

(Translation)

MMS-AC 59/035

23 August 2016

Re: Invitation to Extraordinary General Meeting of Shareholders No.1/2016

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the 2016 Annual General Meeting of Shareholders held on 27 April 2016
 2. Information Memorandum regarding with the Allocation of Newly Issued Ordinary Shares to Existing Shareholders (Pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 73/2558 Re: List of Information in Notice of Shareholders' Meeting of Listed Company for Seeking Approval of the Issuance and Offering of Securities)
 3. Capital Increase Report Form(F 53-4)
 4. Guideline for the appointment of proxy, registration and evidence to be presented on the date of the Extraordinary General Meeting of Shareholders No.1/2016
 5. The Company's Articles of Association which are relevant to the Meeting of Shareholders and voting exercise
 6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Extraordinary General Meeting of Shareholders No.1/2016
 7. Location map of the Meeting's venue of the Extraordinary General Meeting of Shareholders No.1/2016
 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 Extraordinary General Meeting of Shareholders No.1/2016 on 7 September 2016 at 02.00 p.m., at Rachadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok to consider the following agenda:

Agenda 1 **To consider and adopt the Minutes of the 2016 Annual General Meeting of Shareholders held on 27 April 2016**

Facts and rationale The Company has prepared the Minutes of the 2016 Annual General Meeting of Shareholders held on 27 April 2016, a copy of which was submitted to the relevant authorities within the required period. Thus, the Meeting of Shareholders is requested to adopt the Minutes of the 2016 Annual General Meeting of Shareholders held on 27 April 2016. The copy of the Minutes is as appeared in Enclosure 1.

Board's opinion The Board of Directors is of the opinion that the Minutes of the 2016 Annual General Meeting of Shareholders held on 27 April 2016, was correctly recorded and should be proposed to the Extraordinary 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 consider and approve the reduction of the registered capital as well as the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital**

Facts and rationale Due to the capital increase plan of the Company for the purpose of financial restructuring, the Company will utilize the proceeds received from the capital increase as investment in the universal movies shooting project (the "New Home Project") which was approved by the resolutions of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015 and/or for the purpose of repayment of bank loans to lessen the burden of the loans' interest and/or for the purpose of reserve for the working capital of the Company. Hence, the Company is required to raise funds to reserve for the operations as aforementioned. The Board of Directors' Meeting No.7/2016 resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the capital increase by authorizing the newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their respective shareholding (the "Rights Offering").

In this regard, in order for the Company to be able to increase its capital and allocate the newly issued ordinary shares through Rights Offering, the Company is required to reduce its registered capital by cancelling the authorized but unissued ordinary shares before the increase of its capital to another amount. Hence, the Company is required to reduce its registered capital from Baht 535,000,000 to Baht 531,629,851 by cancelling 3,370,149 authorized but unissued ordinary shares at a par value of Baht 1 each in compliance with the Public Limited Company Act B.E.2535 (as amended).

In addition, in order to be in compliance with the law, the Meeting of Shareholders is required to consider the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital as follows:

"Clause 4	Registered Capital of	Baht 531,629,851	(Five Hundred Thirty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One Baht)
	Divided into	531,629,851 shares	(Five Hundred Thirty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)
	With a par value of	Baht 1	(One Baht) each

Categorized into		
Ordinary shares	531,629,851 shares	(Five Hundred Thirty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)
Preference shares	- shares	(- shares)”

Board’s opinion The Board of Directors is of the opinion that the reduction of the registered capital as well as the amendment to Clause 4 of Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital per the details as aforementioned should be proposed the Extraordinary General Meeting of Shareholders for approval.

Remark This Agenda requires an affirmative resolution of not less than three-fourths of the total number of votes of the shareholders present at the Meeting and having the right to vote.

Agenda 3

To consider and approve the increase of the registered capital as well as the amendment to Clause 4 of Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital

Facts and rationale For the purpose of fund raising in accordance with the capital increase plan per the details as appeared in Agenda 2 above, the Company is required to increase its registered capital in the amount of Baht 250,000,000 from Baht 531,629,851 to Baht 781,629,851 by authorizing 250,000,000 newly issued ordinary shares at a par value of Baht 1 each to offer to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering). The details of capital increase are as appeared in the Information Memorandum regarding with the Allocation of New Ordinary Shares to Existing Shareholders and the Capital Increase Report Form (F53-4) (Enclosures No.2-3).

In addition, in order to be in compliance with the law, the Meeting of Shareholders is required to consider the amendment to Clause 4 of Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital as follows:

“Clause 4	Registered Capital of Baht 781,629,851	(Seven Hundred Eighty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One Baht)
	Divided into	781,629,851 shares (Seven Hundred Eighty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)
	With a par value of	Baht 1 (One Baht) each

Categorized into		
Ordinary shares	781,629,851 shares	(Seven Hundred Eighty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)
Preference shares	- shares	(-shares)”

Board’s opinion The Board of Directors is of the opinion that the increase of the registered capital as well as the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital per the details as aforementioned should be proposed to the Extraordinary General Meeting of Shareholders for approval.

Remark This Agenda requires an affirmative resolution of not less than three-fourths of the total number of votes of the shareholders present at the Meeting and having the right to vote.

Agenda 4 To consider and approve the allocation of newly issued ordinary shares

Facts and rationale In order to be in compliance with the law, the Meeting of Shareholders is required to consider and approve the allocation of newly issued ordinary shares.

Board’s opinion The Board of Directors is of the opinion that it should be proposed to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares in the amount of 250,000,000 shares at a par value of Baht 1 each to the existing shareholders of the Company whose names appear in the share register book as of 15 September 2016 (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 16 September 2016, in proportion to their respective shareholding (Rights Offering), at the offering price of Baht 2.00 per share, by ratio of 1 existing ordinary share to 0.4702 newly issued ordinary share at either one time offering or from time to time. In addition, the existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issued shares in excess of their entitlement, the remaining shares shall be allocated to each shareholder wishing to subscribe for the newly issued ordinary shares in excess of their rights on a *pro rata* basis which shall be based on the shareholding proportion. The process would be repeated until there are no remaining shares available. If there are any shares remaining after the allocation as aforementioned, the Company shall propose the Shareholders’ Meeting to consider and approve the reduction of registered capital by cancelling the authorized but unissued ordinary shares and/or determine any other appropriate ways accordingly. In addition, the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their entitlement shall state such intention and pay for the price of the excess shares together with the subscription and payment of the shares subscribed under the rights issue. In this regard, the subscription period for the existing shareholders will be determined as 3 to 7 October 2016 (5 business days).

The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized directors shall be empowered to consider, determine and/or modify the conditions and/or details with regard to the allocation and offer of such newly issued ordinary shares set out above, for example, the subscription period, payment, etc., the allocation and offering of newly issued ordinary shares at either one time or from time to time. The authorized person(s) shall also be empowered to sign any relevant documents and to do any other action which is necessary or appropriate for, or in connection with the issuance and offering as well as the allocation of newly issued ordinary shares including but not limited to providing information, submitting documentary evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce and any other relevant authorities as well as listing such newly issued shares on the Stock Exchange of Thailand.

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 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 Extraordinary General Meeting of Shareholders No. 1/2016 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 affixed with Baht 20 stamp duty and deliver such proxy form with the supporting documents to a Legal Department of the Company at Matching Maximize Solution Public Company Limited at 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 2 September 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.

The Board of the Directors of the Company determines the Record Date on which the shareholders have the rights to attend the Extraordinary General Meeting of Shareholders No.1/2016 on 15 August 2016. Furthermore, 16 August 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 01.00 p.m. on the Meeting date at Rachadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok.

Sincerely Yours,
Matching Maximize Solution Public Company Limited

(Mr.Poomchai Wacharapong)
Chief Executive Officer