

(Translation)



MMS-AC59/011

11 April 2016

**Re:** Invitation to the 2016 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.1/2015 held on 29 October 2015
  2. The 2015 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 2015 and the Annual Report of Board of Directors
  3. Names and profiles of directors who are due to retire by rotation and are nominated to be reappointed as the Company's directors for another term and definition of independent directors
  4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the 2016 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 2016 Annual General Meeting of Shareholders
  7. Location map of the Meeting's venue of the 2016 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 2016 Annual General Meeting of Shareholders on 27 April 2016 at 10.00 a.m., at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok to consider the following agenda:

**Agenda 1** **To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015**

**Facts and rationale** The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015, the copy of which was submitted to the relevant authorities within the required period. Thus, the Shareholders'

MATCHING MAXIMIZE SOLUTION PUBLIC COMPANY LIMITED

305/10 Soi Sukhothai 6, Sukhothai rd., Dusit, Bangkok 10300 Tel : 0-2243-6543-6, 0-2669-4200-9 Fax : 0-2243-1494, 0-2243-4124

Meeting is requested to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015. 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.1/2015 held on 29 October 2015, was correctly recorded and should be proposed to the Annual General Meeting of Shareholders for adoption.

**Remark** This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

**Agenda 2 To acknowledge the Company's operating results for the year 2015**

**Facts and rationale** The Board of Directors has prepared the information relating to the Company's operating results for the past year 2015, which is shown in the 2015 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 2015 should be proposed the Annual General Meeting of Shareholders for acknowledgement.

**Remark** This Agenda is for acknowledgement, no resolution is required.

**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 2015 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 (as amended) 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 2015, which were appeared in the 2015 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 2015

and the Auditor's report should be proposed to the Annual General Meeting of Shareholders for approval and acknowledgement.

**Remark**

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

**Agenda 4 To consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2015**

**Facts and rationale**

According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, set out that the Company is required to appropriate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit with deduction therefrom the amount representing the accumulated loss carried 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 subject to the absence of necessary reason to spend such funds. In addition, the payment of dividend shall not have a material effect to the Company's normal business operation.

The Company has loss from the operating result for the year ended 31 December 2015 (according to Separate Financial Statements ended 31 December 2015 audited by the certified auditors) and the Company also has the future project of which requires the huge amount of working capital. The Board of Directors has considered and deems appropriate to propose the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve since the Company has loss from the operation of the year 2015;
2. No dividend payment from the operating result of the year 2015 since the Company requires the working capital in order to develop the investment project of the Company.

**Board's opinion**

The Board of Directors is of the opinion that no appropriation of profit as legal reserve and no dividend payment as aforementioned should be proposed to the Annual General Meeting of Shareholders for approval.

**Remark**

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting 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 (as amended) 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 by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to retire by rotation at the 2016 Annual General Meeting of Shareholders, namely:

1. Mr. Poomchai Wacharapong            Director; and;
2. Mr. Somboon Cheewasutthanon    Director; and
3. Mr. Kamol Ratanachai                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 1 October 2015 – 31 December 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 are due to 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 who are due to retire by rotation and are nominated to be reappointed as the Company's directors for another term 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 the reappointment of all 3 directors who are due to retire by rotation to be Directors of the Company for another term should be proposed to the Annual General Meeting of Shareholders for approval.

**Remark** This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

**Agenda 6     To consider and approve the directors’ remuneration for 2016**

**Facts and rationale** The Nomination and Remuneration Committee has determined the directors’ remuneration for the year 2016. 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 2016 as follows:

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.

The Company has no policy to offer the other benefits other than money to the Directors (except for the welfare to general staffs).

Details of the remuneration payment in the previous year

	(Baht)	
<b>The Directors’ remuneration</b>	<b>Y’ 2016</b>	<b>Y’2015</b>
1.Monthly remuneration		
<u>The Board of Directors</u>		
- Chairman	60,000	60,000
- The Director	30,000	30,000
<u>The Other sub-Committee</u>		
- 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

**Board’s opinion** The Board of Directors is of the opinion that the directors’ monthly remuneration for the year 2016 should be proposed to the Annual General Meeting of Shareholders for approval as the details mentioned above.

**Remark**

This Agenda requires an affirmative resolution of not less than two-thirds of the votes of the shareholders present at the Meeting.

**Agenda 7**

**To consider and approve the appointment of the Company's auditors and their remuneration for 2016**

**Facts and rationale**

Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) sets out that at the Annual General Meeting of each year, there shall be the appointment of an auditor and the determination of their remuneration, in this regard, 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 proposed 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 auditor(s) for the fiscal year ended 31<sup>st</sup> December 2016. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31<sup>st</sup> December 2016.

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. Ms. Kajornkiet Aroonpirodkul has performed his duty as an auditor of the Company since 2012; Mr. Paiboon Tunkoon and Miss Sakuna Yamsakul have never performed any services as an auditor of the Company.

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 2016. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 780,000. (The auditors as aforementioned shall also

be appointed as the auditors of the subsidiaries of the Company with the fee for auditing the financial statements of the subsidiaries at Baht 1,420,000; therefore, the total auditors' fee is Baht 2,200,000). In this regard, PricewaterhouseCoopers ABAS Ltd. has duly performed its duties of reviewing and auditing the Financial Statements of the Company and its subsidiaries since the fiscal year 2012. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm and it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration compared between the fiscal year ended as at 31 December 2015 and the fiscal year ended as at 31 December 2016 are as follows:

Comparison Table of Auditor's Remuneration

Auditor's Remuneration	The fiscal year ended at 31 December 2016 (Baht)		The fiscal year ended at 31 December 2015 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	780,000	-	765,000	-
Subsidiaries (for information only)	1,420,000		1,235,000	50,000
<b>Total</b>	<b>2,200,000</b>	<b>-</b>	<b>2,000,000</b>	<b>50,000</b>

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 at the rate of Baht 780,000, should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting 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 2016 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 the 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 as their proxies. 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 2016.

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](http://www.matchinggroup.com)

The Board of the Directors of the Company determines the Record Date on which the shareholders have the rights to attend the 2016 Annual General Meeting of Shareholders on 17<sup>th</sup> March 2016. Furthermore, 18<sup>th</sup> March 2016 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 Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok.

Sincerely Yours,  
**Matching Maximize Solution Public Company Limited**

(Mr. Poomchai Wacharapong)  
Chief Executive Officer