

## **Criteria and Procedure for shareholders' proposal of agenda in the Annual General Meetings;**

### **Nomination for the Company's directors; and submission of queries in advance**

Matching Maximize Solution Plc. (the "Company") is determined to comply with Chapter 89/28 of Securities and Exchange Act B.E. 2535 (including all revisions). The Company also realizes the significance of treating shareholders with fairness and equality, which is one of the Company's good corporate governance policies relating to the proposals of meeting agenda and nominations for the Company's Directors in advance. Therefore, the Company has opened up an opportunity for all shareholders to propose matters to be included in the meeting agenda in the Company's 2018 Annual General Meeting (AGM) as well as nominating qualified individuals for the Company's Directors ahead of the AGM date.

The Company has set procedure and criteria for the shareholders to propose meeting agenda and nominate qualified individuals for the Company's directors as follows:

#### **Part I**

##### **Qualification of shareholders who have the right to propose meeting agenda and nominate qualified individuals for the Company's Directors**

Shareholders who have the right to propose meeting agenda and nominate qualified individuals for the Company's Directors shall possess the following qualifications.

Shareholders who wish to propose the meeting agenda and nominate qualified individuals for the Company's Directors can be one or more than one shareholders with the combined rights to vote of not less than five percent of the Company's total voting rights as of the date when the meeting agenda is proposed and candidates for directors are nominated. The shareholders shall also hold the shares with the specified holding portion before the submission date.

#### **Part II**

##### **Proposal of meeting agenda and nomination for the Company's Directors**

###### **(1) Proposal of meeting agenda**

###### **1.1 Matters not to be proposed as meeting agenda**

- (1) Matters specified in Chapter 89/28 of Securities and Exchange Act B.E. 2535 (including all revisions) and the notifications of the Capital Market Supervisory Board**
- (2) Matters violating laws, notifications, regulations, and rules of government agencies or supervisory agencies controlling the Company; matters failing to comply with the regulations and resolutions of shareholders' meetings**
- (3) Matters already proceeded by the Company**
- (4) Matters with insufficient or inaccurate information provided by a shareholder; matters not being specified whether they need to be acknowledged, approved or reviewed; or matters proposed by a shareholder who is unable to be reached for further information**

- (5) Matters proposed by any shareholders who fail to possess the aforementioned qualifications as specified in Part I.

## 1.2 Review Process

- (1) Qualified shareholders as specified in Part I above shall propose the meeting agenda by completing “the Form for proposal of meeting agenda for 2018 AGM” with their signatures. The completed “Form for Proposal of Meeting Agenda for 2018 AGM” shall be sent to the Company informally via the fax number 02-243-4124 (attention: Investor Relation Department). Then, the original copy of the Form, accompanied by supporting documents specified in Part III below, shall subsequently be posted to the Company within 31 December 2017. The mailing address is “Investor Relation Department, Matching Maximize Solution Plc., 305/12 Soi Sukhothai 6, Sukhothai Rd, Dusit Sub-district, Dusit District, Bangkok 10300”.
- (2) In case qualified shareholders (as stated in Part I above) wish to propose the meeting agenda or nominate an individual for a director as a group, every member in the group shall complete the “Form for proposal of meeting agenda for 2018 AGM” and sign their names. The completed forms accompanied by supporting documents as specified in Part III below from every member shall be collected and submitted as one set to the Board of Directors; alternatively the submission can be made informally before the original forms and documents are submitted formally as specified in (1).
- (3) In case one qualified shareholder or a group of qualified shareholders (as stated in Part I above) wish to propose more than one meeting agenda, the shareholder(s) shall complete the “Form for proposal of meeting agenda for 2018 AGM” with signature; one form is for one agenda. The completed forms as well as supporting documents can be submitted informally first and followed by formal submission of the original documents as specified in (1).
- (4) The Company’s secretary will preliminarily screen the proposed matters before submitting the documents to the Board of Directors:
  - (4.1) For any matters with insufficient or inaccurate information, the Company’s secretary shall inform the shareholders who proposed such matters no later than 10 January 2018. If the shareholders fail to make revisions and resubmit the original documents to the Company within 20 January 2018, the secretary will send a letter to notify the relevant shareholders of the subject closure.
  - (4.2) For any matters proposed by shareholders who are not qualified as stated in part I, the Company’s secretary will send a letter to notify the relevant shareholders of the subject closure within 10 January 2018.

- (4.3) For matters not falling to the aforementioned items (4.1) or (4.2), the Company's secretary will submit them to the Board of Directors.
- (5) The Board of Directors shall review the agendas proposed by the shareholders, ensuring that the proposed agendas do not fall in the aforementioned Item 1 (1.1), unless such agendas have been otherwise reviewed by Board of Directors.
- (6) Proposed matters approved by the Board of Directors shall be included in the meeting agenda presented in the invitation letter, with comments from the Board of Directors included. The proposed matters failing to pass the Board's approval as well as rejected matters according to the aforementioned Items (4) , (4.1) and (4.2) shall be notified to the shareholder's meeting, with reasons for the rejections being clarified.
- (7) In case of the rejected matters proposed by the shareholders in the aforementioned (6), the shareholders have the right to cast votes. The rejected matters can be included in the meeting agenda of the next shareholder's meeting if the majority of the shareholders view that such matters should be considered by the meeting.

(2) **Nomination for the Company's directors**

2.1 Characteristics of qualified directors

Individuals being nominated for the Company's directors must be qualified and not possess any prohibited characteristics:

- (1) Nominated individuals shall be qualified and not possess any prohibited characteristics as specified by the laws about public companies limited as well as the securities and stock exchange markets. Also, they must not possess qualifications against the Company's good corporate principles.
- (2) Nominated individuals shall possess knowledge and ability; they should also be independent and perform fiduciary duties.
- (3) Nominated individuals shall devote themselves to the work. They shall be in appropriate ages, with physical and mental healthiness. They shall be able to attend regular meetings, with good preparation prior to the meetings. They shall make contributions in the meetings by presenting direct comments in the meetings with courage; and/ or they shall be business people with good reputation, broad working experience, high moral, and wide acceptance in the society.
- (4) Nominated individuals shall possess knowledge and abilities necessary to the Company's business.
- (5) Nominated individuals shall not hold a position of the director for many companies at the same time.

- (6) Nominated individuals must not be persons who are prohibited from holding the position of director, as specified by related government agencies; they must not possess any characteristics demonstrating that they lack appropriate qualifications, so they shall not be trusted to manage or administrate the public corporation.

## 2.2 Review Process

- (1) Qualified shareholders as specified in Part I above shall nominate an individual for the Company's director by completing "the Nomination Form for the Company's Director" with their signatures. The completed Form shall be sent to the Company informally via the fax number 02-243-4124 (attention: Investor Relation Department). Then, the original Form, accompanied by supporting documents specified in Part III below, shall subsequently be posted to the Company within 31 December 2017. The mailing address is "Investor Relation Department, Matching Maximize Solution Plc., 305/12 Soi Sukhothai 6, Sukhothai Rd, Dusit Sub-district, Dusit District, Bangkok 10300".
- (2) In case several qualified shareholders as stated in Part I wish to propose the meeting agenda and/or nominate an individual for the Director as a group, every member in the group shall complete the Forms and sign their names. The completed Forms accompanied by supporting documents as specified in Part III below from every member shall be collected and submitted as one set to the Board of Directors. In addition, related documents of nominated individuals shall also be submitted. The submission of aforementioned documents can be made informally first, followed by formal submissions of original documents as specified in (1).
- (3) In case one qualified shareholder or several qualified shareholders (as stated in Part I above) wish to nominate more than one director, the shareholder(s) shall complete the "the Nomination Form for the Company's Director" with signature one set for one nominated individual. The completed Forms as well as supporting documents as specified in Part III and the documents of nominated individual can be submitted informally first and followed by formal submission of the original documents as specified in (1).
- (4) The Company's secretary will preliminarily screen the nominated individuals before final review by the Board of Directors:
  - (4.1) For the cases of insufficient or inaccurate information provided by the shareholders, the Company's secretary shall inform the relevant shareholders within 10 January 2018. If the shareholders fail to make revisions and resubmit the original documents to the Company

within 20 January 2018, the secretary will send a letter to notify the relevant shareholders of the subject closure

(4.2) In the cases that the nominated individuals are not qualified or possess prohibited characteristics as specified in Item 2.1 or the nominating shareholders are not qualified as stated in part I, the Company's secretary will send a letter to notify the relevant shareholders of the subject closure within 10 January 2018.

(4.3) For matters not falling to the aforementioned items (4.1) or (4.2), the Company's secretary will submit them to the Board of Directors.

(5) The Board of Directors shall consider the qualifications of the nominated individuals. The Board's decisions are deemed final.

(6) The list of nominated individuals who are approved by the Board of Director will be included in the meeting agenda of the shareholders' meeting, along with comments of the Board of Directors. In addition, those who fail to pass the Board of Director's consideration as specified in Items 4 (4.1) and (4.2), the Company will inform the shareholders regarding the reasons for rejections.

### **Part III**

#### **Documents for proposal of meeting agenda and nomination for the company's directors**

- 1) The Form for proposal of meeting agenda for 2018 AGM and/or the Nomination Form for the Company's Director
- 2) Supporting documents
  - 2.1 A copy of share certificate or a certification issued by the relevant securities or other documents issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited
  - 2.2 Identification documents:  
Ordinary persons: a copy of identification card or a copy of passport (in case of foreigners) with signature to certify true copy  
Juristic persons: A juristic person certification and a copy of identification card or passport (in case of foreigners) of the authorized director with the signature in The Form for proposal of meeting agenda for 2018 AGM and/or the Nomination Form for the Company's Director
- 3) For the case about nomination for the company's directors, documents about qualification and education as well as work experience of nominated individuals and other additional documents that may be useful for the consideration of the Board of Directors shall be also submitted

## **Part IV**

### **Sending queries about the Annual General Meetings in advance**

Those who wish to send queries about the Annual General Meetings in advance can do so at:

“Investor Relation Department, Matching Maximize Solution Plc., 305/12 Soi Sukhothai 6, Sukhothai Rd, Dusit Sub-district, Dusit District, Bangkok 10300” from now to 31 December 2017. Together with the queries, the following information of the senders shall be provided:

- 1) Name, telephone number, fax number and e-mail address (if any)
- 2) Number of shareholding
- 3) Queries
- 4) Other information necessary for consideration (if any)

The shareholders who send queries in advance are requested to attend the AGM; the Company reserves the right to consider/ proceed or not proceed any matters as deemed appropriate.

**“Form for Proposal of Meeting Agenda for 2018 AGM”**

**Matching Maximize Solution Public Company Limited**

Name – Surname : \_\_\_\_\_  
Address : \_\_\_\_\_  
Telephone No. : \_\_\_\_\_  
Fax No. : \_\_\_\_\_  
Email Address : \_\_\_\_\_  
No. of shareholding : \_\_\_\_\_  
Proposed agenda : \_\_\_\_\_  
\_\_\_\_\_

Objectives/Reasons : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I certify that the information provided in this Form for Proposal of Meeting Agenda and shareholding documents are accurate and true.

Signature \_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

Note

1. This Form must be accompanied by the following supporting documents of shareholders

- 1.1 Shareholding documents, i.e., a copy of share certificate, or a certification issued by the relevant securities, or other documents issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited
- 1.2 Identification documents:
  - 1.2.1 Ordinary persons: a copy of identification card or a copy of passport (in case of foreigners) with signature to certify true copy
  - 1.2.2 Juristic persons: A juristic person certification and a copy of identification card or passport (in case of foreigners) of the authorized director with the signature in The Form for proposal of meeting agenda for 2018 AGM or the Nomination Form for the Company's Director

2. Shareholders can submit the completed “Form for Proposal of Meeting Agenda for 2018 AGM to the Company informally via the fax number 02-243-4124 (attention: Investor Relation Department) and then mail the original Form, accompanied by supporting documents, to “Investor Relation Department, Matching Maximize Solution Plc., 305/12 Soi Sukhothai 6, Sukhothai Rd, Dusit Sub-district, Dusit District, Bangkok 10300” within 31 December 2017.

3. In case a group of qualified shareholders wish to propose the meeting agenda and/or nominate for a director, every member in the group is required to complete the form(s) and sign their names; the submission to the Company must be prepared in one set for the whole group.

**“Nomination Form for the Company’s Director”**

**Matching Maximize Solution Public Company Limited**

Name – Surname : \_\_\_\_\_  
Address : \_\_\_\_\_  
Telephone No : \_\_\_\_\_  
Fax No. : \_\_\_\_\_  
Email Address : \_\_\_\_\_  
No. of shareholding : \_\_\_\_\_

I would like to nominate Mr./Mrs./Ms. \_\_\_\_\_ for the Director of Matching Maximize Solution Public Company Limited, with his/her consent. I certify that the information provided in this Nomination Form for the Company’s Director, shareholding certificate and supported documents are all accurate and true.

Signature \_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

Mr./Mrs./Ms. \_\_\_\_\_, who is nominated for the Director, gives his/her consent to the nomination and certify that the information in the supporting documents is all accurate and true.

Signature of the nominated person \_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Note**

1. This Form must be accompanied by the following supporting documents of shareholders

1.1 Shareholding documents, i.e., a copy of share certificate, or a certification issued by the relevant securities, or

other documents issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited

1.2 Identification documents:

1.2.1 Ordinary persons: a copy of identification card or a copy of passport (in case of foreigners) with signature to certify true copy

1.2.2 Juristic persons: A juristic person certification and a copy of identification card or passport (in case of foreigners) of the authorized director with the signature in The Form for proposal of meeting agenda for 2018 AGM or the Nomination Form for the Company’s Director



2. Qualified shareholders can submit the completed Form informally via the fax number 02-243-4124 (attention: Investor Relation Department), followed by formal submission of the original Form and supporting documents by mail to “Investor Relation Department, Matching Maximize Solution Plc., 305/12 Soi Sukhothai 6, Sukhothai Rd, Dusit Sub-district, Dusit District, Bangkok 10300” no later than 31 December 2017.
3. In case several qualified shareholders wish to propose the meeting agenda and/or nominate an individual for the Director as a group, every member in the group shall complete the Forms and sign their names. The completed Forms accompanied by supporting documents from every member shall be collected and submitted to the Company as one set
4. For the case about nomination for the company’s directors, documents about qualification and education as well as work experience of nominated individuals and other additional documents that may be useful for the consideration of the Board of Directors shall be also submitted.