

(Translation)



MMS-AC59/011

11 April 2016

**Re:** Invitation to the 2016 Annual General Meeting of Shareholders

**To:** Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015
  2. The 2015 Annual Report comprising of copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2015 and the Annual Report of Board of Directors
  3. Names and profiles of directors who are due to retire by rotation and are nominated to be reappointed as the Company's directors for another term and definition of independent directors
  4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the 2016 Annual General Meeting of Shareholders
  5. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
  6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the 2016 Annual General Meeting of Shareholders
  7. Location map of the Meeting's venue of the 2016 Annual General Meeting of Shareholders
  8. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the 2016 Annual General Meeting of Shareholders on 27 April 2016 at 10.00 a.m., at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok to consider the following agenda:

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

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

MATCHING MAXIMIZE SOLUTION PUBLIC COMPANY LIMITED

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Meeting is requested to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015. The copy of the Minutes is attached as Enclosure 1.

**Board's opinion** The Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015, was correctly recorded and should be proposed to the Annual General Meeting of Shareholders for adoption.

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

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

**Facts and rationale** The Board of Directors has prepared the information relating to the Company's operating results for the past year 2015, which is shown in the 2015 Annual Report sent to shareholders as per Enclosure 2. It was sent for the shareholders acknowledgement of the overview of the Company's operating results.

**Board's opinion** The Board of Directors is of the opinion that the report on the Company's operating results for the year 2015 should be proposed the Annual General Meeting of Shareholders for acknowledgement.

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

**Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2015 which have been audited by the certified auditor and acknowledge the Auditor's report**

**Facts and rationale** To be in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, the Board of Directors is required to prepare the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) as of the last day of the Company's fiscal year and propose to the Annual General Meeting of Shareholders for consideration and approval. Thus, the Shareholders' Meeting is requested to consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2015, which were appeared in the 2015 Annual Report sent to the shareholders as per Enclosure 2.

**Board's opinion** The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2015

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

**Remark**

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

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

**Facts and rationale**

According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, set out that the Company is required to appropriate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit with deduction therefrom the amount representing the accumulated loss carried forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital.

Furthermore, the Company's dividend policy prescribes that the dividend payment shall be made approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the absence of necessary reason to spend such funds. In addition, the payment of dividend shall not have a material effect to the Company's normal business operation.

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

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

**Board's opinion**

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

**Remark**

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

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

**Facts and rationale** According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to retire by rotation at the 2016 Annual General Meeting of Shareholders, namely:

1. Mr. Poomchai Wacharapong            Director; and;
2. Mr. Somboon Cheewasutthanon    Director; and
3. Mr. Kamol Ratanachai                Independent Director  
and Audit Committee

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the shareholders to propose the person(s) to be elected as directors in advance of the Meeting, through an announcement on the Company's website from 1 October 2015 – 31 December 2015 regarding the criteria of proposing nominees so that the Compensation and Nominating Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

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

The name and profile of director who are due to retire by rotation and are nominated to be reappointed as the Company's directors for another term including the definition of Independent Directors have been sent to the shareholders as per Enclosure 3.

**Board's opinion** The Board of Directors is of the opinion that the reappointment of all 3 directors who are due to retire by rotation to be Directors of the Company for another term should be proposed to the Annual General Meeting of Shareholders for approval.

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



**Remark**

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

**Agenda 7**

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

**Facts and rationale**

Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) sets out that at the Annual General Meeting of each year, there shall be the appointment of an auditor and the determination of their remuneration, in this regard, the existing auditors may be reappointed.

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

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

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31<sup>st</sup> December 2016. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31<sup>st</sup> December 2016.

None of the proposed auditors has any relationship with or interest in the Company, its subsidiaries, management, majority shareholders or the related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for five consecutive fiscal years. Ms. Kajornkiet Aroonpirodkul has performed his duty as an auditor of the Company since 2012; Mr. Paiboon Tunkoon and Miss Sakuna Yamsakul have never performed any services as an auditor of the Company.

Moreover, the Board of Directors (according to the consideration and recommendation of the Audit Committee) proposes that the Shareholders' Meeting determines the Company's auditor remuneration for the fiscal year ended as at 31 December 2016. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 780,000. (The auditors as aforementioned shall also

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

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

**Comparison Table of Auditor's Remuneration**

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

**Board's opinion**

The Board of Directors is of the opinion that the appointment of Mr. Kajornkiet Aroonpirodkul, certified public accountant no. 3445, and/or Mr. Paiboon Tunkoon, certified public accountant no. 4298, and/or Miss Sakuna Yamsakul, certified public accountant no. 4906, of PricewaterhouseCoopers ABAS Ltd. and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 780,000, should be proposed to the Annual General Meeting of Shareholders for approval.

**Remark**

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

**Agenda 8 Other Business (if any)**

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

The shareholders are invited to attend the Meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the Meeting as detailed in the guideline for the appointment of proxy to attend the Meeting, the registration, and evidence to be presented on the Meeting date of the 2016 Annual General Meeting of Shareholders as appeared in Enclosure 4. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at 305/10 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2243-6543-6, 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 22 April 2016.

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

The Board of the Directors of the Company determines the Record Date on which the shareholders have the rights to attend the 2016 Annual General Meeting of Shareholders on 17<sup>th</sup> March 2016. Furthermore, 18<sup>th</sup> March 2016 shall be the Company's share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 9.00 a.m. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok.

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

(Mr. Poomchai Wacharapong)  
Chief Executive Officer



*(Translation)*

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2015  
of  
Matching Maximize Solution Public Company Limited**

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**Date, Time and Place**

The Meeting was held on 29 October 2015 at 01.00 p.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok.

**Directors/Executives present at the Meeting**

- |                                |   |
|--------------------------------|---|
| 1. Mr. Somrit Srithongdee      | Chairman of the Board of Directors                    |
| 2. Mr. Poomchai Wacharapong    | Chief Executive Officer                               |
| 3. Mr. Somboon Cheewasutthanon | Managing Director                                     |
| 4. Mr. Pattanapong Nuphan      | Director  |
| 5. Mr. Sansrit Yenbamrung      | Director  |
| 6. Mr. Nuttawit Boonyawat      | Director  |
| 7. Mr. Akarat Na Ranong        | Independent Director and Chairman of Audit Committee  |
| 8. Mr. Kamol Ratanachai        | Independent Director and Audit Committee              |
| 9. Mr. Wiroj Bunsirunguang     | Senior Executive Vice President and Company Secretary |

**Director absent at the Meeting**

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

**Auditor and Legal Counsel in attendance**

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

**Preliminary Proceedings**

Mr. Somrit Srithongdee, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). The Chairman announced that there were 97 shareholders present in person and by proxy, representing 276,413,073 shares, being 51.9935 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, thus, having shareholders in aggregate of 149 shareholders, representing 288,294,569 shares, being 54.2284 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 Bunsirunguang, the Senior Executive Vice President and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1 to be approved by a simple majority of the total number of votes of the shareholders who in attendance and casting their votes; and Agenda 2 to be approved by not less than three-fourth of the total number of votes of the shareholders in attendance and are entitled to vote. The Chairman then introduced the Meeting to consider the following agenda:

**Agenda 1**      **To consider and adopt the Minutes of the Annual General Meeting of Shareholders 2015 held on 27 April 2015**

The Chairman proposed the Meeting to consider and adopt the minutes of the Annual General Meeting of Shareholders 2015 held on 27 April 2015, the copy of which was submitted to the relevant authority within the required period and sent to the shareholders together with the notice of this meeting (Enclosure 1).

**Resolution:** The Meeting unanimously resolved that the Minutes of the Annual General Meeting of Shareholders 2015 be adopted as the Chairman proposed in all respects with the votes of 287,677,317 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining).

**Agenda 2**      **To consider and approve the acquisition of assets i.e. the investment in universal movie shooting project (New Home Project) according to the new investment plan**

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

Mr. Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that according to the resolution of the Extraordinary General Meeting of Shareholders No.1/2014 of the Company, held on 14 October 2014 approving the Company or Matching Broadcast Company Limited to enter into the assets acquisition transaction i.e. the purchase of land for the purpose of development of universal movie shooting project under the name of New Home (the “**New Home Project**”) at the total purchase price of Baht 455 Million together with the expenses related thereto approximately Baht 18 Million including the construction cost for the New Home Project amounting to Baht 296 Million, resulting the total value of the project of Baht 769 Million. In order to operate the New Home Project, the Management of the Company has reconsidered the appropriateness of a project layout and rearranged such layout for the utmost benefits of the land usage including changed the types of construction materials to strengthen the quality of the New Home Project to meet international standard, which shall affect the value of investment in New Home Project to materially increase. Hence, the Board of Directors’ Meeting No.9/2015 has resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2015 to consider and approve the investment in New Home Project according to the new investment plan which was changed in project layout and the types of construction materials in order to strengthen the quality of the New Home Project to meet international standard per the details as appeared in the Information Memorandum on the Acquisition of Assets as attached in Enclosure 2 (the “**New Investment Plan**”), with the total value of the project of Baht 1,187 Million (which increased amounting to Baht 418 Million from the value approved by the Extraordinary General Meeting of Shareholders No.1/2014 or increased 54.33% of the previous value of the project), which is divided into Baht 714 Million of construction cost and Baht 473 Million of the purchase price of the Land including the expenses related thereto, (Matching Broadcast has completed a payment for the land and accepted the transfer of ownership of such land in October 2014 pursuant to the resolution of the Extraordinary General Meeting of Shareholders No.1/2014).

In this regard, such transaction is classified as an acquisition of assets of the listed Company and/or its subsidiaries Class 1 pursuant to the Notification of the Capital Market Advisory Board No. Tor Chor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand

re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547, the total value and more details of the transaction are shown in the Information Memorandum on the Acquisition of Assets and the Opinion of Independent Financial Advisor on the Acquisition of Assets enclosed herein as Enclosure 2-3 respectively.

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

Mr. Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that the New Home Project's not required to be adjacent to the main road. The Company therefore decided to use the area in front of the Land adjacent to the main road for future projects and deemed it appropriate for the New Home Project to be located at the back of the Land, far away from noise pollution. The Company also agreed to change and increase the quality of the material used for studio construction in the New Home Project in order to provide better services to customers in Thailand and other countries. The New Home Project would therefore attract more foreign film production companies for use of the Company's studio services in Thailand.

Mr. Poomchai also clarified to the Meeting about the bidding process in that there were 5 well-known contractors joining the bidding. The Contractors' bidding prices and presentations of their innovations and construction material to be used on the NC 25-Sound Stage were the key factors being looked at for selecting a contractor.

Additionally, the total area of the studio and the functions provided in various rooms under the new investment plan were increased. Mr. Poomchai Wacharapong, Chief Executive Officer, further informed the Meeting about the progress of land preparation, and that the foundation's pile construction will start in December 2015 .

Moreover, the Company acknowledged that the investment value of foreign film production in Thailand has been increasing and that an incentive scheme for foreign movie shooting in Thailand as proposed to the Cabinet by the Ministry of Tourism and Sports is likely to be announced. The Company, therefore, believed that the New Home Project will make a profit for the Company and its shareholders in the future.

Mr. Prawit Jedsada-apimook, shareholder, inquired to the Meeting about: (i) the reason for increasing the investment in the New Home Project; (ii) the source of the funds to be used in the New Home Project; (iii) the location of the Project and the possibility of shareholders visiting the Project site; (iv) the marketing plan for the New Home Project; and (v) the advantages of the Project in comparison with other competitors. Mr. Poomchai Wacharapong, Chief Executive Officer, answered to the Meeting that: (i) it was a time constraint in the previous meeting to approval the investment funds due to the necessity of making the decision to purchase the land which had the characteristics conforming to the needs of the Company. After purchasing the land, it was further considered and opined that the Company should invest in the New Home Project at the standard level as informed earlier; (ii) the Company will take out a loan from a financial institution; (iii) the Project is located at BangNa-Trad Road, on the right hand side of the ABAC junction. The Company is welcoming all shareholders to visit the project; (iv) the Marketing Plan is divided into 2 parts, (a) contacting the foreign film producers through the co-producers in Thailand,

and (b) creating direct marketing to promote studio services to other countries; and (v) the studio is an “All Media” studio type which has the capacity for films, soap operas and game show productions, including arranging event activities.

Mr. Narin Chanawittayasithikul, proxy, asked the Meeting about: (i) the Payback Period of the New Home Project; (ii) whether the proposed investment funds as to be approved in the Meeting included funds to be used for construction of Gearhead’s office; (iii) whether there will be any unexpected incidents with neighboring landlords during the construction; (iv) the advantages and disadvantages for the onetime investment of the whole project construction in comparison with the step-by-step construction investment; and (v) the effect on the company’s cash flow from its investment in the Project and the dividend payment ratio. Mr. Poomchai Wacharapong, Chief Executive Officer, answered to the Meeting that: (i) the Payback period is very long, due to the size of the land which has an area of 216 Rai; (ii) the investment funds as approved in the Meeting already include the construction cost of Gearhead’s office, but the Company has not yet selected the contractor; (iii) the construction works are carried out in accordance with the systems and in conformity with the relevant regulations as provided by law. If someone claims on this issue, there will be no problem accordingly; (iv) the step-by-step construction was a disadvantage. The completed studio is not yet usable for movie shooting due to the interruptions incurred from vibrations and noise pollution of other ongoing construction works; and (v) the investment in New Home Project is unlikely to cause any problem to the Company’s cash flow since the Company currently has good cash flow with no burden on liabilities. The Company is under the negotiation process with a financial institution for taking out a loan. Under the first year of investment, it may, however, cause some problem on dividend payment ratio. The dividend payment ratio may be based on other criteria caused in the future.

Mr. Wichit La-orsathiensakul, shareholder, asked about: (i) the target customers of the New Home Project; and (ii) the business plan of Gearhead.

Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) the Company focused on both Thai and foreign customers; and (ii) the main business of Gearhead was equipment rental services for movie shooting. The Company currently extended the business to cover soap opera shooting. In addition, the Company acquired a business to be managed under the brand Handy Gear, which provides soap opera shooting, and arranging concerts and other activities which can support and enhance the strength of Gearhead.

Mr. Narin Chanawittayasithikul, proxy, asked the Meeting about: (i) the average income of Pinewood Studio in Malaysia (“Pinewood”); and (ii) the contractor’s punctuality on working on the New Home Project.

Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) the Company had not received any information about the income of Pinewood; and (ii) the Company was under the proceedings in selecting a contractor from major contractors. The selected contractors had good performance records with high potential. The Company, therefore, ensures that the construction will be completed on time.

Mr. Thara Chonpranee, shareholder, inquired the Meeting about: (i) the source of capital of Matching Broadcast Co., Ltd.; (ii) whether the level of the NC 25-Sound Stage was the same standard or higher in comparison with the standard of Pinewood; (iii) the reason why the area of the studio was 11,226 square meters as appeared in page 41 of the independent financial advisor report; and (iv) the maintenance cost for the studio and risks to health and safety from the construction material. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) Matching Broadcast Co., Ltd used the funds from

its increase of the company's capital; (ii) NC 25 was the standard level of studio for movie shooting; (iii) the area as specified in the report included an area of function and other facility rooms for providing services; and (iv) the studios in the New Home Project were in the long term investment which had a small amount of additional cost and that strict safety measures are in place. Mr. Wiroj Boonsiriroongrueng, Deputy Managing Director and Secretary of the Company clarified further that the maintenance cost of the studio was very low because of the good and durable material used in construction.

After that, the Chairman proposed the Meeting to consider and approve the investment in universal movie shooting project according to the new investment plan and the authorization as aforementioned.

**Resolution:** The Meeting unanimously resolved that the acquisition of assets i.e. the investment in universal movie shooting project (New Home Project) according to the new investment plan and the authorization be approved with the votes of 287,924,418 shares (100 percent of the total votes of the shareholders attending and are entitled to vote at the meeting), with 0 vote disapproving and 0 vote abstaining).

### **Agenda 3      Other Business (if any)**

Mr. Prawit Jedsada-apimook inquired about the 3rd Quarter operating profit of the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the current economic situation was under recession. All operators are facing the same situation because of the country's economy.

Mr. Bhumsith Sathananonndha, shareholder, praised the Board of Directors and Executives of the Company for their contribution and also made a recommendation of a well-known person and his experiences to the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, noted the consideration.

Mr. Thara Chonpranee, shareholder, inquired the Meeting about: (i) the description of NC-25; (ii) the sample of any other studios with a standard higher than NC25; (iii) the ratio of estimated revenue received in and outside Thailand of the New Home Project; (iv) the film production business plan; and (v) cooperation between the Company and Channel 7. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) NC-25 is a basic standard which can control and adjust the sound level without any noise interruption incurred during film shooting; (ii) the studio having higher than NC-25 standard is located in England; (iii) the largest market of the Project is in Thailand and the estimated revenue received from the foreign market is 20-30 percent; (iv) the Company is currently delaying operating film production in order to further study the movement and direction of the market; and (v) the Company does not have any special cooperation with Channel 7 which has been operating under normal business manners.

Mr. Vichit laorsathirakul, shareholder, inquired about the information and operating result of Handy Gear. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that since 2 years ago, the Company acquired a business and managed under the brand Handy Gear, which had a rapid increase in profit. Handy Gear currently receives the most market share.

The Shareholder inquired about the Timelapse business. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company invested in the Timelapse business with the help of Siam Film Development's personnel. This business is under the first inauguration and is starting to provide services to foreign customers.

Mr. Prawit Jedsada-apimook, shareholder, suggested to the Meeting that the New Home Project be developed to be similar to Universal Studios in Singapore. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that he will keep this for consideration and it needs to be considered with other criteria for making decision.

Mr. Krairerk Pothiapiyarnvisoot, shareholder, inquired to the Meeting on: (i) what the effect will be to the New Home Project since the BOI will become more focused and prioritize its incentives by the importance of the activity. Consequently, zone-based incentives will end as new regional clusters are promoted; (ii) what the quality control of the land preparation of New Home Project will be; (iii) what the facilities provided to the employees in case relocating of the office will be; (iv) the reason of the independent financial advisor estimating the ratio of using the studio area of the New Home Project at 40 percent in Year 2017 (B.E. 2560) and 70 percent in Year 2023 (B.E.2566). Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) the Company is under ongoing operations and expects to receive the privilege from the BOI; (ii) the Company area is located higher than other neighboring lands and soil increased by 1.5 meters high. Therefore, it is unlikely to have any flood problems or soil subsidence. Moreover, the Company hired the Project Manager to carefully control the construction quality of the Project; (iii) the Company offered the employees to choose either staying at the Company's apartment provided around the Project or obtaining remuneration substituting the cost of accommodation; and (iv) the ratio of using the area of studio is not 100 percent covered because film producers in Thailand normally rent the area and pay rental in full only on the day of film shooting. They pay partial rental fee for the day of construction or assembling or relocating the scene.

A shareholder asked about the effect to the New Home Project cost increase resulting from high quality services without increasing the fee. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the fee is the introductory rate which can be used in order to study the project feasibility. The Company will fix the fee for studio services based on the needs of customers and future market direction.

Shareholders inquired about the possibility to switch from customers in Thailand to customers in other countries. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company already has a marketing plan for other countries but customers in Thailand are very significant.

Mr. Krairerk Pothiapiyarnvisoot, shareholder, inquired about the opportunity to raise funds through the Stock Exchange of Thailand to take low risk on loan interest rate fluctuation. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company will take a loan from the financial institution with no intention to bother the shareholders. The Company however accepted this for consideration.

A shareholder inquired about the possibility of extending the road at the front of the Project to have four (4) lanes. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company acknowledged that the Klong-Dan-BangBor Road at the front of the Project will be built higher but the Company did not know about the extension to a four (4) lane road.

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

No other business was 02.50 pm

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

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

**Enclosure 2**  
**The Annual Report Y'2015**



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

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**Name** : Mr. Poomchai Wacharapong  
**Age** : 57 Years Nationality Thai  
**Position** : Director  
**Directorship** : Jan 2, 2014 – Present  
**Educational background** : Master (Economics)  
North Texas State University, U.S.A

**Training for the Directors Courses**

: Director Certification Program: IOD  
Roles of the Chairman Program: IOD

**Expert** : Financial, Management, Marketing

**Type of director proposed for appointment** : Director

**Professional experience**

**1. Listed Company**

2014-Present : Director and Chief Executive Officer  
Chairman of the Executive Committee  
Matching Maximize Solution Plc.

**2. Limited Company**

Mar 2015-Present : Director-Baansuay Group (Suratthani) Co.,Ltd.  
July 2014-Present : Director-Time Lapse Co.,Ltd.  
Director-Transformation Film Co.,Ltd.  
Feb 2014- Present : Director-Matching Studio Plus Co.,Ltd.  
Director-Matching Entertainment Co.,Ltd.  
Director-Book Maker Co.,Ltd.  
Director-Matching Broadcast Co.,Ltd.  
Director-Gear Head Co.,Ltd.  
Jan 2014-Present : Director-HR Professional Consulting & Service Co.,Ltd.  
Aug 2013-Present : Director-TV Digital HR Co.,Ltd.  
Oct 2010-Present : Director-Grand Larn Luang Co.,Ltd.

**Shareholding in the company** : Common share - Shares

**Number of meetings attended in 2015** : Board of Directors' Meeting 13 times /13 times  
Board Executive Committee's Meeting 11 times /11 times

**Litigation** : -None-

**Interest in any Agenda Item proposed in the AGM** : 5. The Appointment of Directors  
6. The Remuneration of Directors

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

Listed Company		Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
Amount	Position		
-		11	-

**Information of Retiring Directors to be reappointed as Director**

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**Name** : Mr.Somboon Cheewasutthanon  
**Age** : 49 Years Nationality Thai  
**Position** : Director  
**Directorship** : Feb 24, 2012 - Present  
**Educational background** : Bachelor of Accountancy Finance, University of the Thai Chamber Of Commerce

**Training for the Directors Courses**

: Director Accreditation Program: IOD  
Director Certification Program: IOD

**Expert** : Financial

**Type of director proposed for appointment** : Director

**Professional experience**

**1. Listed Company**

Feb 2012-present : Director, Managing Director,  
Executive Committee  
Matching Maximize Solution Public Company Limited

**2. Limited Company**

July 2014-Present : Director-Time Lapse Co.,Ltd.  
2003-Present : Director-Book Maker Co.,Ltd.  
2002-Present : Director-Matching Studio Plus Co.,Ltd.  
Director-Matching Broadcast Co.,Ltd.  
1999-Present : Director-Matching Entertainment Co.,Ltd.  
1994-Present : Director-Gear Head Co.,Ltd.

**Shareholding in the company** : Common share 359,783 share

**Number of meetings attended in 2015** : Board of Director's Meeting 13 times / 13 times  
Board of Executive Committee's Meeting 11 times / 11 times

**Litigation** : None

**Interest in any Agenda Item**

**proposed in the AGM** :

- 5. The Appointment of Directors
- 6. The Remuneration of Directors

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

<b>Listed Company</b>		<b>Other (Non-Listed Company)</b>	<b>Other rival incorporation/ and related business with the company</b>
<b>Amount</b>	<b>Position</b>		
-		6	-

**Information of Retiring Directors to be reappointed as Director**

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**Name** : Mr. Kamol Ratanachai

**Age** : 49 Years Nationality Thai

**Position** : Independent Director, Audit committee

**Directorship** : Nov 12, 2010 – Present

**Educational background** : Master of Business Administration (MBA),  
Bangkok University  
Certified Internal Auditor )CIA(  
The Institute of Internal Auditor U.S.A.

**Training for the Directors Courses**

: Director Accreditation Program: IOD  
Audit Committee Program: IOD  
Successful Formulation & Execution of Strategy: IOD  
How to Measure the Success of Corporate Strategy: IOD  
Anti-Corruption: The Practical Guide: IOD

**Expert** : Internal Audit, Internal Control, Risk Management

**Type of director proposed for appointment** : Independent Director, Audit committee

**Professional experience**

**1. Listed Company**

2013- Present : Nomination and Remuneration Committee  
2010-Present : Independent Director, Audit committee  
Matching Maximize Solution Public Company Limited  
May 2014-Present : Independent Director and Audit committee  
Eastern Power Group PCL.  
2011-Present : Independent Director-Sriracha Construction PCL.

**2. Limited Company**

June 2015-Present : Head of Internal Audit-KPN Academy Co., Ltd.  
July 2014-Present : Independent Director-Time Lapse Co.,Ltd.  
July 2012-Present : Independent Director-Gear Head Co.,LTd.  
Independent Director-Matching Entertainment Co.,Ltd.  
Independent Director-Book Maker Co.,Ltd.  
Independent Director-Matching Studio Plus Co.,Ltd.  
Independent Director-Matching Broadcast Co.,Ltd.

**Shareholding in the company** : Common share –share

**Number of meetings attended in 2015** : Board of Director’s Meeting 13 times / 13 times  
Board of Audit Committee’s Meeting 6 times / 6 times  
Board of Nomination and Remuneration Committee’s Meeting 1 time / 1 time

**Litigation** : None

**Interest in any Agenda Item proposed in the AGM** : 5. The Appointment of Directors  
6. The Remuneration of Directors

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

Listed Company		Other (Non-Listed Company)	Other rival incorporation/ and related business with the company
Amount	Position		
1	Independent Director Sriracha Construction PCL.	8	-

“After due consideration, the Board of Directors deems that Mr. Kamol Ratanachai, who was nominated to be an Independent Director and Audit Committee Member of the Company for another term, is able to liberally give opinions pursuant to the relevant rules and regulations”

(Translation)

Definition of Independent Director

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

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

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

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

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

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

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

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

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

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

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

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(Translation)

**Guideline for the appointment of proxy to attend the Shareholders' Meeting, the registration, and evidence to be presented on the date of the 2016 Annual General Meeting of the Shareholders**

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All shareholders and proxies are requested to bring their invitation letter, proxy form and other required documents to register their attendance of the 2016 Annual General Meeting of Shareholders on 27 April 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



## **Enclosure 4**

- 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.
- 2.3 Certified true copy of valid identification of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.
  - 2.4 Valid identification of the Proxy as specified in Item 1 for individuals 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](http://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 22 April 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 9.00 hours on 27 April 2016 at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , 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 on 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.

## **Enclosure 4**

- (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**

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**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 2016 Annual General Meeting of Shareholders**

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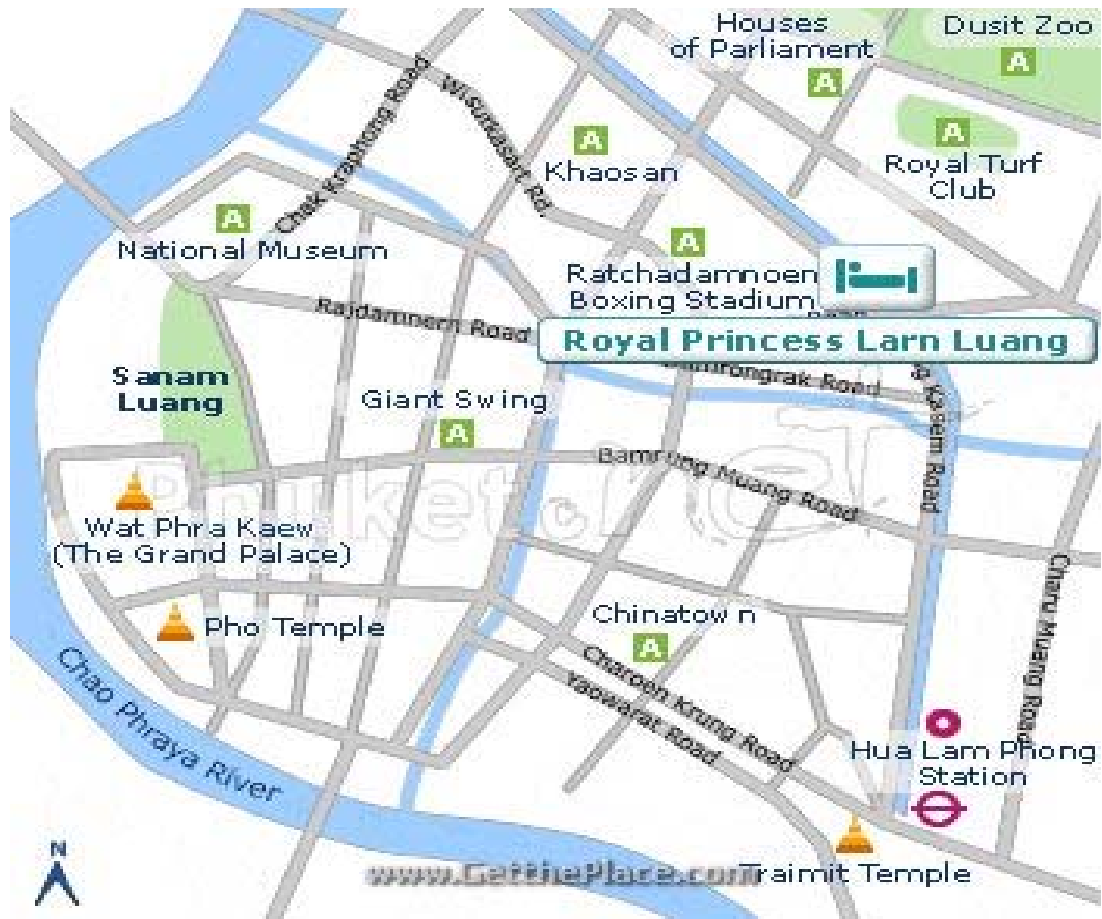
<b>Name</b>	:	Mr. Akarat Na Ranong
<b>Position</b>	:	Independent Director and Chairman of Audit Committee
<b>Age</b>	:	62 years
<b>Address</b>	:	256 Soi Sukhumvit 55, Klongton-nua, Wattana Bangkok 10110
<b>Family relationship with executives of the Company</b>	:	None
<b>Educational background</b>	:	Master's Degree, Business Administration (Management), Marshall University ,U.S.A.
<b>Training relating to role and duties of director</b>	:	- Audit Committee Program (ACP) - Director Accreditation Program (DAP) - Role of the Compensation Committee - Director Certification Program (DCP) Thai Institute of Directors Association (IOD)
<b>Shareholding in the company</b>	:	None
<b>Direct or indirect interest in the agenda proposed to the 2016 Annual General Meeting of the Shareholders for consideration</b>	:	Agenda 6: To consider and approve the directors' remuneration for 2016.



**Location map of the meeting's venue of the 2016 Annual General Meeting of Shareholders**

**At Ratchadamnoen Room , Royal Princess Hotel Larn Luang ,**

**Bangkok, 269 Larn Luang Road, Pomprab ,Bangkok.**



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 แม็ทซิ่ง โซลูชั่น จำกัด (มหาชน) (“บริษัท”)

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

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

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

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

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

(1) ..... อายุ ..... ปี  
age years,

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code or

(2) ..... อายุ ..... ปี  
age years,

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code or

(3) ..... อายุ ..... ปี  
age years,

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2559  
 Anyone of the above as my/our proxy holder to attend and vote at the 2016 Annual General Meeting of Shareholders

ในวันที่ 27 เมษายน 2559 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน  
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100  
 to be held on 27 April 2016 time 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang ,  
 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2558 เมื่อวันที่ 29 ตุลาคม 2558  
 Agenda Item 1 Subject To consider and adopt the minutes of the Extraordinary General Shareholder Meeting No.1/2015 held on 29 October 2015
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 2 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2558  
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2015
- หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ  
 Remark This matter is for acknowledgement. The resolution is not required.
- วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไรขาดทุน) ของบริษัท สำหรับปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2558 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว และรับทราบรายงานของผู้สอบบัญชี  
 Agenda Item 3 Subject To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2015 which have been audited by the certified auditor and acknowledge the Auditor's report
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 4 เรื่อง พิจารณาและอนุมัติงดการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2558  
 Agenda Item 4 Subject To consider and approve no appropriation of profit as the legal reserve and no dividend payment from the operating results of the year 2015
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

- วาระที่ 5 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ  
Agenda Item 5 Subject To consider and approve the appointment of directors replacing those who retire by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- การแต่งตั้งกรรมการทั้งชุด  
Vote for all the nominated candidates as a whole.
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- การแต่งตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominee.
- ชื่อกรรมการ นายภูมิชาย วัชรพงศ์  
The director's name Mr.Poomchai Wacharapong  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
  - ชื่อกรรมการ นายสมบุญ ชิวสุทธานนท์  
The director's name Mr.Somboon Cheewasutthanon  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
  - ชื่อกรรมการ นายกมล รัตน์ไชย  
The director's name Mr. Kamol Ratanachai  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2559  
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 7 เรื่อง พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2559  
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- วาระที่ 8 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)  
Agenda Item 8 Subject To consider other matters (if any).

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
 ( ..... )

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
 ( ..... )

**หมายเหตุ :**

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

**Remarks :**

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

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

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

ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2559  
At the 2016 Annual General Meeting of Shareholders

ในวันที่ 27 เมษายน 2559 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปรินเซส หลานหลวง เลขที่ 269 ถนน  
หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100  
to be held on 27 April 2016 time 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang ,  
Bangkok, 269 Larn Luang Road, Pomprab , Bangkok

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

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

(2) <input type="checkbox"/> วาระที่ .....	เรื่อง	เลือกตั้งกรรมการ (ต่อ)	
Agenda Item	Subject	To approve the appointment of new directors (Continued)	
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
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