

MMS-AC 061/010

30 March 2018

Re: Invitation to the Annual General Meeting of Shareholders for the year 2018

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 3 April 2017
 2. The 2017 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 2017 and the Annual Report of Board of Directors
 3. Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term as well as definition of independent directors
 4. Profiles of the person who is nominated to be appointed as the Company's director
 5. 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 2018
 6. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 7. 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 2018
 8. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2018
 9. 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 2018 on 25 April 2018 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 Annual General Meeting of Shareholders for the year 2017 held on 3 April 2017

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 3 April 2017, 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 Annual General Meeting of Shareholders for the year 2017 held on 3 April 2017. 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 Annual General Meeting of Shareholders for the year 2017 held on 3 April 2017, 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 2017

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2017, which is shown in the 2017 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 2017 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 2017 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 2017, which were appeared in the 2017 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 2017 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 2017

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 2017 (according to Separate Financial Statements ended 31 December 2017 audited by the certified auditors). 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; and
2. No dividend payment from the operating result of the year 2017.

Board's opinion

The Board of Directors is of the opinion that no appropriation of profit as legal reserve and no dividend payment as

mentioned 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 2018, namely:

1. Mr. Somrit Srithongdee Director
2. Mr. Pattanapong Nuphan Director; and
3. Mr. Chatrapee Tantixalerm 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 3 October 2017 – 31 December 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 2 directors who are due to retire by rotation i.e. (1) Mr. Pattanapong Nuphan and (2) Mr. Chatrapee Tantixalerm are knowledgeable persons, capable and have experience in the Company's business and have duly performed well as the directors of the Company in the past office period. Therefore, it is appropriate to nominate the 2 directors as mentioned to be reappointed as the Company's directors for another term. In addition, due to the fact that Mr. Somrit Srithongdee, was engaged with duties thereby does not want to serve as directors for another term, the Nomination and Remuneration Committee therefore proposed to appoint Mr. Somkiat Charoenpinyoying to be director of the Company in place of Mr. Somrit Srithongdee.

The name, profile and other positions of directors who are due to retire by rotation and the person who 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 the 2 directors who are due to retire by rotation i.e. (1) Mr. Pattanapong Nuphan and (2) Mr. Chatrapee Tantixalerm to be Directors of the Company for another term as well as the appointment of Mr. Somkiat Charoenpinyoying to be director of the Company in place of Mr. Somrit Srihongdee 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 appointment of new director in place of a resigned director

Facts and rationale

Due to the resignation of Mr. Somboon Cheewasutthanon who submitted the resignation letter to the Board of Director of the Company with effective from 31 March 2018 and as the Company is going to hold the Annual General Meeting of Shareholders for the year 2018, the Board of Directors of the Company deems appropriate to propose the Annual General Meeting of Shareholders to consider and approve the appointment of Yaowalak Poolthong, Ph.D. to be director of the Company in place of Mr. Somboon Cheewasutthanon; whereas, the appointment will be effective from the date of approval of the Annual General Meeting of Shareholders.

The Nomination and Remuneration Committee has considered and is of the opinion that Yaowalak Poolthong, Ph.D. is competent and have experience in business.

The profile of a person who is nominated to be appointed as the Company's directors is as appeared in Enclosure 4.

Board's opinion

The Board of Directors is of the opinion that the appointment of Yaowalak Poolthong, Ph.D. to be Director of the Company in place of Mr. Somboon Cheewasutthanon 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 7 To consider and approve the directors' remuneration for 2018

Facts and rationale The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2018. 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 2018 as follows:

Monthly remuneration (per person)

Board of Directors

Chairman of the Board	Baht 60,000
Director	Baht 30,000

Other Sub-Committees

Chairman	Baht 30,000
Committee	Baht 20,000

Nomination and Remuneration Committee will not receive the monthly remuneration.

Meeting Allowance (per person per meeting)

Nomination and Remuneration Committee

Chairman of Nomination and Remuneration Committee	Baht 30,000
Nomination and Remuneration Committee	Baht 20,000

The Board of Directors and other Sub-Committees will not receive the meeting allowance.

In this regard, all Executive Committees show their intention to waive the right to receive the month remuneration for the Sub-Committee of the year 2018 as aforementioned (saved for the remuneration which is received as executive of the Company).

The Company currently has a sub-committee consisting of the Executive Committee, 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)

	Y' 2018	Y'2017
<u>Board of Directors</u>	(Monthly)	(Monthly)
- Chairman of the Board	60,000	60,000
- Director	30,000	30,000
<u>Other Sub-Committees :-</u>		
1. Audit Committee	(Monthly)	(Monthly)
- Chairman	30,000	30,000
- Committee	20,000	20,000
2. Nomination and Remuneration Committee	(Per person per meeting)	(Monthly)
- Chairman	30,000	30,000
- Committee	20,000	20,000
3. Executive Committee	(Monthly)	(Monthly)
- Chairman	30,000	30,000
- Committee	20,000	20,000

Remark

According to the resolution of the Annual General Meeting of Shareholders for the year 2017, it approved the remuneration of the Board of Directors as detailed in the table above. The Executive Committee waived its right to receive the following remuneration:

1. Executive Committees who are the Executives of the Company show their intention to waive the right to receive the month remuneration for the Sub-Committee of the year 2017 (except for the remuneration which is received as executive of the Company) and;
2. Executive Committees who are not the Executives of the Company show their intention to waive the right to receive the month remuneration for the Sub-Committee since November 2017.

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2018 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 8

To consider and approve the appointment of the Company's auditors and their remuneration for 2018

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. Mr. Prasit Yuengsrikul, Certified Public Accountant No.4174

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 December 2018. 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 December 2018.

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. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017. Mr. Paiboon Tunkoon and Mr. Prasit Yuengsrikul 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 2018. 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 2017 and the fiscal year ended as at 31 December 2018 are as follows:

Comparison Table of Auditor's Remuneration

Auditor's Remuneration	The fiscal year ended at 31 December 2018 (Baht)		The fiscal year ended at 31 December 2017 (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		1,220,000	
Total	2,000,000	-	2,000,000	-

AC's opinion

The Audit Committee of the Company is of the opinion that PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm. Moreover, all Certified Public Accountants (CPA) are qualified and independent, it deems appropriate to propose the Board of Directors to further propose the Shareholders' Meeting to appoint the following persons: Mr. Sa-nga Chokenitisawat certified public accountant no. 11251 and/or Mr. Paiboon Tunkoon certified public accountant no. 4298 and/or Mr. Prasit Yuengsrikul certified public accountant no. 4174 of PricewaterhouseCoopers ABAS Ltd. and/or other auditors approved by the Office of the Securities and Exchange Commission 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.

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 Mr. Prasit Yuengsrikul, certified public accountant no. 4174, 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 9 **To consider and approve the amendment to Article 29. of the Articles of Association of the Company**

Facts and rationale To be in accordance with the Public Limited Companies Act B.E. 2535 (as amended), it is appropriate for the Company to amend Article 29. of the Articles of Association of the Company by cancelling current wordings and using proposed wordings as follows:

Current wordings

“Article 29. The board of directors shall organize an annual general meeting within 4 months from the last day of the fiscal year of the Company.

A general meeting other than as mentioned in paragraph one is called extraordinary general meeting. The board of directors may summon an extraordinary general meeting at any time as deemed appropriate. Or shareholders whose shares combined make up at least 1/5 of all the paid up shares or at least 25 shareholders whose shares combined make up at least 1/10 of all the paid up shares may sign a letter requesting the board of directors to call an extraordinary general meeting at any time and giving a reason for the request for the summoning of such meeting in a clear manner in the letter. In this case, the board of directors shall call a general meeting within 1 month from the date of receipt of the letter from the shareholders.”

Proposed wordings

“Article 29. The board of directors shall organize an annual general meeting within 4 months from the last day of the fiscal year of the Company.

A general meeting other than as mentioned in paragraph one is called extraordinary general meeting. The board of directors may summon an extraordinary general meeting at any time as deemed appropriate. Or a shareholders or shareholders whose shares combined make up at least 10 percent of all the paid up shares may sign a letter requesting the board of directors to call an extraordinary general meeting at any time and outlining matters and reason for the request for the summoning of such meeting in a clear manner in the letter. In such an event, the board of directors

shall call a general meeting to be held within 45 days from the date of receipt of the letter from the shareholders.

In case the board of directors fails to convene the meeting within the period in paragraph two, the shareholders who signed the letter or other shareholders whose shares combined make up the amount as prescribed may summon the meeting on its own accord within 45 days from the date of the end of the period in paragraph two. In this case, the general meeting shall be deemed a meeting called by the board of directors, and the company shall be responsible for expenses incurred from holding such meeting and any assistance as may be appropriate.

In case the general meeting called by shareholders under paragraph three fails to constitute a quorum as stipulated in this Articles of Association, the shareholders under paragraph three shall be jointly liable for any expenses incurred from holding such meeting to the company.”

In addition, it is proposed to the Meeting of Shareholders to empower the authorized director(s) and/or the person(s) entrusted by the authorized director(s) to be authorized to modify, add and amend the wordings in such Articles of Association, as it deems necessary and appropriate, in order to be in compliance with the order of the public limited company's registrar for the purpose of registration of the Articles of Association with the Ministry of Commerce.

Board's opinion

The Board of Directors is of the opinion that the amendment to Article 29. of the Articles of Association of the Company and the authorization, should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of not less than three-fourths of the total number of votes of the shareholders present at the Meeting and entitled to vote.

Agenda 10 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 2018 as appeared in Enclosure 5. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 6. 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 7 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 20 April 2018.

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 2018 on 12 March 2018.

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 2017 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 3 April 2017 at 10:00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100.

Directors/Executives present at the Meeting

- | | |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors and Chairman of Nomination and Remuneration Committee |
| 2. Mr. Poomchai Wacharapong | Chief Executive Officer and Chairman of the Executive Committee |
| 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 |
| Mr. Wiroj Bunsirungruang | Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary |

Director/Executive absent at the Meeting

- | | |
|---------------------------|--|
| 1. Mr. Nuttawut Phowborom | Independent Director and Audit Committee |
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Auditor, Financial Advisor and Legal Counsel in attendance

1. Mr. Kajornkiet Aroonpirodkul from PricewaterhouseCoopers ABAS Company Limited
2. Mr. Sa-nga Chokenitisawat from PricewaterhouseCoopers ABAS Company Limited
3. Mrs. Ratchada Klewpatinond from Asia Plus Advisory Company Limited
4. Mrs. Araya Sunlakawit 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 89 shareholders present in person and by proxy, representing 390,491,355 shares, being 60.6326 percent of the total paid-up shares of the Company (total shares of the Company being 644,028,952 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting in person and by proxy, thus, having shareholders in aggregate of 120 shareholders, representing 399,757,702 shares, being 62.0714 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 Bunsirungruang, Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, 3, 4, 5, 7 and 8, to be approved by a simple majority of the total number of votes of the shareholders attending and casting their votes at the Meeting, Agenda 6 to be

approved by not less than two-thirds of the total number of votes of the shareholders attending at the Meeting and Agenda 2 as a matter for acknowledgement and no voting is required. In this regard, the Company invited Ms. Pornpilai Kosolprapha, an Independent Legal Counsel to verify the voting procedure accompany with OJ International Company Limited. The Chairman then introduced the Meeting 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**

The Chairman proposed the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016, the copy of which was sent to the shareholders together with the invitation to this meeting.

Resolution: The Meeting unanimously resolved that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016, held on 7 September 2016 be adopted as the Chairman proposed with the votes of 394,301,399 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot.

Agenda 2 **To acknowledge the Company's operating results for the year 2016**

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, to present the Business Plan for the year 2015-2016 and the Company's operating results for the year 2016 to the Meeting which can be summarized as follows:

Business Plan for 2015 – 2016

The company operates the production of TV. program production business. In 2015, the company holds shares in 6 of its group companies and during 2016, the company has adjusted its business operating structure of its group companies:

- Matching Entertainment Co., Ltd. operates activity organization business, and has a large number of competitors. In mid-2016, the business closed down and is currently in the process of liquidation.
- Matching Studio Plus Co., Ltd. Operates TV commercial production business. The business closed down at the end of 2016 and is currently in the process of liquidation.
- Matching Broadcast Co., Ltd. has its name changed to The Studio Park (Thailand) Co., Ltd., which is currently undertaking The Studio Park (Thailand) Project ("**Studio Park Project**") of the company.
- Bookmaker Co., Ltd. operates publication business. During 2016, the company has sold its copyright in its publication since at present the publication industrial condition is experiencing insufficient growth.
- Gear Head Co., Ltd. ("**Gear Head**") operates filming equipment service and rental business, and is a subsidiary that generates a high rate of income for the company.
- Time Lapse Co., Ltd. operates production, editing, image technic and sound recording business.

From the above, the company is attempting to reduce the size of business by focusing only on businesses where it possesses expertise and which generate income for the company such as equipment service and rental business and various utilities (Production Infrastructure) etc.

Operating Results for 2016

The company tries to separate businesses that do not generate income from those that do generate income for the company. In this regard, due to the external circumstances such as the political situation, explosion etc. up until quarter 4, the business section has experienced a decline in investment and has recently returned to normal condition in mid-February 2017, and thus in 2016 the company experiences a deficit of approximately Baht 66 million. The deficit from operation amounts to approximately Baht 42 million and the remaining deficit of approximately Baht 24 million is the result of the reduction of business size such as the depreciation of assets, deficit from joint venture business (Transformation Films Co., Ltd.), expenses for Studio Park Project, expenses incurred from the dismissal of personnel etc.

Afterwards, Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, reported to the Meeting the progress and plan for Studio Park Project. At present, Studio Park Project is more than 90% complete, and its main significant functions can be summarized as follows:

- (1) 2-layer chamber door to prevent noises from entering and exiting the room;
- (2) 2-layer surrounding wall with space in the middle, with acoustic installed, which is a sound prevention system in accordance with international standard (NC 25), in the surrounding area;
- (3) Air-conditioning (Duct Silencer system);
- (4) Cat walk with structure strong enough to withstand the weight of up to 500 kilogram per square meters;
- (5) 9 mainboards to allow for efficiency and ease in operation;
- (6) 7 buildings comprising of 5 studios, buildings for construction of scenes and for automobiles, which have already received the building construction certificate (Or.6) from the Sub-district Management Organization of Bang Bo, Bang Bo District, Samut Prakan Province. The only buildings whose construction is currently being finished up are those of Gear Head and warehouse building;
- (7) Studio Park Project is the first project in Thailand which has received the noise quality standard certification Noise Criteria (NC 25) from Chula Unisearch, Chulalongkorn University.

Plan for the Studio Park Project (Master Plan)

The other parts of the plan for Studio Park Project, which is currently being under feasibility study, can be divided into 3 parts as follows:

- (1) The Scene Project: within the area of old warehouse, there is an improvement plan for the area to be used as scenes for TV series by dividing into shooting space and limbo for shooting where refraction needs to be reduced such as automobile advertisement etc;
- (2) Studio in the park: the investment plan is (1) outdoor studio, with the scene being arranged into houses of different shapes such as loft, modern and homey etc. to increase variations in shooting, and (2) backlot, an empty space, to be developed into Green and Blue Screen for film production;
- (3) Studio TV: in the area of empty space on the top of building for scene storage, there is to be developed into Studio TV, which is of mid-level standard and with low rent.

Moreover, the front section of the project space will be organized into Business Zone open for rent for shops from outside. At present, contact from certain shops has been received.

Marketing Plan

Direct marketing

- (1) For the existing customers of Gear Head, the company will undertake direct marketing by contacting customers who are joint-investors of international film production (Co-Producer);

- (2) Advertisement through the Department of Foreign Trade;
- (3) Use of international film production group incentives which has been officially approved;
- (4) Penetrate the Indonesian market.

In this regard, at present there have been a number of customers who have made reservation for the Studio Park Project of the company.

Moreover, the company sees the importance of branding, and has participated in American Film Market & Conferences at Los Angeles in mid-2016 and Hong Kong International Film Festival in the beginning of 2017, where good responses were received. The company has also improved its website (www.thestudioparkthailand.com) for worldwide connection.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, then reported to the Meeting the progress of the Private Sector Collective Action Coalition Against Corruption (“CAC”). After completing the self-assessment in relation to the anti-corruption measure, the company will submit such form to the Thai Institute of Directors (“IOD”) in order to obtain the membership certificate.

The Chairman thanked all the shareholders for their support and confidence in the Company, and promised that the Board of Directors, executives and all staff will continue to perform and work hard for the success of the Company and in order to repay the shareholders for their confidence.

Mr. Rittichai Yibcharoenporn, a shareholder, inquired about (1) the approximate annual income and factors which give rise to income in the Studio Park Project, (2) the possibility of adjustment in accounting value of 260-rai land, (3) the special features of the Studio Park Project, (4) the ratio of income from films and series both domestic and overseas, (5) the stability of the income of the Studio Park Project, and (6) guideline for the offer of support to Channel 7, the company’s major shareholder. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) the income of the Studio Park Project depends on the type of customers; major film producer would no doubt generate a high rate of income for the company; in this regard, the shareholders should understand that rental studio is different from rental of other general immovable property since rental of studio by the production crew requires a certain period for the construction of scenes and storing scenes after shooting, (2) the company has no policy to adjust accounting value of the land in the Studio Park Project totaling 216 rai, (3) Studio Park Project is a project with international standard equipped with full facilities and services such as back lot for rent, business warehouse which offers service and rental of high-quality production equipment of subsidiaries, as well as skilled personnel; therefore, the customers are able to finish shooting both within and outside the studio without incurring additional expenses from the need to move shooting location; moreover, at present Thailand has adopted international film production group incentives in the form of rebate pursuant to the prescribed rate, (4) the company will categorize international films with Thai co-producer as domestic customers, and hence the ratio of income of domestic and overseas customers will be approximately 80% and 20% respectively, (5) high season for film business is around quarters 1 and 4, and quarters 2 and 3 are low season; in the past, there was no studio with the standard, and hence shooting was done outside; as for overseas studio, schedule for shooting within studio is usually full due to the number of customers in the form of TV programs; it can be said that the Studio Park Project can fully respond to the need of various producers and co-producers of the production crew from the commencement of shooting until completion, and helps reduce cost in production, and (6) in the first phase, the studio will possess high standard for

film and advertisement production business, the standard of which is higher than that of studio of TV programs; should in the future, there is development of Studio in the Park and Studio TV that can respond to the need of TV programs or series, it is anticipated that Channel 7 may use the company's service; at present, Channel 7 has not been involved in any marketing.

Mr. Maethee Anadirekkul, shareholder and proxy, inquired about the deduction of depreciation after the project is complete, and advised the company to offer opportunity to other operators to rent the area of the company to operate business that will support the Studio Park Project. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that the depreciation, interest obligations and expenses should amount to approximately 60 million. As for the rental of area, should there be any interested person, the company is happy to give its consideration.

Mr. Nakorn Panusitthikorn, shareholder, inquired about (1) the possibility that the company will increase its capital again to undertake other projects, whose investment possibility is currently being studied by the company such as The Scene Project and Studio in the Park, (2) the role of the company's major shareholder (Mr. Thanisphong Sasinmanop), (3) the progress of Handy Gear, and (4) the cause of the Baht 66 million-deficit. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) the company must study the possibility and consider the rate of income (IRR) of such project; if it is not worth the investment, the company will not undertake the project; in this regard, the company anticipates that after the allocation and offer of remaining additional ordinary shares, the company should have sufficient capital, (2) Mr. Thanisphong Sasinmanop remains the company's shareholder and executive. And there has been an agreement to extend his contract after his retirement, (3) at present, "Handy Gear" is operating its business with more than 30 customers who are series production crews; at present, Handy Gear is considered the largest in the series circle; what is to be developed further in the future is marketing through Social Medias (Viral) under the brand of "Footgear; however, at present the company still focuses on Gear Head because the high-end customers of Gear Head are able to offer some support to The Studio Project, and (4) such deficit is not long-term deficit and will occur only once since some parts of the deficit are expenses incurred from payment of severance pay to personnel and the reduction of business size.

Mr. Wichit La-or-sathienkul, shareholder, inquired about the competitiveness within the market of business of service and rental of equipment. At present, there are overseas competitors as listed in the Annual Report for 2016, page 13. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified that at present, there are 3 large operators of this kind of business within the Thai market, with whom the company has attempted to initiate negotiations and sought cooperation albeit unsuccessfully. As for operators from other countries who can offer price lower than Gear Head, their equipment possesses different quality, and therefore Gear Head remains number one in this business.

The Chairman further proposed the Meeting to acknowledge the Company's operating results for the year 2016 which the details were set out in the 2016 annual report of the Company that was sent to the shareholders together with the notice of this meeting.

Resolution: The Meeting acknowledged the Company's operating results for the year 2016 was as the Chairman proposed.

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

The Chairman informed the details of 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 to acknowledge the Auditor's report which the details were set out in the Company's financial statements which formed part of the 2016 annual report sent to shareholders together with the notice of this meeting (Enclosure 2) and can be summarized as follows:

Financial Statements ended 31 December (Consolidated)

Account Record	2016 Million Baht	2015 Million Baht	Increase (Decrease)	
			Amount	%
Total Assets	1,836.09	1,420.66	415.43	29.24
Total Liabilities	448.47	190.27	258.19	135.70
Total Shareholders' Equity	1,387.62	1,230.39	157.24	12.78

Statement of Comprehensive Income ended 31 December (Consolidated)

Account Record	2016 Million Baht	2015 Million Baht	Increase (Decrease)	
			Amount	%
Total Revenue	462.91	531.53	(68.62)	(12.91)
Total cost of sales and services	529.31	582.42	(53.11)	(9.12)
Annual Net Profit (Loss) of the Company	(66.40)	(50.89)	15.51	30.49

Mr. Suriyon Chitrapan, shareholder and proxy, inquired about (1) the cause of management expenses of approximately Baht 167 million as outlined in the Annual Report of 2016, page 96, which amounts to approximately 37% of income of Baht 465 million, and (2) the size and value of lands in Prachuap Khiri Khan Province and Kanchanaburi Province. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) such expenses arose from the business restructuring in various aspects and anticipated that in 2017 these expenses will reduce, and (2) the size of the land in Prachuap Khiri Khan Province is approximately 5 rai, the current market value of which is higher than the price at which it was purchased by the company, and the company is presently waiting to sell it to an interested person at the target price it has anticipated; as for the land in Kanchanaburi Province, Mr. Wiroj Bunsirirungruang, Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary, clarified in addition that the land in Kanchanaburi Province is located in Si Sawat District and possesses PorBorTor., which is a document certifying tax payment of land owner. Nonetheless, the company has already reserved the value of this land.

After that, the Chairman proposed the Meeting 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 to acknowledge the Auditor's report.

Resolution: The Meeting unanimously resolved that 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 be approved and the

Auditor's report be acknowledged with the votes of 399,757,702 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

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

The Chairman informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535 (as amended), the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit and subtracted with the sum of accumulated loss brought 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 approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the condition that the company is not required to use such funds and the dividend payment shall not have material effect to the Company's normal business operations. The Company's operating results for the fiscal year ended as at 31 December 2016 (according to Separate Financial Statements ended 31 December 2016 audited by the certified auditors) has loss, the Board of Directors has considered and deems appropriate to propose the Meeting as follows:

1. No appropriation of profit as the legal reserve since the Company has loss from the operation of the year 2016; and
2. No dividend payment from the operating result of the year 2016 since the Company requires the working capital in order to develop the investment project of the Company.

After that, the Chairman proposed the Meeting 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.

Resolution: The Meeting unanimously resolved that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2016 as the Chairman proposed in all respects be approved with the votes of 399,757,702 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot .

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

The Chairman informed the Meeting that according to the law and the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors must retire from office and the retired directors are eligible for re-appointment. There are 3 directors who 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 minority shareholders to propose person(s)

to be elected as directors in advance of the Meeting through an announcement on the Company's website from 28th December 2016 – 31st January 2017 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter. Nonetheless, no minority shareholder proposed any person to be elected as director to the Company at this Meeting.

The 3 directors who must retire by rotation purpose to leave the Meeting room while discussions and voting took place on this agenda in order to support the Good Corporate Governance Principles of the Company.

The Nomination and Remuneration Committee has considered and is of the opinion that (1) Mr. Akarat Na Ranong, Independent Director and Chairman of Audit Committee; (2) Mr. Nuttawit Boonyawat, Director; and (3) Mr. Sansrit Yenbamrung, Director, the 3 directors who must 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 3 directors aforementioned to be reappointed as the Company's directors for another term.

The names and profiles of director who retired by rotation and the persons to be nominated for an appointment as the Company's directors are appeared in the document which was sent to the shareholders together with the notice of this meeting.

Mr. Teerayuth Puechtanyakij, shareholders' rights protector from the Thai Investors Association, requested the company to clarify the uniqueness of the independent directors who were nominated for re-appointment for another term. Mr. Kamol Ratanachai, Independent Director and Audit Committee, clarified that the structure and qualifications of the company's independent directors are in accordance with the relevant regulations of the Securities and Exchange Commission. The company places emphasis on independence, i.e. independent directors are not executives, nor representatives of major shareholders, and they are not involved in any decision-making, do not hold shares in the company and have no business relations. In addition, Mr. Akarat Na Ranong, Independent Director and Audit Committee, are the person in charge of all the works of the Audit Committee including work planning, coordinating with the management team, supervision of all audit works as well as reporting to the Board of Directors' Meeting and Shareholders' Meeting through disclosure. Most importantly, Mr. Akarat possesses a high level of knowledge and expertise in business as well as independence, and thus is always able to offer valuable advice and opinion to the company. Therefore, the Meeting of the Nomination and Remuneration Committee has considered and deemed it appropriate to nominate him for re-appointment for another term.

After that, the Chairman proposed the Meeting to consider and approve the re-appointment of directors who are due to retire by rotation to be in position for another term.

Resolution: The Meeting resolved that the 3 directors retired by rotation be approved for re-appointment as directors of the Company for another term, with a majority vote of total number of votes of Shareholders attending and casting their votes at the Meeting as follows:

1. Mr. Akarat Na Ranong, Independent Director/ Chairman of Audit Committee, with the votes of 399,757,084 shares

(99.9998 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 618 votes disapproving (0.0002 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot ;

2. Mr. Nuttawit Boonyawat, Director, with the votes of 399,493,702 shares (99.9340 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 264,000 votes disapproving (0.0660 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot ; and
3. Mr. Sansrit Yenbamrung, Director, with the votes of 399,493,702 shares (99.9340 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 264,000 votes disapproving (0.0660 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot.

Agenda 6 To consider and approve the directors’ remuneration for 2017

The Chairman informed the Meeting that the Nomination and Remuneration Committee considered the directors’ remuneration according to the expansion of business, the profit growth of the Company as well as the duties and responsibilities of each director. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee) deemed it appropriate to determine the directors’ remuneration for the year 2017 which is the same rate as the year 2016 as follows:

Monthly remuneration

Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

Sub-committee Members

Chairman	Baht 30,000
Director	Baht 20,000

The Company currently has a sub-committee consisting of the Executive Committee, 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. Since the Company has loss from the operating results of the year 2016, there is no Directors’ gratuity proposed to Meeting for the year 2016. In addition, the Company has no policy to offer the other benefits other than money to the Directors.

After that, the Chairman proposed the Meeting to consider and approve the directors’ remuneration for the year 2017 as aforementioned which shall be effective until a shareholders’ meeting resolves to change otherwise.

Resolution: The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors’ remuneration for 2017 and no gratuity for the result of the

operation of the year 2016 according to the above details be approved to be effective until a shareholders' meeting resolves to change otherwise, with the votes of 398,581,680 shares (99.7058 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,176,022 votes abstaining (0.2942 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot .

Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2017

The Chairman informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 (as amended) requires that every year the annual general meeting of shareholders appoint the Company's auditors and determine their remuneration. The existing auditors can be reappointed.

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

1. Mr. Sa-nga Chokenitisawat, Certified Public Accountant No. 11251;
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 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 31 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.

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 reviewed and audited the Financial Statements of the Company and its subsidiaries since the fiscal year 2012 and duly performed their duties all along. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm and certified by the Office of Securities and Exchange Commission, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The shareholders inquired about the reason that while some subsidiaries have ceased operation, the audit fee for 2017 has decreased at a very little proportion. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified that the Studio Park Project has commenced operation, thereby the number of transactions has increased. On this basis, the company has negotiated for audit fee in a reasonable way.

After that, the Chairman proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2017.

Resolution: The Meeting unanimously resolved that, (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. be appointed as the Company's auditor(s) for the fiscal year ended 31 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 31 December 2017, and that the auditors' remuneration for auditing the Financial Statements of the Company be fixed at the rate of Baht 780,000 as the Chairman proposed in all respects (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), with the votes of 399,757,702 shares approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 vote voided ballot .

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)**

The Chairman informed the Meeting that 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)¹ 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).

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 which were sent to all shareholders together with the Notice of this Meeting.

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

¹ The resolutions of the EGM 1/2016 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.

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.

After that the Chairman proposed the Meeting 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) and the authorization as aforementioned.

Resolution: The Meeting resolved by a majority vote of the total number of votes of the shareholders attending and casting their votes at the Meeting that 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) and the authorization be approved as the Chairman proposed in all respects, with the votes of 399,700,702 shares approving (99.9857 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 57,000 votes disapproving (0.0143 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 vote voided ballot .

Mr. Nakorn Panusitthikorn, shareholder, inquired about (1) the possibility that the company will produce additional TV programs and singing contests, and (2) the company's plan with regard to Transformation Films Co., Ltd. ("**Transformation**") and possibility that Transformation will use the company's service. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) at present TV program production business has a lot of competitors from social medias, and thus the company must try to improve its current programs while introducing new contents to the channels, and (2) the company will not make additional investment in Transformation, but it anticipated that should the Studio Park Project be complete and respond to the Transformation's need, Transformation should come seek the company's service.


No other business was proposed to the Meeting.

The Meeting closed at 12.30 p.m.

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

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


Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term

Name	: Mr.Pattanapong Nuphan	
Age	: 52 years	
Type of Director Proposed for Appointment	: Director	
Education background	: MA in Sociology Thammasat University	
Training	: Director Certification Program : Director Accreditation Program Thai Institute of Director Association (IOD)	
Expertise	: Management	
Work Experience		
1. <u>Listed Companies</u>		
2008-Present	: Director : Executive Committee Member Matching Maximize Solution Public Company Limited	
2. <u>Other Companies/ Organizations</u>		
Jan 2018-Present	: Executive Director and Deputy Managing Director	
Jun 2016-Dec2017	: Executive Director and Assistant Managing Director Bangkok Broadcasting & T.V. Company Limited	
2009-Present	: Director BBTV New Media Company Limited	
3. <u>Other rival incorporation / any related business with the Company</u>		
Mar 2018-Present	: Director Media Studio Company Limited	
Directorship	: Feb 2008-Present (Totally 10 Years 3 months)	
Number of meeting attended in 2017	: Board of Director Meeting : 10 /11 times. : Board of Executive Committee Meeting : 10 /11 times	
Shareholding in the company	: None	
Litigation	: None	
Interest in any Agenda Item Proposed in the AGM	: <u>Agenda 5</u> To consider and approve the appointment to director replacing those who retire by rotation <u>Agenda 7</u> To consider and approve the directors' remuneration for 2018	

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
-	-	2	1

Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term


Name	: Mr.Chatrapee Tantixalerm	
Age	: 54 years	
Type of Director Proposed for Appointment	: Independent Director and Audit Committee	
Education background	: MBA Finance, SASIN Graduate Institute of Business Administration of Chulalongkron University	
Training	: Corporate Governance for Capital Market Intermediaries : Director Accreditation Program : Thai Institute of Director Association (IOD)	
Expertise	: Financial / Management	
Work Experience		
1. <u>Listed Companies</u>		
Sep 2017-Present	: Independent Director , Audit Committee and Nomination and Remuneration Committee member Matching Maximize Solution Public Company Limited	
Sep 2009-Present	: Independent Director and Chairman of Audit Committee TSFC Securities Public Company Limited	
2. <u>Other Companies/ Organizations</u>		
Jan 2016-Present	: Director and Chairman of Audit Committee Singapore International School of Bangkok	
Nov 2015-Present	: Chairman of the Board and Independent Director Univentures REIT Management Company Limited	
Aug 2015-Present	: Director and Chief Executive Officer Talis Asset Management Company Limited	
Mar 2012-Jun 2015	: Director and Vice Chairman Association of Investment Committee (AIMC)	
Aug 2011-Sep 2014	: Executive Board member International Chamber of Commerce Thailand	
Dec 2005-Jun 2015	: Director and Chief Executive Officer Krungsri Asset Management Company Limited	
3. <u>Other rival incorporation / any related business with the Company</u>	: None	
Directorship	: Sep 2017-Present (Totally 8 months)	
Number of meeting attended in 2017	: Board of Director Meeting : 2/2 times Audit Committee Meeting : 2/2 times Nomination and Remuneration Committee Meeting 2/2 times	
Shareholding in the company	: None	
Litigation	: None	
Interest in any Agenda Item Proposed in the AGM	: <u>Agenda 5</u> To consider and approve the appointment to director replacing those who retire by rotation <u>Agenda 7</u> To consider and approve the directors' remuneration for 2018	

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
1	-Independent Director and Chairman of Audit Committee TSFC Securities Public Company Limited	3	-

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

Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term

Name	: Mr.Somkiat Charoenpinyoying	
Age	: 55 Years	
Type of Director Proposed for Appointment	: Director	
Education background	: Bachelor , Communication Arts , Bangkok University	
Training	: -	
Expertise	: Management	
Work Experience		
1. <u>Listed Companies</u>	: None	
2. <u>Other Companies/ Organizations</u>		
April 2013-Present	: Director : Executive Director : Deputy Managing Director : Acting Managing Director Bangkok Broadcasting & T.V. Company Limited	
Dec 2008-Present	: Director BBTV New Media Company Limited	
3. <u>Other rival incorporation / any related business with the Company</u>		
Dec 2012-Present	: Director Media Now Company Limited	
Sep 2011-Present	: Director Media Studio Company Limited	
Shareholding in the company	: None	
Litigation	: None	

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
-	-	2	2

(Translation)

Definition of Independent Director

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 undertaking any business in the same nature and in competition to the business of the company or its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary;

(i) 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.

Profiles of the person who is nominated to be appointed as the Company's director

Name	: Yaowalak Poolthong, PhD	
Age	: 57 Years	
Type of Director Proposed for Appointment	: Director	
Education background	: Bachelor of Arts, Chulalongkorn University : Master of International Business Administration, The University of Sydney, Australia : PhD in Marketing, Thammasat University (International Program) : Master of International Business Administration – Exchange Program, Waseda University, Japan	
Training	: Director Certification Program (DCP) Thai Institute of Directors (IOD) : Capital Market Academy (CMA)	
Expertise	: Marketing / Management	
Work Experience		
1. <u>Listed Companies</u>	:	
2010-2012	: First Executive Vice President Marketing and Corporate Communications Krung Thai Bank Public Company Limited	
2000-2010	: First Executive Vice President Head of Corporate Communications & Investor Relations Bank of Ayudhya Public Company Limited	
2. <u>Other Companies/ Organizations</u>		
2014-Present	: Director HR Pro Security and Services Company Limited	
2013-Present	: Director : Managing Director TV Digital HR Company Limited	
2002-2010	: Director Krungsri Asset Management Company Limited	
3. <u>Other rival incorporation / any related business with the Company</u>		
2017-Present	: Director Media Now Company Limited	
2017-Present	: Director Media Scene Company Limited	
2015-Present	: Chief Executive Officer	
2014-Present	: Director Media Studio Company Limited	
Shareholding in the Company	: None	
Litigation	: None	

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
-	-	2	3

(Translation)
Guideline for the appointment of proxy to attend the Shareholders' Meeting, the registration, and evidence to be presented on the date of the Annual General Meeting of the Shareholders for the year 2018

All shareholders and proxies are requested to bring their invitation letter, proxy form (if any) and other required documents to register their attendance of the Annual General Meeting of Shareholders for the year 2018 on 25 April 2018 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 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) completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty (In case the shareholder appoints a proxy using Proxy Form (Form C)).
- 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 20 April 2018 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 25 April 2018 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 one 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.
- (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 and/or the authorized person shall inform the Meeting of the voting procedures as follows:

- (1) The Chairman and/or the authorized person 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.
- (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 after completion of vote count, 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

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.

(This Article 29. was proposed to the Annual General Meeting of Shareholders for the year 2018 to consider and approve the amendment per the details as appeared in Notice of the Annual General Meeting of Shareholders for the year 2018)

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.

Enclosure 7

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 2018

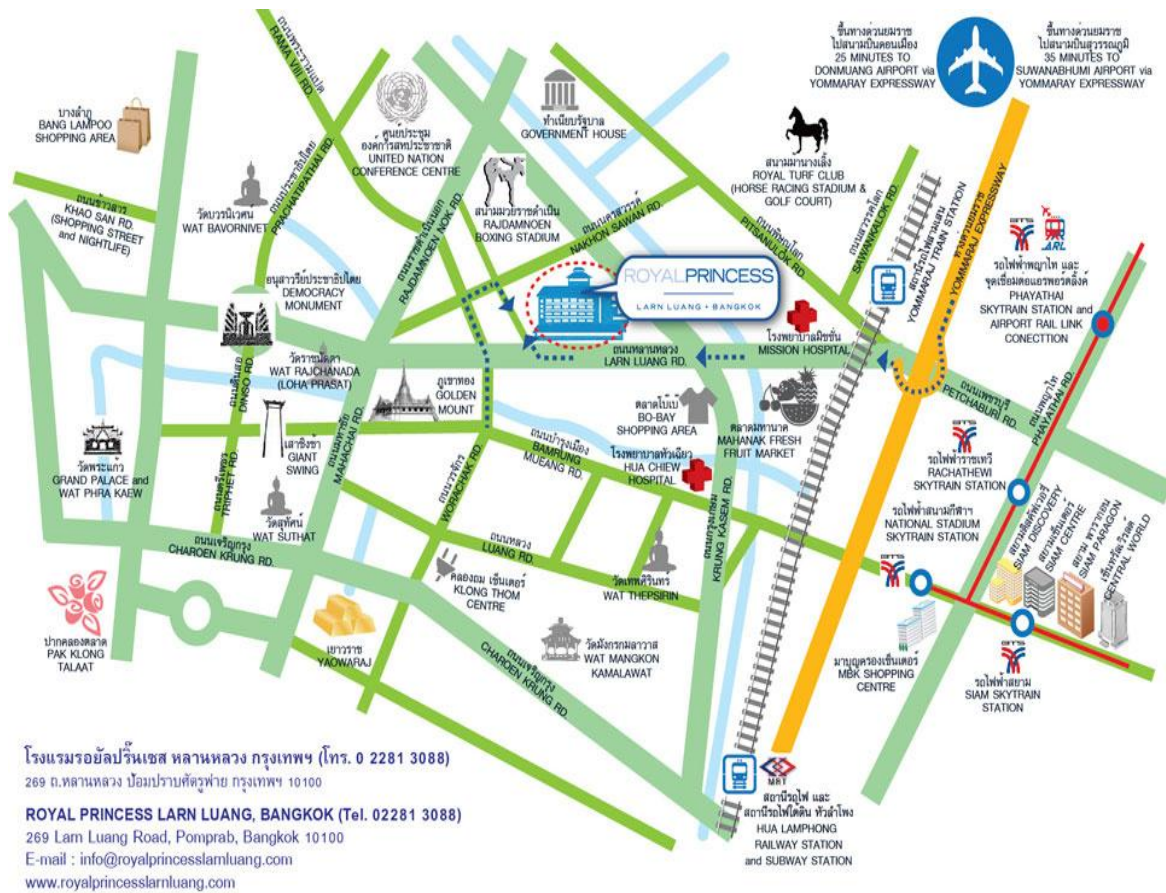
Name	:	Mr. Akarat Na Ranong
Position	:	Independent Director and Chairman of Audit Committee
Age	:	63 years
Address	:	256 Soi Sukhumvit 55, Klongton-nua, Wattana, Bangkok 10110
Family relationship with executives of the Company	:	None
Education background	:	Master's Degree, Business Administration (Management), Marshall University ,U.S.A.
Training relating to role and duties of director	:	- Role of the Chairman Program - Director Certification Program - Role of the Compensation Committee - Director Accreditation Program - Audit Committee Program Thai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the Year 2018 for consideration	:	Agenda 7 To consider and approve the directors' remuneration for 2018

Enclosure 7

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 2018

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director Audit Committee Nomination and Remuneration Committee
Age	:	52 years
Address	:	54 Soi Ramkhamhaeng 58/3 seprstion 4 Hua Mak, Bangkapi , Bangkok 10240
Family relationship with executives of the Company	:	None
Education background	:	
Education background	:	Master of Business Administration (MBA), Bangkok University : Certified Internal Auditor)CIA(The Institute of Internal Auditor U.S.A.
Training relating to role and duties of director	:	<ul style="list-style-type: none">- Risk Management Program for Corporate Leaders- Director Certification Program- Anti-Corruption : The Practical Guide- How to Measure the Success of Corporate Strategy- Successful Formulation & Execution of Strategy- Audit Committee Program- Director Accreditation ProgramThai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the Year 2018 for consideration	:	Agenda 7 To consider and approve the directors' remuneration for 2018

**Location map of the meeting's venue of
the Annual General Meeting of Shareholders 2018
At Rachadamnoen Hall , Royal Princess Larn Luang Hotel , 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 แม็ทซิโมซ์ 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

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2561
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the year 2018

ในวันที่ 25 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 25 April 2018 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2560 เมื่อวันที่ 3 เมษายน 2560
 Agenda Item 1 Subject To consider and adopt the Minutes of the Annual General Shareholder' Meeting for the year 2017 held on 3 April 2017
 (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 2560
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2017
 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 2560 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 2017 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 2560
 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 2017
 (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:
- การแต่งตั้งกรรมการทั้งชุด
Vote for all the nominated candidates as a whole.
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominee.
1. ชื่อกรรมการ นายพัฒนพงศ์ หนูพันธ์
The director's name Mr. Pattanapong Nuphan
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายฉัตรพี ดันติเฉลิม
The director's name Mr. Chatrapee Tantixalerm
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ นายสมเกียรติ เจริญภิญโญยิ่ง
The director's name Mr. Somkiat Charoenpinoying
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ลาออก
Agenda Item 6 Subject To consider and approve the appointment of new director in place of a resigned director
- (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 7 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2561
Agenda Item 7 Subject To consider and approve the directors' remuneration for the year 2018
- (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 8 เรื่อง พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2561
Agenda Item 8 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2018
- (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 9 เรื่อง พิจารณาและอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 29.
 Agenda Item 9 Subject To consider and approve the amendment to Article 29. of the Articles of Association of the Company

- (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 10 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)
 Agenda Item 10 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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/Signedผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 - (1) นายอัครรัตน์ ณ ระนอง หรือ
 - (2) นายกมล รัตน์ไชย
 (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 7)

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;
 - (1) Mr. Akarat Na Ranong
 - (2) Mr. Kamol Ratanachai
 (Information of independent directors were shown in the Enclosure 7)

**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”)**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561
At the Annual General Meeting of Shareholders for the year 2018

ในวันที่ 25 เมษายน 2561 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
to be held on 25 April 2018 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.

-
- (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
- (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
- (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
- (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

(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
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain
	ชื่อกรรมการ
	Director's name	
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain
	ชื่อกรรมการ
	Director's name	
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain
	ชื่อกรรมการ
	Director's name	
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain
	ชื่อกรรมการ
	Director's name	
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain
	ชื่อกรรมการ
	Director's name	
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain
	ชื่อกรรมการ
	Director's name	
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย
	Approve	Disapprove
		<input type="checkbox"/> งดออกเสียง
		Abstain