

(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)