company to support running events. Making it possible to take pictures of runners and connect with Facebook. As well as accounting programs that the Company is required to invest in, as the Company is a public company.

7. Mr. Sorawit Jatunat, attending shareholder, inquired that in the past year, the Company's trade creditors had substantially increased. Therefore, he would like to know what type of creditors they are.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that they are creditors from operation of BNK project, which the Company has negotiated to delay payment.

As no further queries were raised, the Meeting conductor proposed the Meeting to approve the annual financial statement for the year ended 31 December 2018. This agenda required approval by majority vote of shareholders who attended and voted (abstain votes would be excluded).

Resolution The Meeting passed a resolution to approve the financial statement for the fiscal year ended 31 December 2018 which was audited by certified auditors and considered by the audit committee by the following votes.

Approve	117,668,111	votes	amounting	100.0000	percent
Disapprove	-	votes	amounting	-	percent
Abstain	-	votes	excluded		
Void	-	votes	excluded		

Remark Prior to the voting for agenda 3, there were 2 additional shareholders who attended the Meeting causing the number of shareholders who attended and had voting right prior to the voting of agenda 3 to be 31 persons. The number of total shares were 117,668,111 shares.

Agenda 4 **To approve the allocation of profit and dividend payment of 2018**

The Chairman invited Miss Apsorn Wilartsakdanon, Chief Financial Officer, to be the reporter for this agenda.

Miss Apsorn Wilartsakdanon informed the Meeting that the Company had prescribed a policy to pay dividends at a rate of not less than 40 percent of net profit after deduction of corporate income tax and all legal reserves. However, due to the Company's operating loss in 2018, it would be deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the suspension of the allocation of profit for the Company's overall operation of the fiscal period ended 31 December 2018 as legal reserve. And to consider suspension of payment of dividend for the fiscal period ended 31 December 2018.

The Meeting conductor welcomed queries relating to this agenda from the Meeting. Shareholders and proxies inquired as follows.

1. Mr. Anu Wongwankij, attending shareholder, inquired on whether the Company would pay dividend to shareholders in 2019. And usually, how many times do the Company pay dividend per year?

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, clarified that from past experience, the Company pays dividend once per year.

2. Mr. Anu Wongwankij, attending shareholder, suggested that due to the Company's certain amount of retained earnings, he suggested that dividend be paid to shareholders twice per year.

Answer Miss Apsorn Wilartsakdanon, Chief Financial Officer, expressed her appreciation for the suggestion.

As no further queries were raised, the Meeting conductor proposed the Meeting to approve the allocation of profit and dividend payment of 2018. This agenda required approval by majority vote of shareholders who attended and voted (abstain votes would be excluded).

Resolution The Meeting passed a resolution to approve the allocation of profit and dividend payment of 2018 as follows.

- To suspend the allocation of profit for the Company's overall operation of the fiscal period ended 31 December 2018 as legal reserve.
- To suspend payment of dividend for the fiscal period ended 31 December 2018 due to the Company's operating loss of 2018.

The votes were casted as follows.

Approve	117,668,111	votes	amounting	100.0000	percent
Disapprove	-	votes	amounting	-	percent
Abstain	-	votes	excluded		
Void	-	votes	excluded		

Agenda 5

To approve the appointment of the Company's auditors and to fix auditor's fee of 2019

The Chairman invited Miss Apsorn Wilartsakdanon, Chief Financial Officer, to be the reporter for this agenda.

Miss Apsorn Wilartsakdanon proposed the Meeting to approve the appointment of auditors from AST Master Company Limited as the auditors of the Company for the fiscal year ending 31 December 2019.

- 1) Mr. Pradit Rodloytuk, Certified Public Accountant No. 218 or
- 2) Miss Nongram Laohaareedilok, Certified Public Accountant No. 4334 or
- 3) Mrs. Pornthip Lertthanongsak Certified Public Accountant No. 7633 or
- 4) Miss Chamaporn Rodloytuk, Certified Public Accountant No. 9211

Auditor's Fee	Year 2019 (Proposed year)	Year 2018
Audit fee	Baht 950,000	Baht 950,000
Other fee (Review working paper)	-	Baht 100,000
Total	Baht 950,000	Baht 1,050,000

The Meeting conductor welcomed queries relating to this agenda from the Meeting. No queries were raised. The Meeting conductor then proposed the Meeting to approve the appointment of the Company's auditors and fix auditor's fee of 2019. This agenda required majority vote of shareholders who attended and voted (abstain vote excluded).

Resolution The Meeting passed a resolution to approve the appointment of auditors from AST Master Company Limited as the auditors of the Company as follows.

- 1) Mr. Pradit Rodloytuk, Certified Public Accountant No. 218 or
- 2) Miss Nongram Laohaareedilok, Certified Public Accountant No. 4334 or
- 3) Mrs. Pornthip Lertthanongsak Certified Public Accountant No. 7633 or
- 4) Miss Chamaporn Rodloytuk, Certified Public Accountant No. 9211

The above auditors would audit and comment on the financial statement of the Company. The fee of the auditors for 2019 shall be Baht 950,000 by the following votes.

Approve	117,668,111	votes	amounting	100.0000	percent
Disapprove	-	votes	amounting	-	percent
Abstain	-	votes	excluded		
Void	-	votes	excluded		

Agenda 6

To elect directors in place of directors who were due to retire by rotation

The Meeting conductor explained to the Meeting that according to Article 20 of the Company's Articles of Association, at every annual general meeting of shareholders, directors shall retire from office by one-third (1/3) of the number of directors at such time. If the number of directors is undividable into exactly three parts, directors shall retire by the number closest to one-third of the directors who are due to retire. Directors may be reelected to resume the position. The directors who must retire in the first and second years after the registration of the Company shall draw lots. In the subsequent years, the longest serving directors shall retire. For this year, there were 3 directors who were due to retire by rotation.

- 1) Mr. Thanong Leeissaranukul Chairman of the Board of Directors
- 2) Asst. Prof. Orathai Wanichdee Director
- 3) Dr. Natthakrit Thewphaingarm Director

The Board of Directors considered the qualifications of the directors who were due to retire by rotation and considered that the 3 directors were knowledgeable, capable and have extensive business experience which would be beneficial to the operation and management of the Company. As well as having complete qualifications and without being prohibited by the Public Limited Companies Act and the Securities and Exchange Act. Therefore, the Meeting was proposed to consider reelecting the 3 directors to resume their position for another term. The information of the directors

who were due to retire by rotation and being nominated for another term were set out in **Enclosure 3**.

Then, in order to comply with good governance principles, all 3 retired directors had left the meeting room temporarily to allow shareholders to freely inquire and vote.

The Meeting conductor welcomed queries relating to this agenda from the Meeting. No queries were raised. The Meeting conductor then proposed the Meeting to elect directors in place of directors who were due to retire by rotation. This agenda required majority vote of shareholders who attended and voted (abstain vote excluded). The election was considered individually.

Resolution The Meeting passed a resolution to reelect the 3 retired directors to resume their director positions and other positions for another term. The directors were 1. Mr. Thanong Leeissaranukul 2. Asst. Prof. Orathai Wanichdee 3. Dr. Natthakrit Thewphaingarm. The votes were casted as follows.

6.1	Mr. Thanong Leeissaranukul					
	Approve	117,668,111	votes	amounting	100.0000	percent
	Disapprove	-	votes	amounting	-	percent
	Abstain	-	votes	excluded		
	Void	-	votes	excluded		
6.2	Asst. Prof. Orathai Wanichdee					
	Approve	117,668,111	votes	amounting	100.0000	percent
	Disapprove	-	votes	amounting	-	percent
	Abstain	-	votes	excluded		
	Void	-	votes	excluded		
6.3	Dr. Natthakrit Thewphaingarm					
	Approve	117,668,111	votes	amounting	100.0000	percent
	Disapprove	-	votes	amounting	-	percent
	Abstain	-	votes	excluded		
	Void	-	votes	excluded		

Agenda 7

To approve directors' remuneration for 2019

The Chairman invited Miss Apsorn Wilartsakdanon, Chief Financial Officer, to be the reporter for this agenda.

Miss Apsorn Wilartsakdanon proposed the Meeting to approve the remuneration of directors for 2019 at the amount no more than Baht 2,000,000 per year. The meeting attendance fee would be equal to the meeting attendance fee of 2018, as detailed as follows.

Position	Attendance fee per meeting year 2562 (Proposed year)	Attendance fee per meeting year 2561
Board of Directors		
- Chairman of the Board of Directors	Baht 15,000	Baht 15,000
- Director	Baht 10,000	Baht 10,000

Position	Attendance fee per meeting year 2562 (Proposed year)	Attendance fee per meeting year 2561
Audit Committee - Chairman of the Audit Committee - Member of Audit Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
Risk Management Committee * - Chairman of the Risk Management Committee - Member of Risk Management Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000
Nomination and Remuneration Committee* - Chairman of the Nomination and Remuneration Committee - Member of Nomination and Remuneration Committee	Baht 15,000 Baht 10,000	Baht 15,000 Baht 10,000

*Directors who take part in the management requested to not receive director's remuneration for 2019.

The Meeting conductor welcomed queries relating to this agenda from the Meeting. No queries were raised. The Meeting conductor then proposed the Meeting to approve directors' remuneration for 2019. This agenda required no less than two-thirds (2/3) of overall votes of attending shareholders.

Resolution The Meeting passed a resolution to approve directors' remuneration for 2019 by the following votes.

Approve	117,668,111	votes	amounting	100.0000	percent
Disapprove	-	votes	amounting	-	percent
Abstain	-	votes	excluded		
Void	-	votes	excluded		

Agenda 8 Other business

The Chairman invited Miss Prapimpan Lertsirisin, Chief Marketing Officer, to be the reporter for this agenda.

Miss Prapimpan Lertsirisin informed the Meeting that for the business plan in 2019, Thailand Mobile Expo will be held at the BITEC Exhibition and Convention Center. As informed to the shareholders in Agenda 2, the exhibition was popular and became more interesting due to many factors, for example, parking spaces because the event at Queen Sirikit National Convention Center had restrictions on parking. But when moving the event to BITEC Exhibition and Convention Center, more customers with purchasing power increased. Participants could travel and attend easily. And merchants who set up booths were satisfied as they would be able to earn more sales. In addition, the area was expanded from 15,000 square meters to 20,000 square meters. In addition to organizing the Thailand Mobile EXPO in the increased area, the E-Sport EXPO event could be held as well. There would be additional innovations for attendees to view.

In addition, at the beginning of last year at the Thailand Mobile EXPO exhibition, the Company announced a partnership with Total Access Communication Public Company Limited (DTAC) and Fort Smart Service Public Company Limited (FSMART) to create the EV Connectivity Platform to respond to pollution systems and received very good response.

In addition, Ms. Apsorn Wilartsakdanon, Chief Financial Officer, clarified to the Meeting on the direction of the business of event organizer and media and agency that Thailand Mobile EXPO event would still be held continuously 3 times a year at BITEC Exhibition and Convention Center. The event held at the BITEC Exhibition and Convention Center for the first time received very good feedback. While the second event, which would be held in May, would be expanded to accommodate E-Sport event. The first event was held in the past first quarter. It was an E-Sport competition, which includes 10 participating countries and was competed in Thailand. For Mobile Related Division, the Company has cooperated with Total Access Communication Public Company Limited (DTAC) and Forth Smart Service Public Company Limited (FSMART) to develop EV Connectivity Platform in electric motorcycles. The Company would be an importer of electric motorcycles and co-develop programs (Application) for mobile phones for use with electric motorcycles. While the developer like Boonterm would develop the cabinet to be a power source or replace the battery of an electric motorcycle. The work of the program (Application) in the platform of an electric motorcycle would be able to locate the position and the number of remaining batteries of electric motorcycles.

In addition, in the section of the caravans (MV Caravan), the Company aims at the end of 2019 to have 100 caravans for service. Currently, the caravans are in service in Pattaya. The Company would provide a comprehensive business, not just sleeping caravans, but would increase activities such as sailing or promote other sports activities as well.

In addition to the businesses mentioned above, the Company has invested in 3 other companies and registered as a new subsidiary and associated company, namely

1. Multi Technology Expert Co., Ltd. to operate the business of selling and providing information technology. The registered capital is Baht 5,000,000. The Company holds 51 percent of the total shares sold and has an investment value of Baht 2,250,000. The operation of the service business would be in the neighboring country market.
2. MR Connex Co., Ltd. which has a registered capital of Baht 5,000,000. The Company holds 40 percent of the total shares sold and has an investment value of Baht 2,000,000. The business of full-service sports competition would be operated. In this section, Ms. Apsorn Wilartsakdanon, Chief of Accounting Finance, invited Mr. Kongphan Pramoj, Director, to explain on the details of such sports business.

Mr. Kongphan Pramoj informed the Meeting that the sports industry is growing rapidly. For example, presently there are more running events and more competition. Therefore, it is a good opportunity for the Company to

participate and promote the sports events. In addition, Mr. Thanong Leeissaranukul, Chairman of the Board, added that currently, the Company has already operated the sports event organizer business as the main operation. But when investing with a new company, the sport event organizer business would be more standardized and safer for the attendees.

3. Idol Master Co., Ltd., for public relations consulting business, having a registered capital of Baht 5,000,000. The Company holds 52 percent of the total shares sold and has an investment value of Baht 2,600,000. Such business is a rally of artists and singers as a group to create interest in the activities of the Company. Ms. Apsorn Wilartsakdanon, Chief Financial Officer, invited Mr. Tharathorn Yuangbidit and Mr. Theerawat Suwannaphinit, Directors, to report on a detailed overview of the business in this company.

Mr. Tharathorn Yuangbundit clarified to the meeting that within Thailand Mobile EXPO exhibition, held at the BITEC Exhibition and Convention Center, the Company had assigned an area for Idol EXPO for the first time in Thailand, which is a collaboration between the Company and experts on Idols. In the event, there were 13 artists invited to attend the event. The result showed that the response was better than expected, causing the Company to expect the results of the Idol EXPO event to be a tool for communication and public relations. And in the future, there may be an Idol EXPO held as a separate event from the Thailand Mobile EXPO exhibition, depending on the popularity and feedback from interested parties.

The Meeting conductor welcomed queries relating to this agenda from the Meeting. Shareholders and proxies inquired as follows.

1. Mr. Sorawit Jatthanabat, attending shareholder, inquired on the strong points of E-Sport work of the Company.

Answer Ms. Prapimpan Lertsirisin, Chief Marketing Officer, explained that the Company uses the experience and expertise gained from organizing the EXPO, which is not only products selling but also focuses on attracting people into the event more than just organizing competition. In addition, the Company has experience from organizing EXPO at the beginning of 2019, which the Company has co-organized with various countries. Moreover, the Company has a good network and relationship with various game companies and operators. Therefore, the E-Sport which the Company has arranged is different from other business operators.

2. Mr. Sorawit Jatthanasak, attending shareholder, inquired that as informed by management that one of the purposes for the Company to sell shares to the public (IPO) was because the Company wished to work with government agencies, which required substantial amount of capital. Therefore, he would like to know whether or not working with government agencies is still currently in the Company's plans? And when would it be proceeded?

Answer Ms. Prapimpan Lertsirisin, Chief Marketing Officer, clarified that the government work that the shareholder asked was working with government

agencies in Sport Tourism. As tourism in Thailand is of interest to foreigners. Therefore, the capital increase for the government work is still in the Company's plans, which includes increasing the caravans, exploring the tourist areas, promoting sports tourism such as trail running, jet skiing, causing tourism to not be concentrated at a single area but spread in all places. However, due to conditions of the area and unfavorable weather, Sport Tourism may be held again at the end of the year.

3. Mr. Sorawit Jatthanabat, attending shareholder, inquired if the Company worked with government agencies as informed by management, would the Company have issues with funding?

Answer Ms. Apsorn Wilartsakdanon, Chief Financial Officer, explained that at present, the Company is still working with government agencies. And is expected to not face capital issues. And since the Company became listed in the stock exchange, many financial institutions had offered loans to the Company at a special rate and better than before the Company became a listed company in the stock market. However, the Company has not considered any proposals from any financial institution because the cash of the Company is still sufficient

4. Mr. Pim Phichitwonglert, Thai Investors Association, inquire whether the Company has a policy regarding anti-corruption?

Answer Mr. Thanong Leeisaranukul, Chairman of the Board, explained that the Company has been anti-corruption since the beginning. And is the consciousness of everyone in the Company.

As no one has any further inquiries, the Meeting conductor then informed the Meeting that the Company had given the shareholders the opportunity to send their questions in advance and no shareholders sent questions to the Company's website. The Meeting conductor therefore invited the Chairman to thank the attendees and close the meeting.

The Meeting adjourned at 15:00 hrs.

Signed _____ the Chairman of the Meeting
Mr. Thanong Leeisaranukul
Chairman of the Board of Directors

Signed _____ the Meeting Recorder
Miss Apsorn Wilartsakdanon
Company Secretary

Profiles of directors retiring by rotation and to be nominated for re-election as the Company's directors for another term



1. Mr. Tharathorn Yuangbhandith

Age 41 years **Nationality** Thai

Position Director/Member of the Executive Committee /
Chief Operation Officer

Date of first appointment as a director 17 January 2002

Number of year (s) as director 18 years (as at 31 Dec 2019)

Date of latest appointment 20 April 2017 (appointed by AGM 2017
of M Vision Co.,Ltd.)

Terms of the company's directorship (after transformation 9 March
2018) 1 term

Position Nominated	Director/Member of the Executive Committee
Nomination Procedure	Nominated by the Nomination and Remuneration Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors
Contribution to the Company	To oversee and set policy, direction, strategy and management structure and principles of the Company's business.
No. of meeting attendance in 2019	Board of Director 5/5 Times Executive Committee 12/12 Times
Shareholding Percentage (as at 31 Jan 2020)	8,450,000 shares (4.2%)
Education	Bachelor's Degree in Engineering (Electrical and Electronics Engineering), Kasetsart University
Governance Training with Thai Institute of Directors (IOD)	Director Accreditation Program (DAP) 134/2017
Work Experience for the Past 5 years	
- Listed Company	2002 - Present Director / Member of the Executive Committee / Chief Operation Officer M Vision Public Company Limited
- Non-Listed Company	2007 - Present Director, MV Food Company Limited 2011 - Present Director, MV Online Company Limited 2019 - Present Director, Idol Master Company Limited
Positions in Other Listed Companies	- None -
Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)	- None -
Family relationship with executive or controlling person of the Company or its subsidiary company	- None -
Director's prohibited qualifications	- None -
Criminal offense record during the past 10 years	- None -

Profiles of directors retiring by rotation and to be nominated for re-election as the Company's directors for another term



2. Mr. Teerawat Suwanpinij

Age 41 years **Nationality** Thai

Position Director / Member of the Executive Committee /
Chief Information Officer

Date of first appointment as a director 17 January 2002

Number of year (s) as director 18 years (as at 31 Dec 2019)

Date of latest appointment 20 April 2017 (appointed by AGM 2017
of M Vision Co.,Ltd.)

Terms of the company's directorship (after transformation 9 March 2018)
1 term

Position Nominated	Director / Member of the Executive Committee
Nomination Procedure	Nominated by the Nomination and Remuneration Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors
Contribution to the Company	To oversee and set policy, direction, strategy and management structure and principles of the Company's business.
No. of meeting attendance in 2019	Board of Director 5/5 Times Executive Committee 11/12 Times
Shareholding Percentage (as at 31 Jan 2020)	25,300,000 shares (12.6%)
Education	Bachelor's Degree in Engineering (Electrical and Electronics Engineering), Kasetsart University
Governance Training with Thai Institute of Directors (IOD)	Director Accreditation Program (DAP) 134/2017
Work Experience for the Past 5 years	
- Listed Company	2002 - Present Director / Member of the Executive Committee / Chief Information Officer M Vision Public Company Limited
- Non-Listed Company	2007 - Present Director, MV Food Company Limited 2011 - Present Director, MV Online Company Limited 2019 - Present Director, Idol Master Company Limited
Positions in Other Listed Companies	- None -
Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)	- None -
Family relationship with executive or controlling person of the Company or its subsidiary company	- None -
Director's prohibited qualifications	- None -
Criminal offense record during the past 10 years	- None -

Profiles of directors retiring by rotation and to be nominated for re-election as the Company's directors for another term



3. Miss. Prapimpan Lertsirisin

Age 41 years **Nationality** Thai

Position Director / Member of the Executive Committee /
Chief Marketing Officer

Date of first appointment as a director 17 May 2016

Number of year (s) as director 4 years (as at 31 Dec 2019)

Date of latest appointment 20 April 2017 (appointed by AGM 2017
of M Vision Co.,Ltd.)

Terms of the company's directorship (after transformation 9 March 2018)
1 term

Position Nominated	Director / Member of the Executive Committee
Nomination Procedure	Nominated by the Nomination and Remuneration Committee and agreed to propose to the Shareholder's meeting for consideration by the Board of Directors
Contribution to the Company	To oversee and set policy, direction, strategy and management structure and principles of the Company's business.
No. of meeting attendance in 2019	Board of Director 5/5 Times Executive Committee 12/12 Times
Shareholding Percentage (as at 31 Jan 2020)	5,221,000 shares (2.6%)
Education	Master's Degree - Master of Science in Computer and Engineering Management, Assumption University Bachelor's Degree - Bachelor of Engineering (Electrical and Electronics Engineering), Kasetsart University
Governance Training with Thai Institute of Directors (IOD)	Director Accreditation Program (DAP) 133/2017
Work Experience for the Past 5 years	
- Listed Company	2017 - Present Director / Member of the Executive Committee / Chief Marketing Officer M Vision Public Company Limited
- Non-Listed Company	2007 - Present Director, MV Food Company Limited 2019 - Present Director, Multitechnology Expert Company Limited 2019 - Present Director, MR Connex Company Limited
Positions in Other Listed Companies	- None -
Position in other companies which materially compete directly or have any related business with the Company (possible conflict of interest)	- None -
Family relationship with executive or controlling person of the Company or its subsidiary company	- Spouse of Mr. Opas Cherdpan -
Director's prohibited qualifications	- None -
Criminal offense record during the past 10 years	- None -

Clarification of document for registration, the appointment of proxy, 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 13:00 hrs. 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, Bangkapi District, Bangkok in which the documents shall arrive at the Company no later than **April 21, 2020**.

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 uninterrupted;
- (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.

**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 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.

¹ The 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.

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



Asst. Prof. Orathai Wanitdee

Age 64 years **Nationality** Thai

Position - Independent director
 - Chairman of the Audit Committee
 - Chairman of the Risk Management Committee
 - Member of Nomination and Remuneration Committee

Date of first appointment as a director 21 February 2017
 (appointed by EGM 1/2017)

Date of latest appointment 25 April 2019 (appointed by AGM 2019)

Number of year (s) as director 2 years 11 months (as at 31 Dec 2019)

Terms of the company's directorship (after transformation 9 March 2018) 1 term

Shareholding Percentage (as at 31 Jan 2020) 500,000 shares (0.25%)

Education

Master's Degree - Master of Business Administration,
 Kasem Bundit University

Bachelor's Degree - Bachelor of Accountancy, University of
 the Thai Chamber of Commerce

Governance Training with Thai Institute of Directors (IOD) Director Accreditation Program (DAP) 136/2017

Work Experience for the Past 5 years

- Listed Company	2017 – Present	Director / Chairman of Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee M Vision Public Company Limited
- Non-Listed Company	2018 – Present	Part-time Lecturer, Prasarnmit Srinakharinwirot University
	2015 – Present	Partner, Kid Smile Hopper Limited Partnership
	2007 – 2018	Part-time Lecturer Ramkhamhaeng University
	2005 – Present	Part-time Lecturer Rangsit University
	1995 – Present	Assistant Professor, Kasem Bundit University

Positions in Other Listed Companies – None –

Position in other companies which materially compete directly or – None –

have any related business with the Company (possible conflict of interest)

Director's prohibited qualifications

- None -

Having the interests in the Company that may have conflicts at present or in the past 2 years

1. Being Director who takes part in managing business operation, employee, staff, or advisor who receives a regular salary or fee - None -
2. Being professional advisor (such as auditor, lawyer) - None -
3. Having the significant business relations that may affect independent performing of duty - None -

Having different conflict of interest from other Directors in any agenda proposed in this meeting

- None -

Family relationship with executive or controlling person of the Company or its subsidiary company

- None -

Criminal offense record during the past 10 years

- None -

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 2563

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 2020.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 29 กรกฎาคม
2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 12 บริษัท สิททิพล 1919 จำกัด เลขที่ 999 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร
10120 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders of 2020 on Wednesday, July
29, 2020, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, 999 Rama 3 Road, Bangphongphang, Yannawa,
Bangkok 10120, 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

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น
ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director
individually.

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบ
ฉันทะแบบ ข. ตามแนบ

In case where the agenda exceeds those specified above, additional details may be specified in the Attachment to Proxy Form
B. provided.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(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 _____ 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 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563

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 2020.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 29 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระรามที่ 3 แขวงบางโพธิ์ เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders of 2020 on Wednesday, July 29, 2020, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, 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

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562

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

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2
Agenda 2

พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562 สิ้นสุดวันที่ 31 ธันวาคม 2562

To consider and acknowledge the Company's operating result for the year ended December 31, 2019

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3
Agenda 3

พิจารณาอนุมัติงบการเงินของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2562

To consider and approve the Company's audited financial statements for the accounting period ended December 31, 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:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4
Agenda 4

พิจารณาอนุมัติการงดจัดสรรกำไร และการงดจ่ายเงินปันผลประจำปี 2562

To consider and approve omission of statutory reserve and omission of dividend payment of 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:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 5
Agenda 5
- พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2563
To consider and approve the appointment of the Company's auditor and determination of the audit fee for 2020
- 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:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6
Agenda 6
- พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
To consider and approve the election of the Company's directors to replace those due to retire by rotation
- 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
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- ข. เลือกตั้งกรรมการเป็นรายบุคคล
B. Election of each nominated directors individually
1. ชื่อกรรมการ นายธราธร ยวงบัณฑิต
Director's name Mr. Tharathorn Yuangbhandith
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายธีรวัฒน์ สุวรรณพินิจ
Director's name Mr. Teerawat Suwanpinij
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ นางสาวประพิมพรรณ เลิศศิริสิน
Director's name Miss Prapimpan Lertsirisin
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7
Agenda 7
- พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563
To consider and approve the remuneration of the directors for 2020
- 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:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8
Agenda 8

พิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท

To consider and approve the amendment of the Company's Articles of Association

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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9
Agenda 9

พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์) ของบริษัท

To approve the amendment of the Company's Memorandum of Association Clause 3. (objectives)

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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10
Agenda 10

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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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.

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. 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the agenda exceeds those specified above, additional details may be specified in the Attachment to Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอ็ม วิชั่น จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 29 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 12 บริษัท สิททิพล 1919 จำกัด เลขที่ 999 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2020 on Wednesday, July 29, 2020, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(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
อำเภอ/เขต _____ 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 วานิชดี

Asst. Prof. Orathai Wanitdee

ทั้งนี้ รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563

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 2020.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 29 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 12 บริษัท สิทธิผล 1919 จำกัด เลขที่ 999 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders of 2020 on Wednesday, July 29, 2020, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, 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:

หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
ordinary share shares and have the rights to vote equal to votes

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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562
Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of 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:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2562 สิ้นสุดวันที่ 31 ธันวาคม 2562
Agenda 2 To consider and acknowledge the Company's operating result for the year ended December 31, 2019
(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2562
Agenda 3 To consider and approve the Company's audited financial statements for the accounting period ended December 31, 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:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4
Agenda 4

พิจารณาอนุมัติการงดจัดสรรกำไร และการงดจ่ายเงินปันผลประจำปี 2562

To consider and approve omission of statutory reserve and omission of dividend payment of 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:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5
Agenda 5

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัท และการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2563

To consider and approve the appointment of the Company's auditor and determination of the audit fee for 2020

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:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6
Agenda 6

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

To consider and approve the election of the Company's directors to replace those due to retire by rotation

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
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข. เลือกตั้งกรรมการเป็นรายบุคคล
B. Election of each nominated directors individually

1. ชื่อกรรมการ นายธราธร ยวงบัณฑิต

Director's name Mr. Tharathorn Yuangbhandith

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ นายธีรวัฒน์ สุวรรณพินิจ

Director's name Mr. Teerawat Suwanpinij

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นางสาวประพิมพรรณ เลิศศิริสิน

Director's name Miss Prapimpan Lertsirisin

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7
Agenda 7

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2563
To consider and approve the remuneration of the directors for 2020

- 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"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8
Agenda 8

พิจารณาอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท
To consider and approve the amendment of the Company's Articles of Association

- 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"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 9
Agenda 9

พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์) ของบริษัท
To approve the amendment of the Company's Memorandum of Association Clause 3. (objectives)

- 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"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 10
Agenda 10

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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.

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2563 ในวันที่ 29 กรกฎาคม 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 12 บริษัท สิตติพล 1919 จำกัด เลขที่ 999 ถนนพระรามที่ 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

A proxy is granted by a shareholder of M Vision Public Company Limited at the Annual General Meeting of Shareholders of 2020 on Wednesday, July 29, 2020, at 14.00 hrs. at the Seminar room, 12th floor, The Sittipol 1919 Company Limited, 999 Rama 3 Road, Bangphongphang, Yannawa, Bangkok 10120, 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain