

MMS-AC60/008

10 March 2017

Re: Invitation to the Annual General Meeting of Shareholders for the year 2017

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016
 2. The 2016 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 2016 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. Capital Increase Report Form (F 53-4) (according to the resolutions of the Extraordinary General Meeting No. 1/2016)
 5. Information Memorandum regarding with the Allocation of New Ordinary Shares to Existing Shareholders
 6. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Annual General Meeting of Shareholders for the year 2017
 7. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 8. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2017
 9. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2017
 10. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Annual General Meeting of Shareholders for the year 2017 on 3 April 2017 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.1/2016 held on 7 September 2016

Facts and rationale The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016, the copy of which was submitted to the relevant authorities within the required period. Thus, the Shareholders' Meeting is requested to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016. 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.1/2016 held on 7 September 2016, 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 2016

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2016, which is shown in the 2016 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 2016 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 2016 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 2016, which were appeared in the 2016 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 2016 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 2016

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 2016 (according to Separate Financial Statements ended 31 December 2016 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 2016;

2. No dividend payment from the operating result of the year 2016 since the Company has loss from the operation of the year 2016 together with 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 Annual General Meeting of Shareholders for the year 2017, namely:

1. Mr. Akarat Na Ranong Independent Director/
Chairman of Audit
Committee;
2. Mr. Nuttawit Boonyawat Director; and
3. Mr. Sansrit Yenbamrung Director.

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 28 December 2016 – 31 January 2017 regarding the criteria of proposing nominees so that the Compensation and Nominating Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

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

law. Therefore, it is appropriate to nominate all 3 directors to be reappointed as the Company's directors for another term.

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

Board's opinion

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

Remark

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

Agenda 6

To consider and approve the directors' remuneration for 2017

Facts and rationale

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2017. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee) deem it appropriate to determine the directors' remuneration for the year 2017 as follows:

Monthly remuneration

The Board of Directors

The Chairman	Baht 60,000
The Director	Baht 30,000

The other sub-committee

The Chairman	Baht 30,000
The Director	Baht 20,000

The Company currently has a sub-committee consisting of the Executive Committees, the Audit Committee, and the Nomination and Remuneration Committee. The other sub-committee being in the position of the Director of the Company will also be paid the remuneration as being the Director.

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

Details of the remuneration payment in the previous year
(Baht)

The Directors' remuneration	Y' 2017	Y'2016
Monthly remuneration		
<u>The Board of Directors</u>		
- Chairman	60,000	60,000
- The Director	30,000	30,000
<u>The Other sub-Committee</u>		
- Chairman	30,000	30,000
- The Director	20,000	20,000

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2017 should be proposed to the Annual General Meeting of Shareholders for approval as the details mentioned above.

Remark

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

Agenda 7

To consider and approve the appointment of the Company's auditors and their remuneration for 2017

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.Sa-nga Chokenitisawat , Certified Public Accountant no. 11251; 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 31st December 2017. 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 31st December 2017.

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. All 3 auditors as aforementioned 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 2017. 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 1,220,000; therefore, the total auditors' fee is Baht 2,000,000). 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, 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 2016 and the fiscal year ended as at 31 December 2017 are as follows:

Comparison Table of Auditor's Remuneration

Auditor's Remuneration	The fiscal year ended at 31 December 2017 (Baht)		The fiscal year ended at 31 December 2016 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	780,000	-	780,000	-
Subsidiaries (for information only)	1,220,000	-	1,420,000	10,000
Total	2,000,000	-	2,200,000	10,000

Board’s opinion

The Board of Directors is of the opinion that the appointment of Mr. Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr. Paiboon Tunkoon, certified public accountant no. 4298, and/or Miss Sakuna Yamsakul, certified public accountant no. 4906, of Pricewaterhouse Coopers ABAS Ltd. and entrusted by the Pricewaterhouse Coopers 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

To consider and approve the reallocation and offering of the newly issued ordinary shares remaining from the Rights Offering according to the resolutions of the Extraordinary General Meeting of Shareholders No.1/2016 to the existing shareholders of the Company in proportion of their respective shareholding (Rights Offering)

Facts and rationale

According to the investment plan of the Company in the Studio Park (Thailand) Project (the “**Studio Park Project**”) and the Extraordinary General Meeting of Shareholders No. 1/2016 (the “**EGM 1/2016**”), held on 7 September 2016, has approved the increase of registered capital of the Company in the amount of Baht 250,000,000 from Baht 531,629,851 to Baht 781,629,851 by authorizing 250,000,000 newly issued ordinary shares with a par value of Baht 1 each in order to allocate and offer to the existing shareholders in proportion to their respective shareholdings, at the offering price of Baht 2.00 per share. On 7 October 2016, the Company has finished the offering of newly issued ordinary shares according to the resolutions of the EGM 1/2016, in the amount of 112,399,101 shares, at a par value of Baht 1 each, equal to Baht 112,399,101 and the increase of such paid-up capital amount has been completely registered with the Department of Business Development, the Ministry of Commerce since 12 October 2016.

In this regard, as the Studio Park Project requires a lot of investment fund, the Company therefore intends to restructure its financial position which will use the proceeds from the capital increase for investing in the Studio Park 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.

The Board of Directors’ Meeting No. 2/2017 therefore resolved to propose to the Annual General Meeting to consider and approve the reallocation and offering of the

newly issued ordinary shares of the Company remaining from the offering to the existing shareholders in proportion to their respective shareholding (Rights Offering) according to the resolutions of the EGM 1/2016, held on 7 September 2016, in the amount of 137,600,899 shares at a par value of Baht 1 each, to the existing shareholders of the Company whose names appear in the share register book as of 12 April 2017 (Record Date), and collecting shareholders' names pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on 17 April 2017, in proportion to their respective shareholdings (Rights Offering), at the offering price of Baht 2.00 per share. The allocation ratio is determined as 1 existing ordinary share to 0.213656 newly issued ordinary share. The existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issued shares in excess of their entitlement, the remaining shares 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. However, in the case that the allocation of newly issued shares by way of excess rights cause any of the Company's shareholders to hold the Company's shares in the amount reaching or exceeding the trigger points of mandatory tender offer, such shareholders must comply with the requirements as set out in the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers accordingly. If there are any shares remaining after the allocation and offering 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 plan accordingly. In addition, the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their rights shall state such intention and pay for the price of the excess shares together with the subscription and payment of the shares subscribed under the rights issue. The subscription period shall be during 11-12 and 15-17 May 2017 (5 business days). However, the right to subscribe newly issued ordinary shares is not confirmed until obtaining approval from the Annual General Meeting of Shareholders for the year 2017.

The details of capital increase according to the resolutions of the EGM 1/2016 and the reallocation and offering of the newly issued ordinary shares of the Company remaining from the offering according to the resolutions of the EGM 1/2016 are as appeared in the Capital Increase Report Form (F 53-4) and the Information Memorandum regarding with the Allocation of New Ordinary Shares to Existing Shareholders enclosed herewith (Enclosures 4-5).

The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board of Directors 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. 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.

Board's opinion

The Board of Directors is of the opinion that the reallocation and offering of the newly issued ordinary shares remaining from the Rights Offering according to the resolutions of the EGM 1/2016 to the existing shareholders of the Company in proportion of their respective shareholding (Rights Offering) and the authorization, 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 9 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 Annual General Meeting of Shareholders for the year 2017 as appeared in Enclosure 6. The Company will conduct the Meeting in accordance

with the Company's Articles of Association as appeared in Enclosure 7. 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 8 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 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 29 March 2017.

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

The Board of the Directors of the Company determines the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2017 on 8th March 2017. Furthermore, 9th March 2017 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