

**Information Memorandum regarding with the Allocation of New Ordinary Shares
to Existing Shareholders
Matching Maximize Solution Public Company Limited
22 February 2017**

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited ("Company" or "MATCH") No. 2/2017 held on 22 February 2017 has passed the resolution to propose the shareholder to approve the offering newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Right Offering). The details are as follows:

1. Offering Details

Offering for 137,600,899 new ordinary shares with par value of Baht 1.00 each to existing shareholders in proportion to their respective shareholdings (Right Offering) at the ratio of 1 existing share to 0.213656 newly issued ordinary shares at the offering price Baht 2.00 per share. In addition, the existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issues shares in excess of their entitlement, the remaining shares will be allocated to each shareholder wishing to subscribe for the newly issued ordinary shares in excess of their rights on a pro rata basis which shall be based on the shareholding proportion. The process would be repeated until there are no remaining shares available.

The existing shareholders 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 by closing the share register book on 17 April 2017 will be entitled to obtain the right to purchase the newly issued Company's ordinary shares. However, the right to subscribe newly issued ordinary shares is not confirmed until having an approval by the Annual General Shareholders' Meeting 2017. The subscription period shall be preliminarily determined as 11-12 and 15-17 May 2017.

The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized directors shall be empowered to consider, determine and/or modify the conditions and/or details with regard to the allocation and offer of such newly issued ordinary shares set out above, for example, the subscription period, the payment, etc., the allocation and offering of newly issued ordinary shares at either one time or from time to time. The authorized

person(s) shall also be empowered to sign any relevant documents and to do any other action which is necessary or appropriate for, or in connection with the issuance and offering as well as the allocation of newly issued ordinary shares including but not limited to provide information, submission of documentary evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce and any other relevant authorities as well as listing such newly issued shares on the Stock Exchange of Thailand

2. Purpose of Share Issuance and Capital Utilization Plan

The Company plans to use the proceeds received from the capital increase for Company financial restructuring which will invest in The Studio Park Thailand (Former New Home Project) as approved by the Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 October 2015 and/or pay off debt and/or support company working capital.

3. Shareholder Effects from Share Issuance

3.1 Price Dilution

$\text{Price Dilution} = (\text{Market Price} - \text{Market Price after offering}) / \text{Market Price}$
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whereby:

Market Price = The weighted average market price 15 business days prior to the Board of Directors Meeting dated 22 February 2017 (during 31 January – 21 February 2017) which is equivalent to 2.07 Baht per share (Data from SETSMART)

Market Price after offering = $[(\text{Market Price} \times \text{Paid-up Shares}) + (\text{New Shares Offering Price} \times \text{New Shares})] / (\text{Paid-up Shares} + \text{New Shares})$

= $[(2.07 \times 644,028,952) + (2 \times 137,600,899)] / (644,028,952 + 137,600,899)$

= 2.06 Baht per share

Price Dilution = 0.48 %

Therefore, if all existing shareholders have subscribed all theirs according to their rights after issuing and offering newly issued ordinary shares, the price dilution is equal to 0.48%.

3.2 Earnings per Share Dilution

$$\text{EPS Dilution} = (\text{EPS before offering} - \text{EPS after offering}) / \text{EPS before offering}$$

whereby:

$$\begin{aligned} \text{EPS before offering} &= \text{Net Loss for the year 2016}^{/1} / \text{Paid-up Shares} \\ &= (65,828,501) / 644,028,952 \\ &= (0.10) \text{ Baht per share} \end{aligned}$$

$$\begin{aligned} \text{EPS after offering} &= \text{Net Loss for the year 2016}^{/1} / (\text{Paid-up Shares} + \text{New Shares}) \\ &= (65,828,501) / (644,028,952 + 137,600,899) \\ &= (0.08) \text{ Baht per share} \end{aligned}$$

$$\text{EPS Dilution} = 20.00 \%$$

Remark: ^{/1} Net loss attributable to owners of the parent for the year ended 31 December 2016

Therefore, if all existing shareholders have subscribed all theirs according to their rights after issuing and offering new ordinary shares, the EPS dilution is equal to 20%.

4. Opinion of the Board of Directors

The Board of Directors of the Company has considered and given the opinions regarding with the capital increase as follows:

4.1. Reason and necessity of capital increase

The capital increase is aimed to restructure financial position by investing in The Studio Park Thailand (Former New Home Project) which will provide long term benefit to the Company and shareholders.

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

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

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

The capital increase and the proceeds utilization plan are reasonable and corresponding to the current Company's development project.

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

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

5. Warranty of Directors

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

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

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

(Mr.Somboon Cheewasutthanon)
Director

(Mr.Poomchai Wacharapong)
Director