

(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

(Translation)

**Minutes of the 2016 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 27 April 2016 at 10:00 a.m. at Rachadamnoen Hall, Royal Princess Larn Luang Hotel , Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100.

Directors/Executives present at the Meeting

- | | |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors and Chairman
Nomination and Remuneration Committee |
| 2. Mr. Poomchai Wacharapong | Chief Executive Officer and Chairman of the
Executive Committee |
| 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 | Independent Director and Chairman of Audit
Committee |
| 8. Mr. Kamol Ratanachai | Independent Director and Audit Committee |
| 9. Mr. Wiroj Bunsirirungruang | Executive Committee, Senior Executive Vice
President, Head of Finance Department and
Company Secretary |

Director/Executive absent at the Meeting

- | | |
|---------------------------|--|
| 1. Mr. Nuttawut Phowborom | Independent Director and Audit Committee |
|---------------------------|--|

Auditor and Legal Counsel in attendance

1. Ms. Warangkana Pakpien from PricewaterhouseCoopers ABAS 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 62 shareholders present in person and by proxy, representing 295,972,034 shares, being 55.67 percent of the total paid-up shares of the Company (total shares of the Company being 531,629,851 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting in person and by proxy, thus, having shareholders in aggregate of 84 shareholders, representing 299,582,584 shares, being 56.35 percent of the total issued shares of the Company. The quorum was thus constituted.

The Chairman then declared the Meeting duly convened and asked Mr. Wiroj Bunsirirungruang, Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, 3, 4, 5 and 7, to be approved by a simple majority of the total number of votes of the shareholders attending and casting their votes at the Meeting, Agenda 6 to be approved by not less than two-thirds of the total number of votes of the shareholders attending at the Meeting and Agenda 2 as a matter for acknowledgement and no voting is required. In this regard, the Company invited Ms. Pornpilai Kosolprapha, an Independent Legal Counsel to verify the voting procedure

accompany with OJ International Company Limited. The Chairman then introduced the Meeting 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

The Chairman proposed the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015, the copy of which was sent to the shareholders together with the invitation to this meeting (Enclosure 1).

Resolution: The Meeting unanimously resolved that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015, held on 29 October 2015 be adopted as the Chairman proposed with the votes of 296,074,184 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s).

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

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, to present the Company's operating results for the year 2015 to the Meeting which can be summarized as follows:

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, reported to the Meeting about the reason of the loss of profit that the Company's loss of Baht 51 million in its operation for 2015 are due to the following internal and external factors:

- The political situation as a consequence of the events at the end of 2014 deterred the foreign film production crews from overseas from seeking services within Thailand due to lack of confidence. The operation provision of equipment services and rental thus was unable to achieve the set target since the first quarter of 2015. In addition, due to the unrest caused by the bombing in the vicinity of the Erawan Shrine (Thao Maha Brahma), causing the reservation from oversea customers to be cancelled. Therefore, the amount of income from the provision of equipment services and rental in 2015 did not reach the set target.
- As for the production of television shows/series/documentaries business in 2015, the Company created a new show called "Battle of the Seven Stars". However, due to insufficient support from sponsors, the show was discontinued. Nonetheless, the Company will try to create new shows with good rating and which can generate income for the Company.
- As for the publication business, due to the lack of expansion in the publication industry, the Company has shifted its emphasis to event organization to supplement the publication business. Nonetheless, it has encountered issues of insufficient income to pay its expenses, forcing it to reduce the business size.
- The post production business which commences in 2015 was still unable to generate income for the Company within short-term. The Company is therefore required to give it continued support to create opportunity for this business to supplement and go hand-in-hand with the Studio Project to be completed in the future.
- As for the film production business, the Company has invested jointly with True Corporation, Major Cineplex Group, and Bangkok Film to set up a company called Transformation Films Co., Ltd. ("Transformation"). The Company opined that each investor has a business which complements each other. Nonetheless, the films of Transformation have not yet generated sufficient rating.

- Due to the reasons above, the Company has analyzed and revised, and adopted a structure to reinforce and strengthen its business operation such as (1) reducing expenses such as reduction of rental office space, which nevertheless is still affected by depreciation in Q4 of 2015 or (2) reducing the size of unsuccessful business.

In addition to various restructuring in 2016, the Company still continues to undertake analysis of the overall situation including the Company's expertise and strengthen in the future, which comprises of (1) provision of equipment services and rental under the operation of Gear Head Co., Ltd. ("Gear Head"), a leader in the market with regard to the provision of service in connection with film and advertisement production business. Furthermore Gear Head also has part of its work under the brand of "Handy Gear", which provides services to television series production crew and which is highly successful. It also provides various product services such as mobile lavatories and air-conditioned tents to facilitate the production crew. In addition, the Company is considering expanding the business of Gear Head under the brand of "Foot Gear" to provide service to film producers who conduct marketing through Social Medias (Viral) with limited budget (2) furthermore, the Company has a business plan in relation to the Comprehensive Studio City Project ("Studio Project") under the operation of Matching Broadcast Co., Ltd. as follows:

The Studio Project includes 5 indoor studios under the standard of Sound Stage Noise Criterion 25 ("NC25") and large outdoor studio which can provide comprehensive services since the Company has various equipment and production infrastructure as well as a team of professional personnel who are able to meet the customers' needs such as production equipment, post production which can support customers who are producers of films, advertisements, shows, series, advertising medias and other activities etc. In the future, the Company has a work plan after the completion of the studio i.e. work with respect to Art Department for use in assembling of scenes as additional service to the customers. This will help the customers reduce burdens and costs. Moreover, in the future, the Company has other business plans that are related to the basic business (Diversification) the operation of which has potential and readiness such as production of television series etc. Details as to the progress in the building of studio are as follows:

- Studios B1 and B2 are small-sized studio of 20 x 30 with truss structure installed and the progress of both are relatively similar.
- Studio B3 is middle-sized studio of 30 x 40 and is a Mock Up studio estimated to be completed within November for the purpose of testing various utilities. Currently, the roof structure is being installed.
- Studio B4 is a middle-sized studio of 30 x 40 with relatively similar progress.
- Studio B5 is a big-sized studio of 40 x 60 located at the far back. Currently, the footing structure is being installed.
- Building B6 is the building for the assembling and storage of scenes. The construction is now underway.
- Building B7 is the building for motor vehicles of Gear Head. The construction is now underway.
- The construction of warehouse of Gear Head is now underway.

The building project is progressing according to the set target. The shareholders can participate in the groundbreaking ceremony at the location of the project on 29 April 2016 at 14.00 hr.

As for the marketing plan, currently the Company has undertaken the following:

- (1) Coordinate with governmental agencies to receive various supports as follows:
 - (1.1) The Company has proposed its products and services to the Department of International Trade Promotion for consideration and will further propose them at the film festival in Cannes approximately in mid-May 2016.
 - (1.2) The National Film and Video Committee ("Film Committee") is in the process of proposing to the Cabinet meeting matters regarding incentives to foreign production crews filming in Thailand such as in the case of Malaysia with the special rebate of 30%. It would be of great benefit to the Company if the aforesaid matter is approved since the Film Committee has put emphasis on the standard of studios, and the standard of the Company's studios has been recognized at an international level.
- (2) Establishing a relationship with Co-Production in Thailand which is a coordinator with oversea producers carrying on production in Thailand by facilitating the oversea production crew in all respects.
- (3) Carrying out marketing through various film festivals such as Adfest and film festival.

Before opening the floor to questions from the shareholders, Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that the Company has indicated its intention to be a member of the Private Sector Collective Action Against Corruption ("CAC"). At present, the Company is in the process of preparing itself for the evaluation of its measures to combat corruption and is seeking certification from the CAC Council.

Ms. Sudarat Dilokkomol, shareholder, inquired about (1) the ratio of the construction of studios which are already completed, (2) the rate of studios reservation prior to the construction is complete, (3) the adequacy of the Company's capital.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) at present, the construction of studios has been completed about 30% and it is estimated that the construction will be according to schedule; in this regard, 1 middle sized studio will be completed in advance for the purpose of testing its efficiency from actual use, (2) the Company's business is different from real estate business with prior reservation; whereas for the reservation of studios, the users of the service is required to see the actual conditions of studios as well as various standards of the studios and services to be provided to customers, hence no prior reservation is taken; nonetheless, the Company has commenced its offensive marketing campaign, (3) the Company has no issues with regard to capital.

Ms. Rujira Bangkultam, Shareholder Right Protection Volunteer, Thai Investors Association, inquired about the timeframe during which the Company will announce its intention to enter the CAC.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, answered to the Meeting that, as for the Company's being a member of CAC, at present it is in the process of verification for the purpose of evaluating itself and improving its internal procedure to suit the practice guideline according to the policy framework prescribed by the Company. After such process is complete, the matter will be proposed to the Audit Committee for consideration, and proposed to the Board of Directors before proposal to the CAC Council for further certification. It is estimated that such process will be complete in the first quarter of 2017.

Mr. Chatchai Mongkolphan, shareholder, inquired about (1) schedule for the opening of studios and for the moving of Gear Head's equipment, (2) the tendency of advertising fee received from television shows, (3) the meaning of 'reducing the size of business', and the possibility that the Company will cease operating certain businesses such as film production.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of Executive Committee, clarified to the Meeting that (1) the Company expects that the studios will be open for operation around the first quarter of 2017; as for the moving of Gear Head's equipment, it is estimated that that would take place roughly at a similar time, (2) in 2015, the advertising fee received from television shows has decreased dramatically as sponsors have changed their advertising practice to gain maximum access to consumers, thus generating maximum profit, through advertising in the form of 'On Ground' in conjunction with the original advertising practice; in this regard, "Plod Nee", of the Company has been produced and proposed to the customers in the form of 'On Ground', and this has well generated additional income for the business, (3) the Company is in the process of considering reducing the business size for each individual business, some of which are unable to generate better income and whose operation may be discontinued such as publication business, or initially reducing the size of events organizing business; as for the film production business for which there is a joint-investment, the Company is still operating that business as far as part of its investment is concerned.

Mr. Maethee Anadirekkul, proxy, inquired about (1) the possibility that the Company will consider changing its target group from foreign production crews that depends in large part on political situation, (2) the volume of demand of the market for business in relation to provision of studios and the risk that Company's studios will not obtain a return according to the set target, (3) advantages and disadvantages of the anti-corruption policy for work related to official, (4) sponsorship from BBTV Productions Co., Ltd., the Company's major shareholder.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, accepted the shareholder's recommendations and clarified to the Meeting that (1) the Company has devised a business plan for the adjustment to suit all types of customers and not to solely rely on customers engaged in film business; in this regard, there is already in place a marketing plan for the provision of equipment services and rental to suit all levels of customers for top-tier market for the production of films and advertisements, mid-tier market under the brand of "Handy Gear" for television shows and series, and in the future for low-tier market for the production of films or advertisements marketed through Social Medias (Viral) with limited budget; this enables the Company to provide services to its customers both in high and low seasons, (2) the Company's studios have the highest standard in the country and is well equipped for the services at all levels (Studio All Media), thus the Company believes that it will receive a good return; Also, the Company has undertaken the study of market demands and it turned out that all the studios in Thailand have been mostly reserved during the period appropriate for filming; furthermore, if the government approves the grant of incentive to foreign production crews, it would be highly advantageous to the studios and the Company's equipment services and rental; nonetheless, the executive team is still always aware of the various risks and is trying to effect improvement continuously to achieve progress and good income for the Company's business, (3) prevention of corruption is the Company's policy devised to reduce risks, (4) at present, the Company's certain television shows are still broadcast on Channel 7; nevertheless, the Company is still trying to create new contents to generate maximum rating and income, for which at present there is a high level of competition.

Ms. Sirisukant Somboonkittisuk, shareholder, inquired about (1) the certainty that the Company will cease operating its publication business and events organizing business and the possibility that the Company will cease operating Transformation's film production business, (2) the Company's plan for the business of production of television shows/series/documentaries for which the number of shows and profit decreased significantly, (3) the certainty that the studios will be completed at the end of 2016.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) the Company will cease operating the publication business and estimates that will cease operating the events organizing business in an event there is no improvement in its operating result; as for Transformation, such business is still of benefit to the Company such as the use of services from Gear Head for film production, (2) the television shows in 2015 which are the Company's contents include "Plod Nee", and "Battle of the Seven Stars" which have been discontinued; while other television shows in 2014 are produced for customers; nonetheless, the Company is in the process considering proposing new shows to the television station, and it is estimated that in 2016 the income generated from television shows will increase, (3) the construction of studios is still in accordance with schedule.

Mr. Sathaporn Koteeranuwat, shareholder, supported the anti-corruption policy of the Company and inquired about (1) the change in the rate of return from the investment in Studio Project, (2) human resources policy of the Company, and the incentives offered to the personnel.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) the rate of return from the investment in Studio Project still remains the same at approximately 11-12%, (2) the main personnel of the Company will be under Gear Head with the remuneration calculated hourly according to the amount of work done as well as monthly salary received; in this regard, the Company will regularly discuss with the personnel to achieve satisfaction on both sides, and is focusing on compliance with labor law in all respects.

Mr. Maethee Anadirekkul, proxy, proposed to the Meeting that (1) the Company should produce shows broadcasting popular sport competitions, (2) the Company should arrange for shareholders to visit Studio Project of the Company.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) at present, the Company is already providing services to sport shows since "Handy Gear" is providing equipment services to Thai Rath TV boxing shows, (2) after the completion of studios, the Company will invite the shareholders to visit the project.

Mr. Nakorn Panusitthikorn, shareholder, inquired about (1) the possibility that some studios will open some studio for operation prior to the full completion in order that the Company engage certain producers to carry out testing such as HBO channel etc. so as to allow the project to generate some income, (2) the efficiency of the studios are still within budget.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) it is expected that 1 middle-sized studio and acoustic system will be completed in November 2016, and the Company will test the sound proof system and invite co-production to visit as well as undertaking marketing to seek customers to come and test out the studio services under attractive conditions, (2) as for the efficiency of the studios, it is up to standard and its sound proof system is complete and within the budget approved by the shareholders.

The Chairman thanked all the shareholders for their support and confidence in the Company, and promised that the Board of Directors, executives and all staff will continue to perform and work hard for the success of the Company and in order to repay the shareholders for their confidence.

The Chairman further proposed the Meeting to acknowledge the Company's operating results for the year 2015 which the details were set out in the 2015 annual report of the Company that was sent to the shareholders together with the notice of this meeting (Enclosure 2).

Resolution: The Meeting acknowledged the Company's operating results for the year 2015 was as the Chairman proposed.

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

The Chairman informed the details of 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 to acknowledge the Auditor's report which the details were set out in the Company's financial statements which formed part of the 2015 annual report sent to shareholders together with the notice of this meeting (Enclosure 2) and can be summarized as follows:

Financial Statements ended 31 December (Consolidated)

Account Record	2015	2014	Increase (Decrease)	
			Amount	Percentage
Total Assets	1,421	1,497	(76)	-5.08%
Total Liabilities	190	181	9	4.97%
Total Shareholders' Equity	1,231	1,316	(85)	-6.39%

Statement of Comprehensive Income ended 31 December (Consolidated)

Account Record	2015	2014	Increase (Decrease)	
			Amount	Percentage
Revenue	600	684	(83)	-12.28%
Other Revenue	7	20	(13)	-65.00%
Total Revenue	607	704	(97)	-13.78%
Total cost of sales and services	652	664	(12)	-1.81%
Profit (Loss) before income tax expense	(45)	40	(85)	-212.50%
Income Tax Expense	6	11	(5)	-45.45%
Annual Net Profit (Loss) of the Company	(50)	29	(79)	-272.41%

After that, the Chairman proposed the Meeting 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 to acknowledge the Auditor's report.

Resolution: The Meeting unanimously resolved that 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 be approved and the Auditor's report be acknowledged with the votes of 299,582,584 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

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

The Chairman informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535 (as amended), the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit and subtracted 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 approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the condition that the company is not required to use such funds and the dividend payment shall not have material effect to the Company's normal business operations. The Company's operating results for the fiscal year ended as at 31 December 2015 (according to Separate Financial Statements ended 31 December 2015 audited by the certified auditors) has loss, the Board of Directors has considered and deems appropriate to propose the Meeting as follows:

1. No appropriation of profit as the legal reserve since the Company has loss from the operation of the year 2015; and
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.

After that, the Chairman proposed the Meeting 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.

Resolution: The Meeting unanimously resolved that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2015 as the Chairman proposed in all respects be approved with the votes of 299,582,584 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation

The Chairman informed the Meeting that according to the law and the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors must retire from office and the retired directors are eligible for re-appointment. There are 3 directors who retire by rotation at the Annual General Meeting of shareholders for the year 2016, namely:

- | | |
|--------------------------------|---|
| 1. Mr. Poomchai Wacharapong | Director; |
| 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 minority shareholders to propose person(s) to be elected as directors in advance of the Meeting through an announcement on the Company's website from 1st October 2015 – 31st December 2015 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter. Nonetheless, no minority shareholder proposed any person to be elected as director to the Company at this Meeting.

The 3 directors who must retire by rotation purpose to leave the Meeting room while discussions and voting took place on this agenda in order to support the Good Corporate Governance Principles of the Company.

The Nomination and Remuneration Committee has considered and is of the opinion that (1) Mr. Poomchai Wacharapong, Director; (2) Mr. Somboon Cheewasutthanon, Director; and (3) Mr. Kamol Ratanachai, Independent Director and Audit Committee, the 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 3 directors aforementioned to be reappointed as the Company's directors for another term.

The names and profiles of director who retired by rotation and the persons to be nominated for an appointment as the Company's directors are appeared in the document which was sent to the shareholders together with the notice of this meeting (Enclosure 3).

After that, the Chairman proposed the Meeting to consider and approve the re-appointment of directors who are due to retire by rotation to be in position for another term.

Resolution: The Meeting resolved that the 3 directors retired by rotation be approved for re-appointment as directors of the Company for another term, with a majority vote of total number of votes of Shareholders attending and casting their votes at the Meeting as follows:

1. Mr. Poomchai Wacharapong, Director, with the votes of 295,592,584 shares (98.6681 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,990,000 votes disapproving (1.3319 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s));
2. Mr. Somboon Cheewasutthanon , Director, with the votes of 295,592,584 shares (98.6681 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,990,000 votes disapproving (1.3319 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)); and

3. Mr. Kamol Ratanachai, Independent Director and Audit Committee, with the votes of 295,592,584 shares (98.6681 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,990,000 votes disapproving (1.3319 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

Agenda 6 To consider and approve the directors' remuneration for 2016

The Chairman informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration according to the expansion of business, the profit growth of the Company as well as the duties and responsibilities of each director. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee) deemed it appropriate to determine the directors' remuneration for the year 2016 which is the same rate as the year 2015 as follows:

Monthly remuneration

Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

Sub-committee Members

Chairman	Baht 30,000
Director	Baht 20,000

The Company currently has a sub-committee consisting of the Executive Committee, 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. Since the Company has loss from the operating results of the year 2015, there is no Directors' gratuity proposed to Meeting for the year 2015. In addition, the Company has no policy to offer the other benefits other than money to the Directors.

After that, the Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2016 as aforementioned which shall be effective until a shareholders' meeting resolves to change otherwise.

Resolution: The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2016 and no gratuity for the result of the operation of the year 2015 according to the above details be approved to be effective until a shareholders' meeting resolves to change otherwise, with the votes of 298,406,562 shares (99.6074 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,176,022 votes abstaining (0.3926 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot(s)).

Agenda 7

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

The Chairman informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 (as amended) requires that every year the annual general meeting of shareholders appoint the Company's auditors and determine their remuneration. The existing auditors can 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;
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 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 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.

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 reviewed and audited the Financial Statements of the Company and its subsidiaries since the fiscal year 2012 and duly performed their duties all along. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm and certified by the Office of Securities and Exchange Commission, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The shareholders expressed their opinion on the objection to the increase in remuneration of auditors that must be undertaken annually.

Mr. Maethee Anadirekkul, proxy, proposed to the Meeting that the Audit Committee should give other audit offices which are non-international audit offices the opportunity to propose fees for consideration and comparison, and to be proposed later at the next Shareholders' Meeting.

Mr. Akarat Na Ranong, Independent Director and Chairman of Audit Committee, accepted the observations of the shareholder for further consideration.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, informed further that since in considering the auditors and their remuneration, the Company took into account the quality of service, standard of performance and sufficiency of the number of auditors to provide service to the Company. In this year, the audit standard has undergone changes including the increase in the amount of work due to the internal reorganization of business group, which is considered an improvement in the standard of the business group of the Company causing the increase in the fees of the auditing profession.

After that, the Chairman proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2016.

Resolution: The Meeting resolved by a majority vote of the total number of votes of the shareholders attending and casting their votes at the Meeting that, (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. be appointed as the Company's auditor(s) for the fiscal year ended 31 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 December 2016, and that the auditors' remuneration for auditing the Financial Statements of the Company be fixed at the rate of Baht 780,000 as the Chairman proposed in all respects (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), with the votes of 299,380,066 shares approving (99.9326 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 201,900 votes disapproving (0.0674 percent of the total votes of the shareholders attending and casting their votes at the meeting), 618 votes abstaining and 0 vote voided ballot(s)).

Agenda 8 Other Business (if any)

The Chairman informed the Meeting that Mr. Pattanapong Nuphan, Director and Executive Director, has informed the Board of Directors' Meeting on 21 April 2016 that he has taken a position of an authorized director of Bangkok Broadcasting & TV Co., Ltd., which does not operate business in competition with the Company, since 8 April 2016.

The shareholders inquired about the reason why the Company paid the tax of Baht 6 million while it has experienced a loss. Mr. Poomchai Wacharapong informed the Meeting that Gear Head has generated profit and must subsequently pay the tax.

Mr. Wichit La-or-sathienkul, shareholder, inquired about (1) the source of additional capital for the construction of studios and the certainty of the

construction schedule, and (2) the news about Gear Head being listed in the Stock Exchange of Thailand (“**SET**”).

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) the source of additional funds for the construction of studios has been brought by the Company from the revolving fund obtained from capital increase and loan from financial institution which has been approved, thus confirming that the construction will be completed according to set target, and (2) the Company is in the process of studying the details of having Gear Head listed in the SET.

Mr. Maethee Anadirekkul, proxy, proposed to Mr. Pattanapong Nuphan, Director, as an authorized director of Bangkok Broadcasting & TV Co., Ltd. to sponsor the Company’s shows.

The Chairman thanked the shareholder and took the suggestion for further consideration.

No other business was 12.05 pm

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

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

The English translation of this document is prepared solely for reference for non-Thai shareholders of the Company. It should neither be relied upon as the definitive nor the official document of the Company. The Thai version is the official document and shall prevail in all respects in the event of any inconsistency with the English translation.

Enclosure 2

Information Memorandum Regarding with the Allocation of New Ordinary Shares to Existing Shareholders of Matching Maximize Solution Public Company Limited

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (“**Company**” or “**MATCH**”) No. 7 /2016, held on 28 July 2016, passed a resolution approving the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering) and to propose to the Extraordinary General Meeting of Shareholders for approval, as detailed below:

1. Details of the Offering

To issue and allocate 250,000,000 newly issued ordinary shares with par value of Baht 1.00 per share to existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 1 existing share to 0.4702 newly issued shares, at the offering price of Baht 2.00 per share, determined by the weighted average market price of the Company's share during the previous 7 to 15 business days prior to the Board of Directors Meeting on 28 July 2016 (from 5 to 27 July 2016) which is between Baht 2.02 - 2.09 per share. The Board of Directors deems that the offering price of Baht 2.00 per share is reasonable; reflecting fair value and potential growth of the Company. The offering, either one time or multiple times, entitles the existing shareholders to subscribe for 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 issues shares in excess of their entitlement, the remaining shares will 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.

The existing shareholders entitled to receive the Rights Offering shall be the shareholders whose names appear in the share register book on the Record Date as of 15 September 2016, whereby the Company shall close its share register book on 16 September 2016 to collect the name of the shareholders pursuant to section 225 of the Securities and Exchange Act B.E. 2535. Nevertheless, the right to subscribe the newly issued shares is conditional upon the approval of the Shareholders' Meeting for the increase in capital and the allotment of the newly issued shares. The subscription period will be preliminarily scheduled on 3 to 7 October 2016.

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 of the allocation and the offering of such newly issued shares set out above i.e. the subscription period, the payment method, and the allocation and offering of newly

issued shares at either one time or multiple times. 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 shares including but not limited to providing information, submission of 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.

2. Purpose of Share Issuance and Capital Utilization Plan

The Company plans to use the proceeds from the capital increase for capital restructuring purpose as follows:

- (a) The proceeds of Baht 300 million shall be used to repay bank loan for the Universal Movie Town Project ("**New Home Project**") to reduce the Company's financial cost and Baht 100 million to further invest in the New Home Project; and/or
- (b) The proceeds of Baht 100 million shall be used as working capital for the Group Companies, operating in various media-related business including equipment rental service, TV production, TV commercial production, and studio rental business.

The Universal Movie Town ("New Home Project**")**

The Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 October 2015 had approved the revision of total project cost of the New Home Project, from Baht 769 million to Baht 1,187 million, or increased by Baht 418 million due to the change in project layout to maximize benefit from the land and the change in construction materials to improve its studio's quality to support the demand from foreign production houses.

The New Home Project enables the Company to differentiate itself and enhances its competitiveness by being the first integrated service provider in equipment rental and international standard studio to support both domestic and foreign clients. The Project also enables the Company to diversify the source of income and generate long-term return to shareholders.

The New Home Project may not be well-received by the clients which will result in lower revenue than expected, losses during the early stage of investment, and lower investment return. Nevertheless, the New home Project will be the first international studio project in Thailand which provides full range of service covering indoor and outdoor shootings to support both domestic and foreign clients. Moreover, the management has experience and relationship with numbers of film producers in the industry, the Company, therefore, expects to acquire clients as planned. Additionally, the transformation to the digital TV era will enhance the demand for shooting studio, together with the business of the Company's subsidiary (Gear Head Company Limited) which operates equipment rental services and one-stop service studio with team's expertise, and the

well-supported project location shall bring about the good response from film producers, related parties in the industry, and also the activity or event organizer.

In this regards, the Independent Financial Advisor had an opinion that the revised project cost is appropriate and will generate sound returns to the Company. The Project's Internal Rate of Return is 9.64 percent and the Net Present Value is Baht 118 million with the payback period of 16 years . Further information concerning the New Home Project is provided in the Information Memorandum of Asset Acquisition and the Opinion of the Independent Financial Advisor Regarding the Asset Acquisition which were publicly disclosed on the Stock Exchange of Thailand's website on 20 August 2015 and 13 October 2015, respectively.

As of 13 July 2016, the New Home Project is 30 percent completed and is expected to partially operate in February 2017, and fully operate in April 2017.

3. Shareholder Effects from Share Issuance

3.1 Price Dilution

Price Dilution	= (Market Price – Market Price after offering)/ Market Price
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Whereby:

Market Price = The weighted average market price during the previous 7 business days prior to the Board of Directors' Meeting dated on 28 July 2016 (during 15 - 27 July 2016) which is equivalent to 2.09 Baht per share (Data from SETSMART)

Market Price after offering = [(Market Price x Paid-up Shares) + (Offering Price x Newly Issued Shares)] / (Paid-up Shares + Newly Issued Shares)
 = [(2.09 x 531,629,851) + (2 x 250,000,000)] /
 (531,629,851 + 250,000,000)
 = 2.06 Baht per share

Price Dilution = 1.44%

In the event that all existing shareholders have subscribed all newly issued ordinary shares according to their rights, the price dilution is equivalent to 1.44%.

3.2 Earnings Per Share Dilution

EPS Dilution	= (EPS before offering – EPS after offering) / EPS before offering
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Whereby:

$$\begin{aligned}\text{EPS before offering} &= \text{Last 12-month Net Profit}^1 / \text{Paid-up Shares} \\ &= (38,795,640) / 531,629,851 \\ &= (0.073) \text{ Baht per share}\end{aligned}$$

$$\begin{aligned}\text{EPS after offering} &= \text{Last 12-month Net Profit}^1 / (\text{Paid-up Shares} + \text{Newly Issued Shares}) \\ &= (38,795,640) / (531,629,851 + 250,000,000) \\ &= (0.050) \text{ Baht per share}\end{aligned}$$

$$\text{EPS Dilution} = 31.98\%$$

Remark: ¹ Net profits (losses) from April 2015 to March 2016

In the event that all existing shareholders have subscribed all newly issued shares according to their rights, the EPS dilution is equivalent to 31.98%.

3.3 Control Dilution

Control Dilution	= Newly Issued Shares / (Paid-up Shares + Newly Issued Shares)
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$$= 250,000,000 / (531,629,851 + 250,000,000)$$

$$\text{Control Dilution} = 31.98\%$$

In the event that all existing shareholders have subscribed all newly issued shares according to their rights, there shall be no control dilution. Nonetheless, if any existing shareholders choose not to subscribe shares while the others exercise all their rights, the control dilution is equivalent to 31.98%.

4. Opinion of the Board of Directors

The Board of Directors of the Company has considered and opined as follows:

4.1 Reason and necessity of capital increase

The capital increase is aimed to refine the capital structure of the New Home Project by paying off the bank loan and further invest in the Project and/or use as working capital for the Group Companies to provide long term benefits to the Company and its shareholders.

The Extraordinary General Meeting of Shareholders No.1/2015 had approved the revision of the project cost of the New Home Project of Baht 1,187 million which shall be funded by the public offering of new shares of Baht 700 million in year 2013, the Company's internal cash flow, and loan from financial institution.

At present, the Company has obtained loan facility for the New Home Project of Baht 500 million and partially drawn down the loan which the outstanding loan as of 1 August 2016 was Baht 300 million. The Company shall use the proceeds from the Rights Offering to pay-off such loan to lessen the interest burden and improve financial position of the Group Companies.

The Board of Directors has considered that the offering of newly issued ordinary shares to the existing shareholders allows all existing shareholders to subscribe for shares and receive return and benefits from the Project in the future.

4.2 Feasibility of the plan for utilizing proceeds received from the offering

The Board of Directors has considered that the Company's proceeds utilization plan to pay-off loan for and further invest in the New Home Project, as approved by the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015, and to use as working capital for the Group Companies is appropriate and feasible. At present, the Project is under construction with approximately 30 percent completion and expected partial operation in February 2017. Once opened, the Project will strengthen the Company's operation, by being the first integrated film production service provider in the country, and help diversify its source of income to studio rental business and support overall business of the Group Companies.

4.3 Reasonability of the increase of capital, the plan for utilizing proceeds received from the offering

The capital increase and the proceeds utilization plan are reasonable, in line, and sufficient for the Company's current development project.

4.4 Effect on the business operation, financial position, and company performance

The proceeds from the capital increase will be used to expand the Company's business, reduce financial burden, and strengthen the financial status which will enable the Company to pursue the sustainable business operation.

As of 30 June 2016, the Debt to Equity ratio of the Company was 0.06 times. After the Company drawn down of Baht 300 million project loan, Debt to Equity ratio will be increased to 0.31 times. The Company expects that capital increase completed in October 2016 shall decrease the Debt to Equity ratio and significantly reduce the Company's financial cost.

5. Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to the increase of capital. However, in case that the performance of duty causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E. 2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

By considering the fact and reason above, the Board of Directors has resolved to approve the agenda of capital increase by Rights Offering of the Company.

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

(Mr.Soomboon Cheewasutthanon)

Director

(Mr.Poomchai Wacharapong)

Director

(F 53-4)

Capital increase report form
Matching Maximize Solution Public Company Limited
28 July 2016

We, **Matching Maximize Solution Public Company Limited**, hereby report the report the resolutions of the Board of Directors' Meeting No. 7/2016, held on 28 July 2016 from 02.00 PM to 04.00 PM, in respect of capital increase and share allotment as follows:

1. Capital increase

The Board of Directors' Meeting passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2016 for the approval

1.1. The reduction of registered capital of the Company for Baht 3,370,149 from Baht 535,000,000 to Baht 531,629,851 by cancelling the unissued ordinary shares of 3,370,149 shares, at the par value of Baht 1.00.

1.2. The increase of registered capital of the Company for Baht 250,000,000 from Baht 531,629,851 to Baht 781,629,851 by authorizing 250,000,000 newly issued ordinary shares, at the par value of Baht 1.00. Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	250,000,000	1.00	250,000,000
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares

2.1. Specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Offering price (THB/share)	Subscription and payment period	Remark
Right Offerings	Not exceeding 250,000,000	1 existing share : 0.4702 newly issued shares	2.00	3-7 October 2016	Details as in Remark 1 and 2

Remark: The Board of Directors' Meeting No. 7/2016 held on 28 July passed the resolutions for;

1. The increase of the company's registered capital for Baht 250,000,000 from Baht 531,629,851 to Baht 781,629,851 Baht by authorizing 250,000,000 ordinary shares with a par value of Baht 1.00, totaling Baht 250,000,000.
2. Allocate the newly issued ordinary shares not exceeding 250,000,000 shares with a par value of Baht 1.00 each to the existing shareholders of the Company (Right Offerings) with the following conditions:
 - 2.1 The offering price of Baht 2.00 per share, by ratio 1 existing share to 0.4702 newly issued ordinary shares.
 - 2.2 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 issues shares in excess of their entitlement, the remaining shares will 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.
 - 2.3 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.
 - 2.4 In this regard, the Company has set the subscription and payment period which is preliminarily determined as 3-7 October 2016. However, the right to subscribe newly issued ordinary shares is not confirmed until having an approval by the Extraordinary General Meeting of Shareholders No. 1/2016.
 - 2.5 Any fraction of shares remaining from allotment shall be disregarded.
 - 2.6 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 by closing the share register book on 16 September 2016 will be entitled to obtain the right to purchase the newly issued Company's ordinary shares.
 - 2.7 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, the 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 provide information, submission of 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

2.2. The Company's plan in case where there is a fraction of shares remaining

In case there is any fraction of shares remaining, any fraction of shares shall be disregarded.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Extraordinary General Meeting of Shareholders No. 1/2016 is scheduled to be held on 7 September 2016 at 02.00 PM at Rachadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok , 269 Larn Luang Road , Pomprab , Bangkok.

The Extraordinary General Meeting of Shareholders No. 1/2016	
The date fixed to determine the names of shareholders who entitle to attend the Extraordinary General Shareholders' Meeting No.1/2016 (Record Date)	15 August 2016
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	16 August 2016
Subscription of Newly Issued Ordinary Shares	
The date fixed to determine the names of shareholders who entitle to be subscribed the newly issued shares.	15 September 2016
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	16 September 2016

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

The Company shall register the capital increase and paid-up capital with Business Development Department, Ministry of Commerce and apply for approval from the Stock Exchange of Thailand to accept its newly issued ordinary shares as listed securities for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company plans to use the proceeds received from capital increase to restructure company financial position which will use the proceeds from the capital increase for investing in New Home Project as approved by the Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 October 2015 and/or debt repayment and/or supporting company working capital.

6. Benefits which the Company will receive from the capital increase/share allotment

The proceeds from the capital increase will be used to reduce debt burden which will decrease Company's financial cost.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1 Dividend policy

The Company has policy to pay dividend at the rate of not less than 40% of net profit after tax of the Company financial statement, subject to any necessity that it cannot be paid, the paying of the dividend must bring the various factors to consider.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from the date that shareholders' name appear on the share registration book.

8. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

Procedures of the capital increase	Date
The Board of Directors' Meeting No. 7/2016 to approve the capital increase and share allotment	28 July 2016
The date fixed to determine the names of shareholders who entitle to attend the Extraordinary General Shareholders' Meeting No.1/2016 (Record Date)	15 August 2016
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	16 August 2016
The Extraordinary General Meeting of Shareholders No. 1/2016 to approve the capital increase and share allotment	7 September 2016
The date fixed to determine the names of shareholders who entitle to be subscribed the newly issued shares.	15 September 2016
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	16 September 2016
Subscription and payment period	3-7 October 2016
Registration of paid-up capital increase with the Ministry of Commerce	12 October 2016
Newly issued ordinary shares trade on the Stock Exchange of Thailand	18 October 2016

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

 (Mr.Soomboon Cheewasutthanon)
 Director

 (Mr.Poomchai Wacharapong)
 Director

(Authorized directors sign with the Company's stamp)

(Translation)

Guideline for the appointment of proxy to attend the Shareholders' Meeting, the registration, and evidence to be presented on the date of the Extraordinary General Meeting of the Shareholders No.1/2016

All shareholders and proxies are requested to bring their invitation letter, proxy form and other required documents to register their attendance of the Extraordinary General Meeting of Shareholders No.1/2016 on 7 September 2016 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 together with its certified true copy.

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 Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized director(s). The certificate 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 Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no

- 2.3 longer than 6 months before the meeting date by the authorized director(s). The certificate must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.
 - 2.4 Certified true copy of valid identification of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.
 - 2.5 Valid identification of the Proxy as specified in Item 1 for individuals together with its certified true copy.
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 Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized person(s). The certificate 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 Certificate of Registration issued no longer than 6 months by the authorized director(s). The certificate 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.

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) Authorizing 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) Affixing Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Submitting the completed Proxy Form to the Legal Department of the Company by 2 September 2016 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 01.00 p.m. on 7 September 2016 at Rachadamnoen Hall, Royal Princess Larn Luang Hotel , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok. Please refer to the map attached.

4. Voting

1. Voting Regulation

- (1) Voting for each agenda item will use the voting ballot 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 ballot 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 except for voting on election of the Directors, and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting.

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 ballots 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 Extraordinary General Meeting of Shareholders No.1/2016**

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director, Audit Committee and Nomination and Remuneration Committee
Age	:	50 years
Address	:	54 Soi Ramkhamhaeng 58/3 sepsrstion 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 (DAP) - Audit Committee Program (ACP) - Successful Formulation & Execution of Strategy - How to Measure the Success of Corporate Strategy - Anti-Corruption : The Practical Guide , Thai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of the Shareholders No.1/2016 for consideration	:	None

**Location map of the meeting's venue of
the Extraordinary General Meeting of Shareholders No.1/2016
At Rachadamnoen Hall , Royal Princess Larn Luang Hotel , Bangkok
269 Larn Luang Road, Pomprab , Bangkok.**



(ปิดอากรแสตมป์ 20 บาท)

Duty Stamp 20 Baht

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) เป็นผู้ถือหุ้นของ บริษัท แม็ทซิ่ง แม็ทซิโซลูชัน 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 3)
- Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.3

- (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

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559
 Anyone of the above as my/our proxy holder to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2016

ในวันที่ 7 กันยายน 2559 เวลา 14.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 7 September 2016 time 02.00 p.m. at Rachadamnoen Hall, Royal Princess Larn Luang Hotel ,
 Bangkok, 269 Larn Luang Road, Pomprab , Bangkok

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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2559 เมื่อวันที่ 27 เมษายน 2559
 Agenda Item 1 Subject To consider and adopt the minutes of 2016 Annual General Shareholder' Meeting held on 27 April 2016
 (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 พิจารณาและอนุมัติการลดทุนจดทะเบียน และการแก้ไขหนังสือบริคณห์สนธิของบริษัท
 ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
 Agenda Item 2 Subject To consider and approve 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
 (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 3 เรื่อง พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนและการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ
 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
 Agenda Item 3 Subject 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
 (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 พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน
 Agenda Item 4 Subject To consider and approve the allocation of newly issued ordinary shares
 (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 5 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)

Agenda Item 5 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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove 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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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. ในกรณีที่วันวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
3. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทเป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น ดังนี้
 - 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. 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.
3. The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
 - Mr. Kamol Ratanachai(Information of independent directors were shown in the Enclosure 6)

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท แมทซิ่ง แมกซิไมซ์ โซลูชัน จำกัด (มหาชน) (บริษัท)**
 The appointment of proxy by the shareholder of **Matching Maximize Solution Public Company Limited (“The Company”)**
 ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559
 At the Extraordinary General Meeting of Shareholders No.1/2016

ในวันที่ 7 กันยายน 2559 เวลา 14.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 7 September 2016 time 02.00 p.m. at Rachadamnoen Hall, Royal Princess Larn Luang Hotel ,
 Bangkok, 269 Larn Luang Road, Pomprab , Bangkok

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

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- 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
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- Agenda Item Subject
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- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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