

(Translation)



MMS-AC58/009

1 April 2015

Re: Invitation to the 2015 Annual General Meeting of Shareholders

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014
 2. The 2014 Annual Report comprising of copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2014 and the Annual Report of Board of Directors
 3. Names and profiles of directors retiring by rotation and the persons to be nominated for an appointment as the Company's directors and definition of independent directors
 4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the 2015 Annual General Meeting of Shareholders
 5. The Company's Articles of Association which are relevant to the shareholders' meeting and voting exercise
 6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the 2015 Annual General Meeting of Shareholders
 7. Location map of the meeting's venue of the 2015 Annual General Meeting of Shareholders
 8. Proxy Form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the 2014 Annual General Meeting of Shareholders on 27 April 2015 at 10.00 a.m., at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 to consider the following agenda:

Agenda 1 **To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014**

Facts and rationale The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014, the copy of which was submitted to the relevant authority within the required period. Thus, the shareholders' meeting is requested to adopt the minutes of the Extraordinary General Meeting of Shareholders

No.1/2014 held on 14 October 2014. The copy of the minutes is attached as Enclosure 1.

Board's opinion The Board of Directors is of the opinion that the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014, was correctly recorded and recommends that such minutes should be adopted.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the Company's operating results for the year 2014

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2014, which is shown in the 2014 Annual Report sent to shareholders as per Enclosure 2. It was sent for the shareholders acknowledgement of the overview of the Company's operating results.

Board's opinion The Board of Directors is of the opinion that the report on the Company's operating results for the year 2014 should be acknowledged.

Remark This Agenda is for acknowledgement, thus, no need to be voted on.

Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2014 which have been audited by the certified auditor and acknowledge the Auditor's report

Facts and rationale To be in compliance with the Public Limited Companies Act B.E. 2535 and the company's Articles of Association, the Board of Directors is required to prepare the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) as of the last day of the Company's fiscal year and propose to the Annual General Meeting of Shareholders for consideration and approval. Thus, the shareholders' meeting is requested to consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2014, which were appeared in the 2014 Annual Report sent to the shareholders as per Enclosure 2.

Board's opinion The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2014

should be approved and the Auditor's report be acknowledged.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the appropriation of profit as the legal reserve and the distribution of dividend in respect of the operating results for the year 2014

Facts and rationale

According to the Public Limited Companies Act B.E. 2535 and the company's Articles of Association, it is required that the Company allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit and subtract with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital.

Furthermore, the Company's dividend policy prescribes that the dividend payment shall be made approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made under the condition that the company does not require the use of such funds. In addition, the payment of dividend shall not have a material effect to the Company's normal business operation.

The Company's operating result for the year ended 31 December 2014 (according to Separate Financial Statements ended 31 December 2014 audited by the certified auditors) is that the Company has a net profit in an amount of Baht 46,977,520. The Board of Directors considered and proposed that the Company allocates the profit as legal reserve and pay dividends as follows:

1. Allocate the profit as legal reserve in an amount of Baht 2,438,876 calculated as 5 percent of the net profit of the Company (according to Separate Financial Statements ended 31 December 2014 audited by the authorized auditors ; the Company has a net profit in an amount of Baht 46,977,520.);
2. Pay the 2014 annual dividend payment to the shareholders whose names appear in the share register book as of 12 May 2015 (the "Record Date"), and collecting shareholders' names pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on 13 May 2015, the dividends payment would be made from the accumulated retained earnings and net profit of the Company, at the rate of Baht 0.055 per 1 ordinary share by the total dividend payment shall be Baht 29,239,641.81. The dividends payment shall be payable on 21 May 2015.

The aforesaid rights to receive the dividend are uncertain until approved by the Annual General Meeting of Shareholders for the year 2015.

The dividends paid in previous years are compared as follows:

(Company's financial statements)

Details of Dividend	For the Year 2014 (To consider)	For the Year 2013
Net Profit (Baht)	46,977,520	65,941,514
Number of shares (shares)	531,629,851	471,607,290
Ratio per share (Baht)	0.055	0.10
Amount of dividend paid (Baht)	29,239,641.81	47,160,729
Percentage of net profit during the fiscal year	62.24	71.52

(Consolidated financial statements)

Details of Dividend	For the Year 2014 (To consider)	For the Year 2013
Net Profit (Baht)	29,361,789	78,523,849
Number of shares (shares)	531,629,851	471,607,290
Ratio per share (Baht)	0.055	0.10
Amount of dividend paid (Baht)	29,239,641.81	47,160,729
Percentage of net profit during the fiscal year	99.58	60.06

Board's opinion

The Board of Directors is of the opinion that the appropriation of profit as legal reserve and dividend payment should be approved as proposed.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 5

To consider and approve the appointment of directors replacing those who retire by rotation

Facts and rationale

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided into three, the closest number to one-third shall retire and the retired directors are eligible for re-appointment. There are 3

directors who will retire by rotation at the Annual General Meeting of Shareholders for the year 2015, namely:

1. Mr. Somrit Srithongdee Chairman of the Board;
2. Mr. Pattanapong Nuphan Director; and
3. Mr. Nuttawut Phowborom Independent Director and Audit Committee

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the shareholders to propose the person(s) to be elected as directors in advance of the Meeting, through an announcement on the Company's website from 3rd November 2014 – 31st January 2015 regarding the criteria of proposing nominees so that the Compensation and Nominating Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

The Nomination and Remuneration Committee has considered and is of the opinion that all 3 directors who must retire by rotation are knowledgeable persons, capable and have experience in the Company's business and have performed well as the directors of the Company in the past office period and also possess full qualification under the law. Therefore, it is appropriate to nominate all 3 directors to be reappointed as the Company's directors for another term.

The name and profile of director whose term expired due to rotation and the persons who were nominated as Directors of the Company in place of those 3 directors who must retire due to rotation including the definition of Independent Directors have been sent to the shareholders as per Enclosure 3.

Board's opinion

The Board of Directors is of the opinion that all 3 directors who will retire due to rotation, should be reappointed to be Directors of the Company for another term.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 To consider and approve the directors' remuneration for 2015

Facts and rationale

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2015. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee)

deem it appropriate to determine the directors' remuneration for the year 2015 as follows:

1 Monthly remuneration

The Board of Directors

The Chairman Baht 60,000
The Director Baht 30,000

The Other sub-committee

The Chairman Baht 30,000
The Director Baht 20,000

The Company currently has a sub-committee consisting of the Executive Committees, the Audit Committee, and the Nomination and Remuneration Committee. The other sub-committee being in the position of the Director of the Company will also be paid the remuneration as being the Director.

2 The Directors' remuneration for the result of the operation of the year 2014

The amount of the Director's remuneration is not exceeding Baht 1,500,000. The allocation of the Directors' remuneration shall be specified by the Nomination and Remuneration Committee and the Board of Directors.

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for 2015 and gratuity of director for the Company's operation of the year 2014 should be approved as the details mentioned above.

Remark

This Agenda requires an affirmative resolution of not less than two-thirds of the votes of the shareholders who attend the meeting.

Details of the remuneration payment in the previous year

	(Baht)	
The directors' remuneration	For the Year 2015	For the Year 2014
1 Monthly remuneration		
<u>The Board of Directors</u>		
- The Chairman	60,000	60,000
- The Director	30,000	30,000
<u>The Other sub-committee</u>		
- The Chairman	30,000	30,000
- The Director	20,000	20,000
2. The Directors remuneration for the result of the operation of the previous year	1,500,000	3,000,000

Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2015

Facts and rationale Section 120 of the Public Limited Companies Act B.E. 2535 requires that every year the annual general meeting of shareholders appoints the Company's auditors and determines their remuneration. The existing auditors may be reappointed.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) has selected the Company's auditors and requests the shareholders' meeting to appoint the following persons:

1. Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445; and/or
2. Mr. Paiboon Tunkoon, Certified Public Accountant No.4298; and/or
3. Miss Sakuna Yamsakul, Certified Public Accountant No.4906

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's and its subsidiaries' auditor(s) for the fiscal year ended 31 December 2015. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company and its subsidiaries for the fiscal year ended as at 31 December 2015.

None of the proposed auditors has any relationship with or interest in the Company, its subsidiaries, management, majority shareholders or the related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for five consecutive fiscal years.

Moreover, The Board of Directors (according to the consideration and recommendation of the Audit Committee) proposes that the shareholders' meeting determines the Company's auditor remuneration for the fiscal year ended as at 31 December 2015. The auditors' remuneration for auditing the Financial Statements of the Company and for auditing the Financial Statements of the Company's subsidiaries are fixed at the rate of Baht 765,000 and Baht 1,235,000, respectively, totaling Baht 2,000,000.

The details of the audit remuneration compared between the fiscal year ended as at 31 December 2014 and the fiscal year ended as at 31 December 2015 are as follows:

Comparison Table of Auditor's Remuneration

Auditor's Remuneration	The fiscal year ended at 31 December 2015 (Baht)		The fiscal year ended at 31 December 2014 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited and subsidiaries	2,000,000	-	1,700,000	-
Total	2,000,000	-	1,700,000	-

Board's opinion

The Board of Directors is of the opinion that the appointment of Mr. Kajornkiet Aroonpirodkul, certified public accountant no. 3445, and/or Mr. Paiboon Tunkoon, certified public accountant no. 4298, and/or Miss Sakuna Yamsakul, certified public accountant no. 4906, of PricewaterhouseCoopers ABAS Ltd. and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors with the auditors' remuneration for auditing the Financial Statements of the Company and for auditing the Financial Statements of the Company's subsidiaries at the rate of Baht 765,000 and Baht 1,235,000, respectively, totaling Baht 2,000,000, be approved.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda 8 Other Business (if any)

According to the Public Limited Companies Act B.E. 2535 (as amended), a request for the Meeting of Shareholders to consider matters other than those indicated in the invitation to shareholders can occur if shareholders holding not less than one-third of the total numbers of the Company's issued shares request it.

The shareholders are invited to attend the meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the meeting as detailed in the guideline for the appointment of proxy to attend the meeting, the registration, and evidence to be presented on the meeting date of the 2015 Annual General Meeting of Shareholders as appeared in Enclosure 4. The Company will conduct the meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the meeting and would like to appoint the Company's independent directors as proxy to attend the meeting and cast votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6. The shareholders must fill in and sign the

proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at 305/10 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2243-6543-6, 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 22 April 2015.

For the custodians that represent overseas shareholders, the Type-C Proxy Form may be used for the appointment of the proxy. This Type-C Proxy Form is available for download from the Company's website at www.matchinggroup.com

The Board of the Directors of the Company sets the Record Date on which the shareholders have the rights to attend the 2015 Annual General Meeting of Shareholders on 30 March 2015. Furthermore, 31 March 2015 shall be the Company's share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

Please be informed that the shareholders and proxies can register for the meeting attendance starting from 9.00 a.m. on the meeting date at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 .

Sincerely Yours,
Matching Maximize Solution Public Company Limited

(Mr. Poomchai Wacharapong)
Chief Executive Officer

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 of
Matching Maximize Solution Public Company Limited**

Date, Time and Place

The Meeting was held on 14 October 2014 at 10:00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok.

Directors/Executives present at the Meeting

- | | |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors |
| 2. Mr. Poomchai Watcharapong | Chief Financial Officer |
| 3. Mr. Somboon Cheewasutthanon | Managing Director |
| 4. Mr. Pattanapong Nuphan | Director |
| 5. Mr. Sansrit Yenbamrung | Director |
| 6. Mr. Nuttawit Boonyawat | Director |
| 7. Mr. Akarat Na Ranong | Chairman of the Audit Committee and Independent Director |
| 8. Mr. Kamol Ratanachai | Member of the Audit Committee and Independent Director |

And Mr. Wiroj Bunsirungruang Senior Executive Vice President and Company Secretary

Director absent at the Meeting

- | | |
|---------------------------|--|
| 1. Mr. Nuttawut Phowborom | Member of the Audit Committee and Independent Director |
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Independent Financial Advisor and Independent Legal Counsel

1. Mrs.Ratchada Klewpatinond from Asia Plus Advisor Company Limited
2. Mrs.Kulkanist Khamsirivatchara from Siam Premier International Law Office Limited

Preliminary Proceedings

Mr. Somrit Srithongdee, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). The Chairman announced that there were 132 shareholders present in person and by proxy, representing 293,450,960 shares, being 55.1984 percent of the total paid-up shares of the Company (total paid-up shares of the Company being 531,629,851 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting, thus, having shareholders in aggregate of 162 shareholders, representing 298,755,651 shares, being 56.1962 percent of the total paid-up shares of the Company. The quorum was thus constituted. The Chairman then declared the Meeting duly convened and asked Mr. Wiroj Bunsirungruang, the Deputy Managing Director and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, to be approved by a simple majority of the shareholders who in attendance and casting their votes, Agenda 2-3 to be approved by not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote. The Chairman then introduced the Meeting to consider the following agenda:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2014 held on 28 April 2014

The Chairman proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of shareholders 2014 held on 28 April 2014, the copy of

which was sent to the shareholders together with the Notice of this meeting (Enclosure 1).

Resolution: The Meeting unanimously resolved that the minutes of the Annual General Meeting of shareholders 2014 be adopted as the Chairman proposed in all respects with the votes of 293,978,801 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 vote disapproving and 0 vote abstaining.

Agenda 2 **To consider and approve the acquisition of assets i.e. the purchase of land and warehouse from Bangkok Commercial Asset Management Co., Ltd., as well as the construction cost for universal movie shooting projects.**

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer, to explain the details of this Agenda to the Meeting.

Mr. Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that the Company plans to develop a universal movie shooting projects, which comprises of a studio, an equipment warehouse and an office under the name "New Home Project" in order to support both indoor and outdoor movie shooting, as well as underwater shooting for the business expansion of the Company to capture the change in movie and TV media production with the arrival of Digital TV and contribute to the Company's goals of becoming the market leader in equipment and studio rental business. Therefore, the Board of Directors' Meeting No. 10/2014 passed the resolution to propose to the Shareholders' Meeting to consider and approve the Company or Matching Broadcast Company Limited (a subsidiary which the Company holds 99.99% of its shares) ("**Matching Broadcast**") to enter into the assets acquisition transaction, i.e. the purchase of 18 plots of land from Bangkok Commercial Asset Management Co., Ltd. ("**BAM**"), which is not classified as a connected person of the Company, with the total area of 216 rai, 1 ngarn, 56 square wah (or 86,556 square wah) located on Bang Bo-Khlong Dan Road (TorLor.3117) / Bang Na-Trat Road (TorLor.34) Tambol Bang Phriang, Bang Bo, Amphoe Bang Bo, Samut Prakan Province (the "**Target Land**"), for the purpose of the development of universal movie shooting, at the total purchase price of Baht 455 million and the expenses related thereto approximately Baht 18 million, where are the Company or Matching Broadcast shall pay the whole amount of the purchase price for such Target Land in cash, as well as approve of the construction cost for universal movie shooting project amounting to Baht 296 million, resulting the total value of the project to Baht 769 million. In the case that Matching Broadcast is the purchaser for such Target Land, Matching Broadcast shall increase its capital in the amount not exceeding Baht 770 million and the Company shall subscribe all new issued shares in order for Matching Broadcast to use such amount to support its payment for the Target Land

In addition, the Company has carefully considered the Target Land, which is completed in terms of location, price and transportation. The Company purchased such land at the price 31% percent lower than the estimated price. Such land is also ready to be developed, where the Company can construct a studio at once, and it is expected that the shareholders will be able to see the picture of universal movie shooting project Phase 1 around the 1st quarter of the year 2016 (B.E. 2559), in which the Company has a plan to operate as follows:

Phase 1

1. The first part is an area in front of the Target Land, adjacent to the main road of around 10 rai. The Company decided to keep it for the future project, while currently the Company uses it for an outdoor event to promote marketing.

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2. The second part is the equipment warehouse, with the utility space of 3, 200 square meters. The Company will add to it, making it approximately 5,000 square meters and develop it as warehouse for movie/soap opera shooting equipment and office of Gearhead Co., Ltd. (“**Gearhead**”)
3. The third part is an underwater studio, a size of 25x25 square meters, a first of its kind in Thailand
4. The fourth part is the vehicles garage and stage props
5. The fifth part will be 5 studios for shooting movie, which include 2 small studios, 2 medium studios, and 1 large studio, and backdrop warehouse.

Phase 2

The Board and the Executive of the Company will further consider Phase 2 if the Phase 1 is successful and make profits for the Company. In addition, the Company will use the Target Land adjacent to the Phase 1 to develop more studios and outdoor studios.

Nonetheless, the project is adjustable in accordance with the situation, market nature and other related factors.

In this regard, such purchase of the Target Land is classified as an acquisition of assets of the Company pursuant to the Notification of the Capital Market Advisory Board No. Tor Chor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547, the total value and more details of the transaction are shown in the Information Memorandum on the Acquisition of Assets and the opinion of the Independent Financial Advisor enclosed herein.

The Company or Matching Broadcast shall enter into such transaction if and only if the Shareholders’ Meeting has approved the Company to enter into the transaction and all related parties have completely signed the relating Agreements including all condition precedents specified in the Agreements having been fulfilled.

In addition, the Board deemed it appropriate to propose to the Shareholders’ Meeting to consider and approve to empower the authorized director(s) and/or the person(s) entrusted by the authorized director(s) to do any other action which is necessary or in connection with such purchase of the Target Land in all respects.

Shareholders inquired to the Meeting on why the Company chose to purchase land from BAM, while at the shareholders, at the last meeting, were informed that the Company selected 3 plots of land, i.e. Rangsit, Rangsit-Nakhon Nayok and Nuanchavee Pathum Thani Province. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company searched for more information concerning those 3 plots of land and found that those lands face flood problem. Therefore, the Company has to search for other plots of land and decided to purchase Target Land because (1) the location is convenient for transportation because it is near Suvarnabhumi Airport, (2) the price is not high and (3) Amphoe Bang Bo is one of the choice of the future entertainment industry area.

Mr. Krairerk Pothiapiyarnvisut, shareholder, inquired to the Meeting about (1) flood problem of the Target Land and (2) whether the development of the Company will

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cause noise pollution and (3) Payback Period plan of the Company, and he suggested to the Meeting that the frontal area of the Target Land, adjacent to the main road, the Company should search for partner/alliance for commercial development to reduce the cost of the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting as follows: (1) 92 rai of the Target Land's elevation is 1 meter higher than the adjacent land, therefore, it should not have any flood problem and (2) the development of the project will not cause noise pollution and (3) the Target Land is big, the Payback Period calculated from the investment capital, of which includes cost of land and expenses related to the land of 216 rai 1 ngarn 56 square wah. Whereas, the income information and the expected cash flow in the future are calculated from the development of Phase 1 project on an area of 33 rai only, which does not include the income from the future phases of development. In reality, the Company has a plan to develop the rest of the land further, e.g. constructing more studios, construct outdoor studios and development of frontal area of the Target Land. The Company's project will be the first Asian standard universal services in Thailand. Therefore, the Payback Period should not certainly be as long as 21 years.

Mr. Chatchai Mongkolphan, shareholder, inquired to the Meeting about (1) whether the Projection Finance does not include the outdoor studio (2) the time frame of the commencement of the Phase 2, (3) a backup plan in case the project does not go as expected, (4) rental service fee rate and (5) the current method for underwater shooting. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) Projection finance does not include outdoor studio as well as expected return from investment promotion of the Board of Investment (2) since the Company must consider other factors, the Company cannot determine the exact time frame for the commencement of the Phase 2 project, (3) the Company has a backup plan to develop the Company's project as a universal service. The Company plans to purchase the plot of the land at the back of 124 rai and develop it as forest garden, ponds and creates various venues for soap opera shooting, which will alternatively create income, estimated from the circulated investment of the Company (4) rental service fee rate will be similar to other studios in Thailand and (5) Currently, since there is no underwater studio, mostly it is done at Chulabhorn pond or Chao Phraya River.

Mr. Surasak Satchadev, proxy holder, propose to the Meeting that (1) consider moving the Phase 1 project of the Company to the land at the back so that the frontal area can be used in the future (2) for the capital increase, the Company should consider the necessity and time frame for the Company's need of capital. He thinks that it is not appropriate since the capital increase by the Company last year for purchasing the land, resulting in a low return. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) if the Company moves the whole project to the land at the back, the Company will have to prepare the land at a very high price; therefore, the Company plans to develop Phase 1 of the project rapidly to create an income as a cost to develop other phases of the project and (2) since the selection of lands must be done carefully, it takes a long time and the timeframe of capital increase does not match the timeframe for the development of project.

Mr. Krairerk Pothiapiyarnvisut, shareholder, propose to the Meeting to consider about (1) the worthiness and benefit of moving the whole project of the Company to the land at the back, (2) tax planning and (3) increase in Wifi connection speed within the area of the Company's studio. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the plan proposed to the shareholders for consideration is the plan that has been carefully considered by the Board and the Executives of the Company which will save cost for the preparation of land and even if the rest of the land is surrounded by the Company's, it is accessible by the main road. Therefore, if there is an outsider who

is interested in buying or leasing such land, it will not be a problem because every part of the land has clear entrance and exit separately. For other suggestions, the Company shall take into consideration.

Shareholders inquired to the Meeting about (1) the management of the Company's capital increase of approximately 700 million THB, (2) the possibility that the Company loan money as a cost for additional project development and (3) the problems of deterioration of tools and equipment of the Company due to the sea breeze and lastly, he agrees with the Board and the Executive for the selection of lands for development and proposes to the Meeting to arrange for an excursion of the Company's studio and collect fee to make an alternative income for the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) the Company invested in low-risk funds (2) the Board and the Executive decided that the Company should consider the market tendency in the future before deciding to develop additional project. The Company does not have any plan to take out a loan from the outside and (3) the Company's tools are securely kept up to the international standard in air-conditioned rooms where sea air cannot penetrate; therefore, there will be no problem regarding the deterioration from sea air.

Shareholders inquired to the Meeting about (1) the reason why the Target Land's price is lower than the market price, (2) the Company's competitiveness in Asia and (3) the income making of the universal movie shooting project. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) BAM wanted to sell 18 plots of land at once and there has been a negotiation so the purchase price is lower than the market price (2) the Company's project is considered a high-standard in Southeast Asia and (3) the income of the Company will certainly be increased, especially from equipment rental services, studio rental services and other universal/integrated businesses, e.g. post production.

Mr. Nara Sripetch, shareholder, inquired to the Meeting about the transportation route of the Target Land. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Target Land could be accessed by many routes, e.g. National Highway No. 43 Bang Na – Nong Mai Daeng (Bang Na-Trat Road), Kanchanaphisek Road or National Highway No. 9 (Bangkok Outer Ring Road), National Highway No. 3117 Khlong Dan-Bang Bo, National Highway No. 3268 Samrong-Bang Bo (Thepharak Road) and Buraphawithi Expressway.

Shareholders, inquired to the Meeting about the source of capital the Company will use for the project development and the possibility that the Company will issue and offer for Warrant to purchase ordinary shares of the Company No. 3 ("Warrant No.3"). Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the source of capital received from the capital increase should be sufficient for the project development. If it is not sufficient, the Company will use the circulated capital of the Company. Currently, the Company thinks that it is not necessary to loan out for project development. Moreover, the Company will inform the shareholders immediately once there is a plan for an issuance or offer of Warrant No. 3.

After that, the Chairman proposed the Meeting to consider and approve the acquisition of assets i.e. the purchase of land and warehouse from Bangkok Commercial Asset Management Co., Ltd., as well as the construction cost for universal movie shooting projects and the empowerment as aforementioned.

Resolution: The Meeting unanimously resolved that the acquisition of assets i.e. the purchase of land and warehouse from Bangkok Commercial Asset Management Co., Ltd., as well as the construction cost for universal movie shooting projects and the empowerment be

approved as proposed in all respects, with the votes of 298,755,651 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 0 votes abstaining.

Agenda 3 To consider and approve the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company by including 17 new objectives of the Company, totaling 91 items.

The Chairman asked Mr. Somboon Cheewasutthanon, Managing Director, to explain the details of this Agenda to the Meeting.

Mr.Somboon Cheewasutthanon, Managing Director, informed the Meeting that for the benefits of business operation of the Company, the Board of Directors' Meeting No. 10/2014 has resolved to propose to the Shareholders' Meeting to consider the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company by including 17 new objectives of the Company, totaling 91 items which details are sent together with the Notice of this Meeting.

In addition, the Board deems it appropriate to propose to the Shareholders' Meeting to consider empowering the authorized director(s) and/or the person(s) entrusted by the authorized director(s) to be authorized to modify, add and amend the wordings in such objectives of the Company, as it deems necessary and appropriate, in order to be in compliance with the order of the public limited company's registrar for the purpose of registration of the objectives of the Company with the Department of Business Development, the Ministry of Commerce.

Mr. Pramote Libratanasakul, shareholder, inquired the Meeting about nuclear power plant business as appeared in the Draft Objectives Item 88. Mr. Somboon Cheewasutthanon, Managing Director, clarified to the Meeting that the purpose of the amendment of Objectives is to allow the Company to operate in various businesses relevant and/or connected with the business of the Company. Mr.Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that the Company wished to amend the Objectives completely following general standard. Since there are outsiders contacted the Company and offer to install solar cell generator; therefore, the Company amended the Objectives to cover these businesses. However, the Company still places importance on the main business of the Company.

Mr. Tara Cholapranee, shareholder, inquired the Meeting about (1) Draft Objectives Item 77 concerning the agency supervising broadcasting, radio and television, which currently is an independent agency, not government agency, and (2) Draft Objectives Item 88 and 89 concerning nuclear power plant and other energy business, which is understood that in order to operate such business, one must obtain prior license. Mr. Kamol Ratanachai, member of the Audit Committee and Independent Director, clarified to the Meeting that since the committee submitted to the Meeting for an approval of assigning power to the authorized director of the Company and/or person delegated power from the authorized director, having the power to amend or modify terms in such Objectives. Therefore, the Draft Objectives may be amended as appropriate and in compliance with the public company registrar's order.

The Chairman proposed the Meeting to consider and approve the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum

of Association of the Company by including 17 new objectives of the Company, totaling 91 items as aforementioned.

Resolution: The Meeting unanimously resolved that the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company by including 17 new objectives of the Company, totaling 91 items be approved as the Chairman proposed in all respects, with the votes of 298,755,651 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 0 votes abstaining.

Agenda 4 Other Business (if any)

Shareholders inquired the Meeting why the gross profit and net profit of the company are decreased and what were the reasons for management expense rate to be increased compared with the year 2013 (B.E. 2556). Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that due to the recession Thailand is currently facing, together with the past political instability, and the Company is facing problems with human resources, thus the profit of the company is decreased. However, the Company is under the process of changing its business model to conform to the current market, in order to create profit for the Company.

Shareholders inquired the Meeting whether the Company's office at Dusit district will be moved. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company's office at Dusit district will not be moved, but the Gearhead's office at Phaholyothin 44 Alley will be moved to Amphoe Bang Bo, while Studio at Phetchakasem 112 Alley, the Company will lease it out to the other.

Mr. Krairerk Pothiapiyarnvisut, shareholder, further inquired the Meeting about (1) cost of transporting tools in the case that the Company moves Gearhead warehouse to the purchased land and (2) the Company's policy on certain businesses that has low income rate or suffering loss. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) normally, customers are responsible for the transport cost but in case the Company moves the warehouse and causes the customers to pay more in terms of transport cost, the Company may consider compensating the additional expense partially in a certain period of time (2) the Company is still considering the direction for businesses that suffer loss. The Company will try to change direction and find ways to operate such businesses to create income and decrease loss for the Company, because those businesses still have value, in which the Company needs some time to consider.

Mr. Tara Cholapranee, shareholder, inquired the Meeting about the possibility of establishing a company to produce films. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that currently the Company has Matching Studio Plus Co., Ltd., which produce documentary programs and advertising films. For the production of films, the Company will consider it.

Shareholder further inquired the Meeting about the origin of the estimated revenue of project as appeared in the independent auditor's opinion. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the estimated revenue came from a conservative basis hypothesis from Phase 1 Project.

Mr. Krairerk Pothiapiyarnvisut, shareholder, inquired the Meeting about (1) the direction used in the estimated revenue as appeared in the independent auditor's opinion and (2) the Company's image which is still stuck with Channel 7. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1)

Enclosure1

the Company estimated the numbers from assessing number of customers using Gearhead services and (2) the Company's studio is open to everyone; moreover, Channel 7 produces soap operas but the Company's studio mainly produces films.

Mr. Surasak Satchadev, proxy holder, inquired the Meeting how many rounds of service used by customers per day are assessed as income base. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that in assessing income, the Company rely on 1 round of service used by customers.

Mr. Bunyong Thitiwatthanakun, shareholder, inquired the Meeting about the advantages of the Company's studio compared with production at the actual venue. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company's studio can be modified into various venues as wanted by the producer, which is one of the advantages the studio has compared with production at the actual venue. Moreover, production at actual venue uses a lot of budget and working period more than production in studio. Mr. Somboon Cheewasutthanon, Managing Director, further clarified that from his experience, advertising films production at actual venue has a very high cost and takes longer to produce. On the other hand, for the production at the studio, the producer can complete the production in one time, saving a lot of time and money. Moreover, the Company may develop the project into a production city, like Universal Studio in the future as well.

Shareholders inquired the Meeting whether the customers of the Company are mostly foreigners. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company's customers are both Thais and foreigners.

No other business was proposed to the Meeting.

The Meeting was adjourned at 12:05 p.m.

(Signed by)  Chairman of the Meeting
(Mr. Somrit Srithongdee)

(Signed by)  Company's Secretary
(Mr. Wiroj Bunsirungruang)

(Translation)**Information of Retiring Directors to be reappointed as Director**

Name	Mr.Somrit Srithongdee
Age	66 Years Nationality Thai
Educational background	Master's Degree of Public Administration, Chulalongkorn University
Professional experience	<ul style="list-style-type: none">• Chairman of the Board of Director Chairman of Nomination and Remuneration Committee Matching Maximize Solution PCL.• Chief Executive Officer and Managing Director HR Professional Consulting and Services Co.,Ltd.• Independent Director and Audit Committee Eastern Star Real Estate PCL.
Training relating to role and duties of director	<ul style="list-style-type: none">• Roles of Compensation Committee• Director Certification Program• Financial Statements for Director Thai Institute of Directors Association (IOD)
Shareholding in the company	Common share - Shares
Type of director proposed for appointment	Director
Number of year in the previous position	4 Year
Number of meetings attended in 2014	Board of Directors' Meeting 14/14 times
Litigation	-None-

Information of holding a directorship in listed company or other rival incorporation/ and related business with the company

Listed Company	Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
<ul style="list-style-type: none"> Independent Director and Audit Committee Eastern Star Real Estate PCL. 	<ul style="list-style-type: none"> Chief Executive Officer and Managing Director HR Professional Consulting and Services Co., Ltd. 	-

Relationship with executives or major shareholders of the company or its subsidiaries -None-

Being appointed to be the director who participates in the management or staff or employees or advisors who are paid regular salary -None-

Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders 5.The appointment of Directors
6.The remuneration of Directors

Direct or indirect interest in any entity with which the company or its subsidiary (if any) enters into agreement -None-

Information of Retiring Directors to be reappointed as Director

Name	Mr.Pattanapong Nuphan
Age	50 Years Nationality Thai
Educational background	<ul style="list-style-type: none">• MA in Sociology Thammasat University
Professional experience	<ul style="list-style-type: none">• Director and Executive Committee Matching Maximize Solution PCL.• Assistant Managing Director and Acting Manager, Program Production Department Bangkok Broadcasting & TV Co.,Ltd.• Director Razorfish & Partner Co.,Ltd.• Director BBTV New Media Co.,Ltd.
Training relating to role and duties of director	<ul style="list-style-type: none">• Director Certification Program• Director Accreditation Program Thai Institute of Directors Association (IOD)
Shareholding in the company	Common share - Shares
Type of director proposed for appointment	Director
Number of year in the previous position	7 Year
Number of meetings attended in 2014	Board of Directors' Meeting 12/14 times
Litigation	-None-

Information of holding a directorship in listed company or other rival incorporation/ and related business with the company

Listed Company	Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
-	<ul style="list-style-type: none"> • Assistant Managing Director and Acting Manager, Program Production Department Bangkok Broadcasting & TV Co.,Ltd. • Director Razorfish & Partner Co.,Ltd. • Director BBTV New Media Co.,Ltd. 	-

Relationship with executives or major shareholders of the company or its subsidiaries -None-

Being appointed to be the director who participates in the management or staff or employees or advisors who are paid regular salary -None-

Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders 5.The appointment of Directors
6.The remuneration of Directors

Direct or indirect interest in any entity with which the company or its subsidiary (if any) enters into agreement -None-

Information of Retiring Directors to be reappointed as Director

Name	Mr.Nuttawut Phowborom
Age	50 Years Nationality Thai
Educational background	<ul style="list-style-type: none">• Master of Business Administration (MBA) City University, Seattle , USA.
Professional experience	<ul style="list-style-type: none">• Independent Director and Audit Committee and Nomination and Remuneration Committee Matching Maximize Solution PCL.• Vice Chairman and Director KPN Academy Co., Ltd.• Independent Director and Audit Committee Finansa PCL.• Independent Director and Audit Committee Thai Air Asia Co., Ltd.• Independent Director and Audit Committee Asia Aviation PCL.• Chief Executive Officer and Chief Financial Officer KPN Group Corporation Limited• Executive Director KPN Music Co., Ltd.
Training relating to role and duties of director	<ul style="list-style-type: none">• Director Accreditation Program• Audit Committee Program• Role of the Compensation Committee Thai Institute of Directors Association (IOD)
Shareholding in the company	Common share - Shares
Type of director proposed for appointment	Director
Number of year in the previous position	4 Year
Number of meetings attended in 2014	Board of Directors' Meeting 10/14 times
Litigation	-None-

Information of holding a directorship in listed company or other rival incorporation/ and related business with the company

Listed Company	Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
<ul style="list-style-type: none"> • Independent Director and Audit Committee Finansa PCL. • Independent Director and Audit Committee Asia Aviation PCL. 	<ul style="list-style-type: none"> • Vice Chairman and Director KPN Academy Co., Ltd. • Independent Director and Audit Committee Thai Air Asia Co., Ltd. • Chief Executive Officer and Chief Financial Officer KPN Group Corporation Limited • Executive Director KPN Music Co., Ltd. 	-

Relationship with executives or major shareholders of the company or its subsidiaries -None-

Being appointed to be the director who participates in the management or staff or employees or advisors who are paid regular salary -None-

Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders 5.The appointment of Directors
6.The remuneration of Directors

Direct or indirect interest in any entity with which the company or its subsidiary (if any) enters into agreement -None-

Definition of Independent Director

Qualifications of each independent director shall comply with the following criteria:

(a) holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;

(b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;

(c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;

(d) not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with the Office.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall

include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

(e) neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

(f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

(g) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;

(h) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

The Definition of Independent Director as aforementioned is equal to the minimum requirements of the Capital Market Supervisory Board.

**Guideline for the appointment of proxy to attend the Shareholders' Meeting,
the registration, and evidence to be presented on the date of
the 2015 Annual General Meeting of the Shareholders**

All shareholders and proxies are requested to bring their invitation letter, proxy form and other required documents to register their attendance of the 2015 Annual General Meeting of Shareholders on 27 April 2015 of Matching Maximize Solution Public Company Limited (the "**Company**").

1. Documents Required Prior to Attending the Meeting

For Individuals

1. Self-Attending

Valid identification issued by governmental authorities e.g. identification card, governmental identification card, driver's license or passport, including evidence of change of name or last name (if any).

2. Proxy

2.1 One Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of valid identification of the Shareholder as specified in Item 1 for individuals.

2.3 Valid identification of the Proxy as specified in Item 1 for individuals.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

1.1 Valid identification of the authorized director(s) as specified in Item 1 for individuals.

1.2 Certified true copy of shareholder's Letter of Certification by the authorized director(s). The letter must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.

2. Proxy

2.1 One Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of Shareholder's Letter of Certification by the authorized director(s). The letter must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.

2.3 Certified true copy of valid identification of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.

2.4 Valid identification of the Proxy as specified in Item 1 for individuals.

3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy

3.1 Document from Custodian

- a. Proxy Form (Form C.) (available to be downloaded from the Company's website www.matchinggroup.com) completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty.
- b. Certified true copy of a document confirming that the Custodian has the permission to conduct the Custodian business by the Custodian's authorized person(s).
- c. Certified true copy of Custodian's Letter of Certification by the authorized person(s). The letter must show a statement that the authorized person(s) has the authority to act on behalf of the Custodian.
- d. Certified true copy of valid evidence of the authorized person(s) signing the Proxy Form as specified in Item 1 for individuals.

3.2 Document from the Shareholder

- a. Power of Attorney from the Shareholder assigning the Custodian to execute the proxy on his/her behalf.
- b. Certified true copy of Shareholder's Letter of Certification by the authorized director(s). The letter must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.
- c. Certified true copy of valid evidence of the authorized director(s) signing the Power of Attorney as specified in Item 1 for individuals.

3.3 Valid evidence of the Proxy as specified in Item 1 for individuals.

3.4 In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

4. For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No.3)

Please provide the documents in accordance with the above items no. 1 or 2, as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

2. Proxy Form

The Company attached Proxy Form (Form B) by Department of Business Development, Ministry of Commerce to the invitation letter to shareholders' meeting and uploaded Proxy Form (Form A and Form C) on the Company's website (www.matchinggroup.com). The type of each Proxy form is as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form
- Form C : Custodian Proxy Form

The shareholder who is not able to attend the meeting may appoint a person by Proxy, as follows:

- (1) Shareholders other than foreign shareholders appointing a Custodian in Thailand as their proxy shall complete either Proxy Form A or Form B. Foreign shareholders appointing a Custodian in Thailand as their proxy may choose to use either Proxy Form A, Form B, or Form C. In any case, each Shareholder shall complete **only one** of the above Proxy Forms;
- (2) Authorize a person to attend and vote at the Meeting on behalf of the shareholder not able to attend by specifying the name with details of the person or an Independent Director of the Company (as attached) to be the shareholder's proxy and sign the form as the Grantor;
- (3) Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Return the completed Proxy Form to the Legal Department of the Company by 22 April 2015 or half an hour before the Meeting starts for document verification.

In this regard, the Shareholder shall authorize only one Proxy to cast votes equal to the shares held by him/her and cannot allocate his/her shares for divided votes, with the exception of foreign shareholders appointing custodian in Thailand as their proxy where the shares can be divided for allocation of the votes.

3. Meeting Registration

The commencement for registration to attend the Meeting will be not less than 1 hour before the Meeting, or from 9.00 hours on 27 April 2015 at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330. Please refer to the map attached.

4. Voting

1. Voting Regulation

- (1) Voting for each agenda item will use the voting card system where one share will count as one vote. Shareholders or proxies shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote, with the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.
- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the Proxy shall be authorized to consider and vote on such matter on behalf of the Shareholder as deemed appropriate.

2. Voting Procedures

The Chairman shall inform the Meeting of the voting procedures as follows:

- (1) The Chairman will propose the Meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies of Proxy Form A shall vote in the voting card provided during registration, by marking in only one of the boxes agree disagree or abstain.
- (3) For proxy of Proxy Form B and Form C, the Company shall count the votes as specified by the Shareholder.

3. Resolution of the Meeting

- General case: Majority vote of the Meeting

- Other case which the laws or the Company's Articles of Association provide otherwise: The resolution shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before the voting of each Agenda.

(1) In case of a tie vote, the Chairman of the Meeting shall have an additional vote as the deciding vote.

(2) Any Shareholder or Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

4. Counting and Announcement of the Vote

The vote count shall be done immediately and the Chairman shall announce the results of the vote count in every agenda.

* Please return all voting cards for all agendas to the Company's officers when the meeting is completed.

(Translation)

The Company's Articles of Association which are relevant to the shareholders' meeting and voting exercise

Article 15. All directors must be elected and appointed by simple majority votes of a shareholder meeting pursuant to the following rules and procedures:

- (1) each of the shareholders shall have 1 vote per 1 share;
- (2) in the election of directors, any shareholders may vote either for each director individually or for several directors as a group or may vote by other means as they deem appropriate, provided always that each of the shareholders must exercise his/her/its voting right pursuant to the number of the total votes he/she/it has under (1) above whereby the number of such votes may not be split for more than one director or group of directors; and
- (3) the persons and the number of persons who shall be elected and appointed as directors shall be based on the order of maximum number of votes each of such persons may obtain and the total number of directors the Company may have or, as the case may be, the number of directors for such time of appointment. In the event that there are persons obtaining equal number of votes at the next order of maximum number of votes and the number of such persons with equal votes is more than the number of directors to be appointed at such time, the Chairman shall also have a casting vote there for.

Article 16. At every annual general meeting, one third of the directors shall retire. If the number of directors to be retired cannot be divided as such one-third, the number of directors closest to one-third shall retire.

In the first and second year after the registration of conversion to a public company is made, the directors retiring from office shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. In this connection, should there be several directors, holding the office longest, with equal term and the number of such directors be more than the number of directors needed to be retired, such directors shall retire by drawing lots. A director retiring from office as such may be re-elected.

Article 29. The Board of Directors shall call a shareholder meeting, which is an annual ordinary general meeting of shareholders, within 4 months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meeting. The Board of Directors may call an extraordinary general meeting of shareholders at any time as the Board deems appropriate. In addition, shareholders holding shares amounting to not less than 1/5 of the total number of shares sold or shareholders numbering not less than 25 persons holding shares not less than 1/10 of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall have to be clearly stated in such request. In such event, the Board of Directors shall have to proceed to call a shareholder meeting to be held within 1 month of the date of receipt of such request from the said shareholders.

Article 30. To call a general meeting, the board of directors shall draft a notice of the summoning of a general meeting and specify the place, the day and the hour of the meeting and the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the board's opinion on the topics. The notice of summoning of a general meeting shall be sent to the shareholders not later than seven days before the date of the meeting and published in a local newspaper for three days consecutively and three days before the date fixed for the meeting.

The board of directors or person designated by the board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or branch of the company is located or other provinces nationwide as the board of directors deem appropriated.

Article 31. At the general meeting, a shareholder may authorize another person to attend and vote in the meeting as a proxy. A written authorization or proxy must be dated and signed by the authorizing shareholder and conform to the format prescribed by the Share registrar.

The written authorization shall be submitted to the chairman of the board of directors or a person to be named at the meeting before the proxy attends the meeting.

Article 32. In order to constitute a quorum of a shareholder meeting, there shall be shareholders and proxies (if any) attending amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case, such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold by the Company.

At any shareholder meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice for calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In this subsequent meeting, a quorum is not required.

Article 33. The Chairman of the Board of Directors shall be the chairman of the shareholder meetings. If the Chairman of the Board is not present at a meeting or cannot perform his or her duty, and if there is a Vice-Chairman of the Board, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 34. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the law and the Articles of Association of the Company relating to meeting and to follow the sequence of the agenda specified in the notice for calling the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than 2/3 of the number of the shareholders present at the meeting.

Article 35. In voting in a shareholder meeting, one share is entitled to one vote. Any shareholder having special interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Voting shall be made openly unless at least 5 shareholders request a secret vote and the meeting resolved accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

Article 36. A resolution of the shareholder meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who have the right to vote and attend the meeting. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than 3/4 of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or material parts of the business of the Company to other person(s);
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) the amending to the Memorandum or Articles of Association of the Company;
 - (e) the increase or reduction of the capital of the Company;
 - (f) the issuance of the Company's debentures;
 - (g) the amalgamation of the Company; or
 - (h) the dissolution of the Company.

Article 37. The businesses to be considered and transacted in the annual ordinary general meeting are as follows:

- (1) to consider the report of the Board of Directors presented to the meeting in respect of operational result of the Company in the last year;
- (2) to consider and approve the balance sheet and profit and loss statements;
- (3) to consider and approve the allocation of profits and dividend distribution;
- (4) to consider and elect the directors in replacement of those retired by rotation;
- (5) to appoint the auditor and determine the auditing fee; and

(6) other business.

Article 43. The Company may not announce for any payment of dividends unless a resolution as to such payment of dividends was passed by the shareholder meeting or the Board of Directors meeting. In case of interim payment of dividends, dividends shall be paid only from out of profits.

Payment of dividends shall be made within 1 month of the date of the resolution of the shareholder meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for not less than 3 consecutive days.

Article 47. The Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

In addition to the aforementioned reserve fund, the Board of Directors may also propose to the shareholder meeting for passing resolution, allocating other reserve fund if the Board deems that it will be an interest of the Company.

Article 51. The Board of Directors shall prepare and present to the annual general meeting of the shareholder for approval a balance-sheet and profit and loss statements as of the ending date of the Company's fiscal year. In this connection, the Board shall also have such balance sheet and profit and loss statements audited by auditor(s) prior to submitting to the shareholder meeting.

Article 54. The annual general meeting shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed.

Article 55. The auditor may be a shareholder of the Company, but shall not be a director, officer, employee or person holding any position or having any duty in the Company.

(Translation)

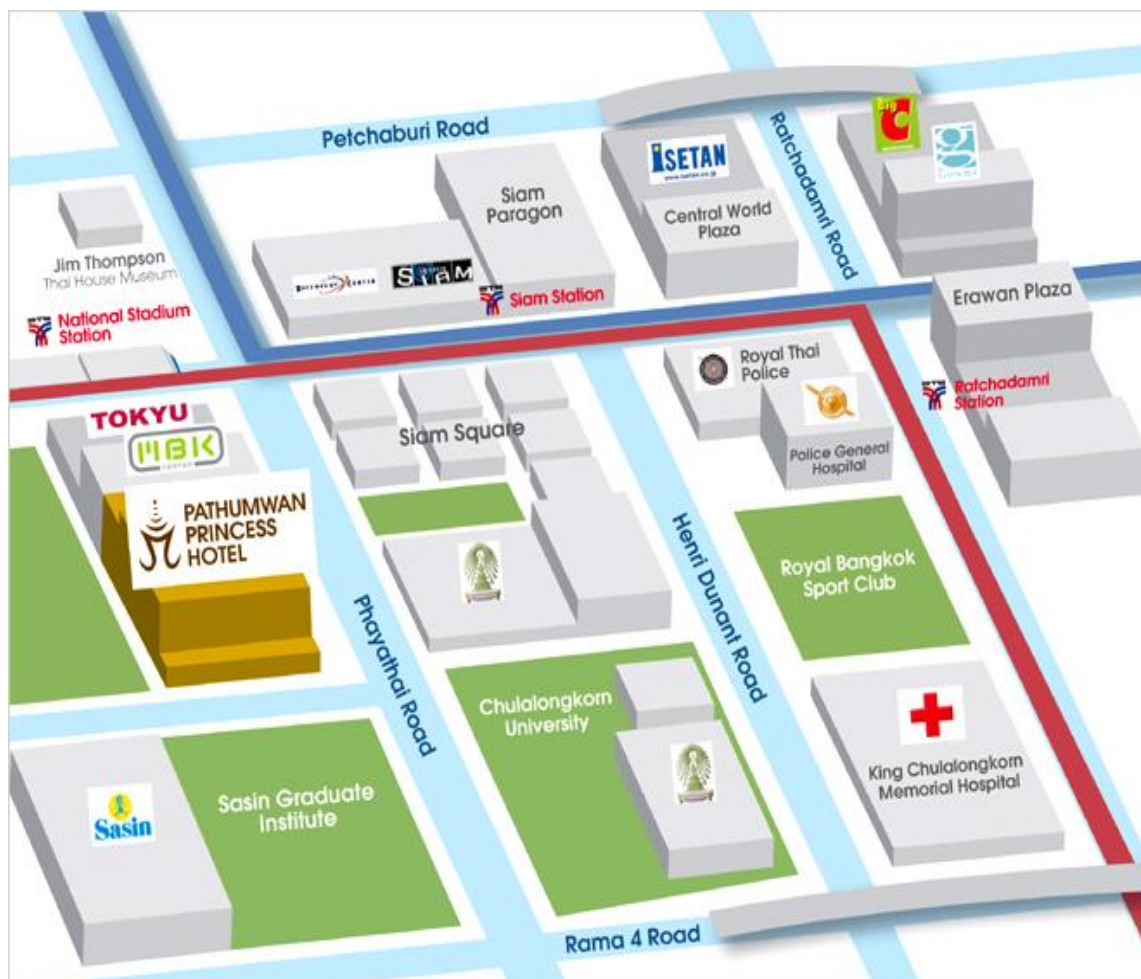
Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the 2015 Annual General Meeting of Shareholders

Name	:	Mr. Akarat Na Ranong
Position	:	Independent Director and Chairman of Audit Committee
Age	:	61 years
Address	:	256 Soi Sukhumvit 55, Klongton-nua, Wattana,Bangkok 10110
Family relationship with executives of the Company	:	None
Educational background	:	Master's Degree, Business Administration (Management), Marshall University ,U.S.A.
Training relating to role and duties of director	:	- Audit Committee Program - Director Accreditation Program - Role of the Compensation Committee Thai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the 2015 Annual General Meeting of the Shareholders for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2015.

Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the 2015 Annual General Meeting of Shareholders

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director and Audit Committee
Age	:	49 years
Address	:	54 Soi Ramkhamhaeng 58/3 seprstion 4 Hua Mak, Bangkapi , Bangkok 10240
Family relationship with executives of the Company	:	None
Educational background	:	- Master of Business Administration (MBA), Bangkok University - Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A.
Training relating to role and duties of director	:	- Director Accreditation Program - Audit Committee Program - Successful Formulation & Execution of Strategy - How to Measure the Success of Corporate Strategy, Thai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the 2015 Annual General Meeting of the Shareholders for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2015.

Location map of the meeting's venue of the 2015 Annual General Meeting of Shareholders



**At Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel
444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330**

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy (Form B.)

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

(Ref : Notification of Business Develop Department of Re : Proxy Form (No.5) B.E.2550)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Address Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บริษัท แม็ทซิ่ง แม็กซิไมซ์ โซลูชั่น จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Matching Maximize Solution Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and having the right to vote equal to votes as follows

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.4

(1) อายุ ปี
age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Postal Code or

(2) อายุ ปี
age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Postal Code or

(3) อายุ ปี
age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

คนหนึ่งคนเดียวเป็นตัวแทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2558
 Anyone of the above as my/our proxy holder to attend and vote at the 2015 Annual General Meeting of Shareholders

ในวันที่ 27 เมษายน 2558 เวลา 10.00 น. ณ ห้องจามจูรี บอลรูม เอ ชั้นเอ็ม โรงแรมปทุมวัน ปริ๊นเซส เลขที่ 444
 มาบุญครองเซ็นเตอร์ ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพฯ 10330
 to be held on 27 April 2015 time 10.00 a.m. at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444
 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- (1) วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2557 เมื่อวันที่ 14 ตุลาคม 2557
 Agenda Item 1 Subject To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2557
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2014
- หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ
 Remark This matter is for acknowledgement. The resolution is not required.
- วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไรขาดทุน) ของบริษัท สำหรับปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2557 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว และรับทราบรายงานของผู้สอบบัญชี
 Agenda Item 3 Subject To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2014 which have been audited by the certified auditor and acknowledge the Auditor's report
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4 เรื่อง พิจารณาและอนุมัติการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2557
 Agenda Item 4 Subject To consider and approve the appropriation of profit as the legal reserve and the distribution of dividend in respect of the operating results for the year 2014
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 5 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
Agenda Item 5 Subject To consider and approve the appointment of directors replacing those who retire by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

การแต่งตั้งกรรมการทั้งชุด
Vote for all the nominated candidates as a whole.

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominee.

1. ชื่อกรรมการ นายสมฤทธิ ศรีทองดี
The director's name Mr. Somrit Srithongdee

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

2. ชื่อกรรมการ นายพัฒนพงศ์ หนูพันธ์
The director's name Mr. Pattanapong Nuphan

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

3. ชื่อกรรมการ นายณัฐวุฒิ เภาโบรมย์
The director's name Mr. Nuttawut Phowborom

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2558
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2015

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 7 เรื่อง พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2558
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2015

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 8 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)
 Agenda Item 8 Subject To consider other matters (if any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 - (1) นายอัศวรัตน์ ณ ระนอง หรือ
 - (2) นายกมล รัตนไชย(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 6)

Remarks :

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form B. as attached.
4. The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
 - (1) Mr. Akarat Na Ranong or
 - (2) Mr. Kamol Ratanachai(Information of independent directors were shown in the Enclosure 6)

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Allonge of Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **บริษัท แมทซิ่ง แมกซ์โซลูชั่น จำกัด (มหาชน) (“บริษัท”)**
The appointment of proxy by the shareholder of **Matching Maximize Solution Public Company Limited (“The Company”)**

ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2558
At the 2015 Annual General Meeting of Shareholders

ในวันที่ 27 เมษายน 2558 เวลา 10.00 น. ณ ห้องจามจู้รี บอลรูม เอ ชั้นเอ็ม โรงแรมปทุมวัน ปริ๊นเซส เลขที่ 444
มาบุญครองเซ็นเตอร์ ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพฯ 10330
to be held on 27 April 2015 time 10.00 a.m. at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330

หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่น
or any adjournment at any date, time and place thereof.

-
- (1) วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง
 Agenda Item Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(2) วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)
 Agenda Item Subject To approve the appointment of new directors (Continued)

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ
 Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain