

MMS-AC62/005

(Translation)

1 April 2019

Re: Invitation to the Annual General Meeting of Shareholders for the year 2019

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2018 held on 25 April 2018
 2. The 2018 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 2018 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. 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 2019
 5. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2019
 7. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2019
 8. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Annual General Meeting of Shareholders for the year 2019 on 26 April 2019 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 2018 held on 25 April 2018

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on 25 April 2018, 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 2018 held on 25 April 2018. 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 2018 held on 25 April 2018, 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 2018

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2018, which is shown in the 2018 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 2018 should be proposed to 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 2018 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 2018, which were appeared in the 2018 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 2018 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 2018

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 2018 (according to Separate Financial Statements ended 31 December 2018 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 2018.

Board's opinion

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

Remark

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

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

Facts and rationale According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to retire by rotation at the Annual General Meeting of Shareholders for the year 2019, namely:

1. Mr. Poomchai Wacharapong Director;
2. Mr. Kamol Ratanachai Independent Director
and Audit Committee;
and
3. Dr. Yaowalak Poolthong Director

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the shareholders to propose the person(s) to be elected as directors in advance of the Meeting, through an announcement on the Company's website from 2 October 2018 – 31 December 2018 regarding the criteria of proposing nominees so that the Compensation and Nominating Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

The Nomination and Remuneration Committee has considered and is of the opinion that all 3 directors who are due to retire by rotation are knowledgeable persons, capable and have experience in the Company's business and have performed well as the directors of the Company in the past office period and also possess full qualification under the law and the person(s) nominated to be appointed as the independent director(s) is able to independently make an opinion pursuant to the relevant rules and regulations. Therefore, the Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to nominate all 3 directors to be reappointed as the Company's directors for another term.

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

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

Agenda 6 To consider and approve the directors' remuneration for 2019

Facts and rationale The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2019 and proposed at the Board of Directors' Meeting to consider and approve to propose to the Shareholders' Meeting. 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 Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to determine the directors' remuneration for the year 2019 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 2019 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).

Comparison Table of Directors' Remuneration

Monthly remuneration (per person) (Thai Baht)

Position	Year 2019 (Proposed Year)	Year 2018
<u>Board of Directors</u>		
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<u>Other Sub-Committee</u>		
Audit Committee		
Chairman	30,000	30,000
Committee	20,000	20,000
Executive Committee		
Chairman	30,000	30,000
Committee	20,000	20,000

Meeting Allowance (per person per meeting) (Thai Baht)

Position	Year 2019 (Proposed Year)	Year 2018
<u>Other Sub-Committee</u>		
Nomination and Remuneration Committee		
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 2018, it approved the remuneration of the Board of Directors as detailed in the table above. The Executive Committee waived its right to receive the month remuneration for the Sub-Committee of the year 2018 (except for the remuneration which is received as executive of the Company)

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2019 should be proposed to the Annual General Meeting of Shareholders for approval as the details mentioned above.

Remark

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

Agenda 7

To consider and approve the appointment of the Company's auditors and their remuneration for 2019

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 2019. 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 2019.

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 seven consecutive fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017-2018. 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 2019. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 850,000. (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 1,453,500; therefore, the total auditors' fee is Baht 2,303,500). 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 2018 and the fiscal year ended as at 31 December 2019 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2019 (Baht)		The fiscal year ended at 31 December 2018 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution PCL.	850,000	-	780,000	-
Subsidiaries (for information only)*	1,453,500		1,340,000	
Total	2,303,500	-	2,120,000	-

* The auditors' remuneration of the subsidiaries for the year 2018 as aforementioned has varied from the information acknowledged by the 2018 Annual General Meeting of Shareholders due to the incorporation of new subsidiaries in 2018 and the pending liquidation process of a subsidiary.

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 for the year 2019 with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 850,000, should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

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

Agenda 8 Other Business (if any)

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

The shareholders are invited to attend the Meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the Meeting as detailed in the guideline for the appointment of proxy to attend the Meeting, the registration, and evidence to be presented on the Meeting date of the Annual General Meeting of Shareholders for the year 2019 as appeared in Enclosure 4. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at 305/12 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 22 April 2019.

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 2019 on 11 March 2019.

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 2018 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 25 April 2018 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. Sansrit Yenbamrung | Chairman of the Board of Directors |
| 2. Mr. Poomchai Wacharapong | Chief Executive Officer and Chairman of the Executive Committee |
| 3. Mr. Pattanapong Nuphan | Director |
| 4. Mr. Nuttawit Boonyawat | Director |
| 5. Mr. Akarat Na Ranong | Independent Director and Chairman of Audit Committee |
| 6. Mr. Chatrapee Tantixalerm | Independent Director and Audit Committee |
| 7. Mr. Kamol Ratanachai | Independent Director and Audit Committee |
| 8. Mr. Somkiat Charoenpinyoying | Nominated Person to Be Appointed as Director |
| 9. Yaowalak Poolthong, Ph.D. | Nominated Person to Be Appointed as Director |
| 10. Mr. Wiroj Bunsirirungruang | Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary |

At present, the Company has 7 directors in total. All 7 directors were present at the 2018 Annual General Meeting of Shareholders, representing 100 percent of total number of directors of the Company.

Auditor and Legal Counsel in attendance

- | | |
|------------------------------|--|
| 1. Mr. Sa-nga Chokenitisawat | Auditor from PricewaterhouseCoopers ABAS Limited |
| 2. Ms. Pornpilai Kosolprapha | Legal Advisor from Siam Premier International Law Office Limited |

Preliminary Proceedings

Mr. Sansrit Yenbamrung, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). The Chairman announced that there were 36 shareholders present in person and by proxy, representing 536,882,744 shares, being 68.6877 percent of the total paid-up shares of the Company (total shares of the Company being 781,628,733 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 43 shareholders, representing 547,678,885 shares, being 70.0689 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 Bunsirirungruang, 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, 6 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 7 to be approved by not less than two-thirds of the total number of votes of the shareholders attending at the Meeting, Agenda 9 to be approved by not less than three-fourths of the total number of votes of the shareholders attending at the Meeting and being entitled to vote, and Agenda 2 as a matter for acknowledgement and no voting is required. In this regard, the Company

invited Miss Monnira Danwiwat, an Independent Legal Counsel to verify the voting procedure accompanied with OJ International Company Limited.

The Chairman then asked Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee (“**Chief Executive Officer**”) to introduce the Meeting 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**

The Chief Executive Officer proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 3 April 2017, the copy of which was sent to the Shareholders together with the notice of this Meeting (Enclosure 1).

Resolution: The Meeting resolved by majority votes of the total votes of the shareholders attending and casting votes at the Meeting that the Minutes of the Annual General Meeting of Shareholders for the year 2017, held on 3 April 2017 be adopted as proposed in all respects with the votes of 540,826,462 shares (99.9876 percent of the total votes of the shareholders attending and casting their votes at the meeting), 67,000 votes disapproving (0.0124 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 2 **To acknowledge the Company’s operating results for the year 2017**

The Chief Executive Officer explained the Company’s operating results for the year 2017 to the Meeting which can be summarized as follows:

Since 2015 – 2017, the Company experienced a loss from operating results. In 2017, the Company has undertaken business restructuring as follows:

- **Business without potential:** the Company has dissolved the business ie. TV commercial production business (Matching Studio Plus Co., Ltd.), event organizing business (Matching Entertainment Co., Ltd.) and magazine production business (Book Maker Co., Ltd.), thereby causing the reduction in expenses.
- **Developing business:** post production business of Time Labs Co., Ltd. has changed its business policy to more emphasis on services to customers of TV commercial business focusing on middle-sized and small-sized customers. At present, the operating results are gradually improving.
- **Business with potential:** In addition to the equipment rental and service business of Gear Head Co., Ltd. (“**Gear Head**”), The Studio Park Thailand Project (“**Studio Park Project**”) of The Studio Park (Thailand) Co., Ltd. (the studio rental and service) has commenced operation since April 2017, which is the beginning of the period of revenue recognition during the project debut in case expenses need to be recognized such as depreciation and interests etc. as well as impact from external factors such as the economic condition, the advertisement budget of the entire industry decreases on average from 2015 onwards thereby causing the project to recognize loss in the first year.
- The Company still relies in the adjustment and recognition of the market regarding the Studio Park Project. From the statistics of movies shot domestically, 99 percent of those movies were shot on location, and therefore

the studio for movie/advertisement shooting was not frequently put to use at first. In this regard, the Company has attempted to generate revenue through the secondary market (television programs) for the first year. Hence, in order for the studio of international standard (Sound Stage) to be known by both domestic and oversea producers, emphasis needs to be put on direct public relations so that the producers can adjust the work plan to be able to be completed both on location and within studio on the same occasion. This will reduce the expenses incurred in production, which is beneficial to the service users overall.

Current business

At present, the Studio Park Project has started receiving customers. Apart from the 5 studios, the Studio Park Project still contains other areas which generate revenue for the Company such as Backlots, which is an empty area ready for service provision and which both domestic and oversea customers have expressed interest for and used, and The Scene, which is an area in the vicinity of the old warehouse and an alternative area for lease used for shooting or constructing outside scenes for movie or drama shooting crews with a rather low budget. On this basis, the current main businesses of the Company are as follows:

- (1) Sound stages, space rental and production service business;
- (2) Equipment rental and service business which at present is located in the Studio Park Project and which offers all kinds of services to customers in a speedy manner in cooperation with the Studio Park Project;
- (3) Television program production business; and
- (4) Post production business.

Future business plan

- (1) Studio TV because the Company's customer base comprises of several television program shooting crews who are long-term customers, the Company is required to study any action plan to maintain this customer base. In this regard, there is plan to construct studio TV to accommodate this group of frequent customers.
- (2) Motion Capture this is the area in which the movie and animation production circle is interested, and the Company may consider joint-investment with a third party.
- (3) Set which is widely used in shooting such as BTS, flight deck/cockpit, hospital lobby etc.

Moreover, the Company has received full support from the public sector such as public relations for the Studio Park Project, participation in the various activities of the Ministry of Culture and the Ministry of Tourism and Sports for dissemination oversea, and adoption of incentive measures for oversea movie production crew with the repayment of approximately 15-20 percent.

Goal and action plan

The Company aims to develop the areas of the Studio Park Project for maximum benefit and profit under the principle that the Studio Park Project shall be accepted both domestically and oversea as a studio that is able to offer full services and equipment rental and to respond to the needs of all market groups by adopting the following action plan.

Studio Park Project

- (1) Overall marketing strategy such as participation in film festivals on a regular basis;
- (2) Appointment of foreign advisors for which negotiation is currently going on;

- (3) Expansion of services to meet the needs of customers of all levels;
- (4) Expansion of business (Production Service) to cover all sections of services; and
- (5) Customer selection with the emphasis on strategic customers and services in the long-term.

Gear Head

- (1) Preparation of quality and modern equipment;
- (2) Quality Crew enhancement; and
- (3) Market expansion to meet the needs of customers of all levels.

Moreover, the customers are interested in and have already made advance booking for the Studio Park Project, and it is estimated that the reservation rate will increase respectively.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, then informed the meeting about the Company's progress in its participation in the Collective Anti-Corruption ("**CAC**") of Thai private sectors in the international meeting on collective action that after self-evaluation by the Company and the expression of intention to submit the evaluation form to participate in the CAC since May 2017 the Company is currently awaiting the consideration. In addition, in 2018 the Company has studied the framework of good corporate governance code in details in order to improve its policy, action plan, communication, supervision and follow-up to bring the Company up to the required standard.

The Chief Executive Officer 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.

The Chief Executive Officer further proposed the Meeting to acknowledge the Company's operating results for the year 2017 which the details were set out in the 2017 annual report of the Company that was sent to the shareholders together with the notice of this Meeting (Enclosure 2).

Resolution: The Meeting acknowledged the Company's operating results for the year 2017 as 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 31 December 2017 as audited by the certified auditor and to acknowledge the Auditor's report**

The Chief Executive Officer 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 31 December 2017 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 2017 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	2017 Baht Million	2016 Baht Million	Increase (Decrease)	
			Amount Baht Million	Percentage
Total Assets	1,809.81	1,836.09	(26.28)	-1.43%
Total Liabilities	224.52	448.47	(223.95)	-49.94%
Total Shareholders' Equity	1,585.29	1,387.62	197.67	14.24%

Statement of Comprehensive Income (Loss) ended 31 December (Consolidated)

Account Record	2017 Baht Million	2016 Baht Million	Increase (Decrease)	
			Amount Baht Million	Percentage
Total Revenue	456.25	462.91	(6.66)	-1.44%
Less Total Cost and Expense	533.33	529.31	4.02	0.76%
Net Loss	(77.08)	(66.40)	10.68	16.08%

After that, the Chief Executive Officer proposed the Meeting to consider and approve the Company's Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2017 which have been audited by the certified auditor and to acknowledge the Auditor's report.

Resolution: The Meeting resolved by majority votes of the total votes of the shareholders attending and casting votes at the Meeting that the Company's Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2017 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged in all respects with the votes of 547,370,185 shares (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), 67,000 votes disapproving (0.0122 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 2017**

The Chief Executive Officer 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 31 December 2017 (according to Separate Financial Statements ended 31 December 2017 audited by the certified auditors) has loss, the Board of Directors has considered and deemed it appropriate to propose the Meeting as follows:

1. No appropriation of profit as the legal reserve; and
2. No dividend payment from the operating results of the year 2017.

After that, the Chief Executive Officer 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 2017.

Resolution: The Meeting resolved by majority votes of the total votes of the shareholders attending and casting votes at the Meeting that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2017 be approved as proposed in all respects with the votes of 547,370,185 shares (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), 67,000 votes disapproving (0.0122 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 5 **To consider and approve the appointment of directors replacing those who retire by rotation**

The Chief Executive Officer 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 2018, namely:

- | | |
|------------------------------|--|
| 1. Mr. Somrit Srithongdee | Director |
| 2. Mr. Pattanapong Nuphan | Director; and |
| 3. Mr. Chatrapee Tantixalerm | Independent Director and Audit Committee |

Due to the fact that Mr. Somrit Srithongdee, was engaged with duties thereby does not want to serve as directors for another term, the Board of Directors (upon the approval of the Nomination and Remuneration Committee) therefore proposed to appoint Mr. Somkiat Charoenpinyoying to be director of the Company in place of Mr. Somrit Srithongdee. Mr. Somkiat Charoenpinyoying has declared to the Board of Directors to inform the Meeting that he also takes a position of director of Media Studio Co., Ltd. and of Media Now Co., Ltd. which their businesses are similar to the business of the Company that might be considered as competing with the Company's business. However, the Board of Directors has considered and deemed it appropriate that the Mr. Somkiat Charoenpinyoying possesses a high level of knowledge and expertise in business. Therefore, the Board of Directors proposed the Meeting to appoint Mr. Somkiat Charoenpinyoying to be a director of the Company in place of Mr. Somrit Srithongdee.

On this agenda, the 2 directors who must retire by rotation and the nominated person to be appointed as director have left the Meeting room while discussions and voting took place in order to promote the Good Corporate Governance Principles of the Company.

In compliance with the Good Corporate Governance Principles, the Company had provided opportunities for the minority shareholders to nominate person(s) to be elected as directors in advance of the Meeting through an announcement on the Company's website from 3 October 2017 to 31 December 2017 determining 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 Board of Directors (upon the approval of the Nomination and Remuneration Committee) has considered and deemed it appropriate that the 2 directors who

must retire by rotation; namely (1) Mr. Pattanapong Nuphan; (2) Mr. Chatrapee Tantixalerm; and nominated person to be appointed as the director in place of the retiring director; namely (3) Mr. Somkiat Charoenpinyoying are knowledgeable persons, capable and have experience in the Company's business and also possess full qualification under the law. Therefore, it deemed appropriate to nominate the 2 directors aforementioned to be re-appointed as the Company's directors for another term and propose to appoint a nominated person to be a director of the Company in place of a director who retires by rotation.

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 (Enclosure 3).

After that, the Chief Executive Officer proposed the Meeting to consider and approve the re-appointment of 2 directors who are due to retire by rotation, Mr. Pattanapong Nuphan and Mr. Chatrapee Tantixalerm, to be in position for another term and approve the appointment of Mr. Somkiat Charoenpinyoying to be a director of the Company in place of Mr. Somrit Srithongdee.

Resolution: The Meeting resolved that the 2 directors retired by rotation be approved for re-appointment as directors of the Company for another term and the nominated person be approved for appointment as director of the Company, with a majority vote of total number of votes of Shareholders attending and casting their votes at the Meeting as follows:

1. Mr. Pattanapong Nuphan Director
with the votes of 547,611,885 shares (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 67,000 vote disapproving (0.0122 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));
2. Mr. Chatrapee Tantixalerm Independent Director and Audit Committee
with the votes of 547,611,885 shares (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 67,000 vote disapproving (0.0122 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)); and
3. Mr. Somkiat Charoenpinyoying Director
with the votes of 547,611,885 shares (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 67,000 vote disapproving (0.0122 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 6 **To consider and approve the appointment of new director in place of a resigned director**

The Chief Executive Officer informed the Meeting that Mr. Somboon Cheewasutthanon had submitted the resignation letter to the Board of Directors of the Company with effective from 31 March 2018. In this regard, the Board of Directors deemed it appropriate to propose the Meeting 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 Meeting. However, Yaowalak Poolthong, Ph.D. has informed to the Board of Directors that she also takes a position of director and Chief Executive Officer of Media Studio Co., Ltd. and a position of director of Media Now Co., Ltd. which their businesses are similar to the business of the Company that might be considered as competing with the Company's business. The Board of Directors (upon the approval of the Nomination and Remuneration Committee) has considered and deemed it appropriate that Yaowalak Poolthong, Ph.D. is competent and have experience in similar business and supporting business. Such expertise will substantially benefit the Company. The Board of Directors therefore proposed to appoint Yaowalak Poolthong, Ph.D. to be a director of the Company in place of Mr. Somboon Cheewasutthanon.

The profile of a person who is nominated to be appointed as the Company's director is as appeared in the document which was sent to the shareholders together with the notice of this Meeting (Enclosure 4).

After that, the Chief Executive Officer proposed the Meeting to consider and approve the appointment of Yaowalak Poolthong, Ph.D. to be a director of the Company in place of Mr. Somboon Cheewasutthanon.

Resolution: The Meeting resolved by majority votes of the total votes of the shareholders attending and casting votes at the Meeting that the appointment of Yaowalak Poolthong, Ph.D. to be a director of the Company in place of Mr. Somboon Cheewasutthanon and be effective from the date of approval of the Meeting as proposed in all respects with the votes of 547,611,885 shares (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 67,000 votes disapproving (0.0122 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 7 To consider and approve the directors' remuneration for 2018

The Chief Executive Officer informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration according to the expansion of business, the growth of the Company as well as the duties and responsibilities of each director. Therefore, the Board of Directors (upon the approval of the Nomination and Remuneration Committee) deemed it appropriate to determine the directors' remuneration for the year 2018 as follows:

Monthly remuneration (per person)

Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

Other Sub-Committees

Chairman	Baht 30,000
Director	Baht 20,000

The 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 showed their intentions to waive the right to receive the monthly 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-committees 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).

After that, the Chief Executive Officer proposed the Meeting to consider and approve the directors' remuneration for the year 2018 as aforementioned which will be effective until the 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 2018 according to the above details be approved to be effective until the Shareholders' Meeting resolves to change otherwise as proposed in all respects, with the votes of 546,290,702 shares (99.7465 percent of the total votes of the shareholders attending the meeting), with 67,000 votes disapproving (0.0122 percent of the total votes of the shareholders attending the meeting), 1,321,183 votes abstaining (0.2412 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot(s)).

Agenda 8 To consider and approve the appointment of the Company's auditors and their remuneration for 2018

The Chief Executive Officer 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 re-appointed.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) has selected the Company's auditors and proposed the 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. 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

certify the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended 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.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) proposed the Meeting to consider and appoint the Company's auditor for the fiscal year ended 31 December 2018 as aforementioned and determined the Company's auditor remuneration in the amount 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.

After that, the Chief Executive Officer proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2018.

Resolution: The Meeting resolved by majority votes of the total votes of the shareholders attending and casting votes at the Meeting 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) 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. be appointed as the Company's auditor(s) for the fiscal year ended 31 December 2018, and that the auditors' remuneration for auditing the Financial Statements of the Company be fixed at the rate of Baht 780,000 as 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 547,611,885 shares approving (99.9878 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 67,000 votes disapproving (0.0122 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 9 To consider and approve the amendment to Article 29. of the Articles of Association of the Company

The Chief Executive Officer informed the Meeting that to be in accordance with the Public Limited Companies Act B.E. 2535 (as amended), the Board of Directors deemed it appropriate to propose the Meeting to consider and approve the amendment to Article 29. of the Articles of Association of the Company by cancelling current wordings and using proposed wordings as follows:

“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 deemed appropriate to propose the Meeting 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.

After that, the Chief Executive Officer proposed the Meeting to consider and approve the amendment to Article 29. of the Articles of Association of the Company and the authorization.

Resolution: The Meeting resolved by more than three-fourth of the total number of votes of the shareholders present at the Meeting and entitled to vote that the amendment to Article 29. of the Articles of Association of the Company and the authorization be approved, with the votes of 547,611,885 shares (99.9878 percent of the total votes of the shareholders attending the meeting), with 67,000 votes disapproving (0.0122 percent of the total votes of the shareholders attending the meeting), 0 vote abstaining (0 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot(s)).

Agenda 10 Other Business (if any)

The Chief Executive Officer informed the Meeting that after the appointment to the position of director, the Chairman, Mr. Sansrit Yenbamrung, has assumed the position of director in Media Studio Co., Ltd. and, himself, Mr. Poomchai Wacharapong, has been also nominated as a director of Media Studio Co., Ltd., effectively from 1 May 2018, and the Board of Directors has been informed accordingly.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, informed the Meeting as a representative of the Board of Directors and the Nomination and Remuneration Committee that the Board of Directors with the approval of the Nomination and Remuneration Committee has considered and opined that due to the business experience and expertise of the Chairman and the Chief Executive Officer and consistently decent performance, it would be greatly beneficial to the Company if the Chairman and the Chief Executive Officer continue to serve as directors of the Company.

The Chief Executive Officer then offered opportunity for the shareholders to raise inquiries with regard to other matters as follows:

Mr. Vichit Laawsatienragul, shareholder, requested the meeting to offer a round of applause to the new directors of the Company and the representatives of the directors from Channel 7 to summarize the policy for the business operation under the support of Channel 7. Mr. Pattanapong Nuphan, Director, informed the Meeting that Channel 7 is a leading company in Thailand with a business policy that is clear and fair. Nonetheless, as the major shareholder of the Company, it will naturally support the Company under the principle of transparency while bearing in mind the best interest of the Company. In this regard, as the Company is a company listed in the Stock Exchange of Thailand (“SET”), its business operation and the execution of any transaction by it shall be in accordance with the rules of the SET and the Office of the Securities and Exchange Commission.

Mr. Vichit Laawsatienragul, shareholder, inquired the meeting as follows: (1) the meaning of revenue between the business work of service and shooting location lease business as outlined on page 112 of the Annual Report for 2017, (2) the estimated revenue from the Studio Park Project, (3) expenses for the maintenance of the Studio Park Project, (4) the Company’s additional investment plan, (5) whether the Company’s marketing plan refers to statistics for the shooting of foreign movies in Thailand as outlined in the Annual Report for 2017, and (6) incentive measures for the foreign movie production crews in Thailand compared to Malaysia. The Chief Executive Officer clarified to the meeting as follows: (1) the revenue between the business work of service and shooting location lease business means the revenue from the provision of various services within the affiliates, (2) the revenue from the Studio Park Project is approximately Baht 4-5 million per month, (3) the Studio Park Project has just been constructed and will be in the guarantee period for 2 years, and thus the maintenance expenses remains low, (4) at present the Company has studied additional investment as proposed i.e. Studio TV, Motion Capture, Set etc.; this is an investment in a not considerable amount of money which requires a level of confidence and it is estimated that the investment will start at the end of this year, (5) the statistics for the shooting of foreign movies in Thailand is only a future trend and cannot be directly referred to, and (6) at present the shooting of movies in Malaysia experiences 2 problems i.e. the quality of crews and equipment and late repayment thereby causing the competitiveness to reduce. As for Thailand, even though the rate of repayment

is lower than in Malaysia, there remains strength in the quality of crews, location and equipment.

Mr. Krairerk Pothiapiyarnvisoot, proxy, thanked the former directors who retire by rotation and resign for their good management and performance and inquired about (1) the direction of the television program production business, (2) the reason that the revenue from the equipment service and rental business does not meet the target, (3) the method for the calculation of the equipment transportation expenses, (4) the impact of the Studio Park Project on Pinewood Iskandar Malaysia Studios in Malaysia, and (5) the channel for communication with customers. The Chief Executive Officer clarified to the meeting as follows: (1) the Company is currently determining the strategy for the effective business operation whereby the Company is still trying to improve and develop the “Plod Nee” program and its rating because of its potential to generate revenue and to put more emphasis on its role in production, (2) the businesses related to the entertainment industry in the previous year experience the decrease in revenue and the Company thus adopted the policy of brand making to cover all market groups and customers of all levels, (3) normally the Company charges the equipment transportation expenses from customers, and since Gear Head Co., Ltd. has moved its office to the Studio Park Project, effort has been made so that the customers experience minimum impact, (4) as informed by other relevant companies, the revenue of Pinewood Iskandar Malaysia Studios has significantly decreased, and (5) the website is the main communication channel which is most important and effective since at present almost all new customers receive news and information on the website.


No other business was proposed to the Meeting.

The Meeting closed at 12.25 hours.

(Signed by) Mr. Sansrit Yenbamrung Chairman of the Meeting

(Signed by) Mr. Wiroj Bunsirirungruang 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.Poomchai Wacharapong	
Position	: Director : Executive Director : Chief Executive Officer	
Age	: 60 years	
Type of Director Proposed for Appointment	: Director	
Nomination Criteria and Procedure	: Being the current director of the Company. After considering qualification of director position, the Nomination and Remuneration Committee considered that Mr. Poomchai Wacharapong has good knowledge regarding businesses and operations of MATCH Group that will be the benefit for the company. In addition, he has appropriate qualifications and no prohibited characteristic according to Public Company Act, Securities and Exchange Act. Therefore, The Nomination and Remuneration Committee nominated him as the company's director	
Period of Directorship	: 5 years 4 months	
Education	: Master (Economics) North Texas State University, U.S.A : Bachelor of Science (Agricultural Economics) Kasetsart University	
Training	: Director Certification Program : Roles of the Chairman Program Thai Institute of Directors Association (IOD)	
Shareholding in the company	: 0.0001%	
Work Experience		
1. Listed Companies		
Jan 2014 - Present	: Director : Executive Director : Chief Executive Officer Matching Maximize Solution PCL.	
2. Other Companies /Organizations		
Nov 2018 - Present	: Director - TSP Production Service Co., Ltd.	
Mar 2015 - Present	: Director - Baansuay Group Co., Ltd. (Suratthani)	
July 2014 - Present	: Director - Time Lapse Co., Ltd.	
July 2014 - Present	: Director - Transformation Film Co., Ltd.	
Feb 2014 - Present	: Director - The Studio Park (Thailand) Co., Ltd.	
Feb 2014 - Present	: Director - Gear Head Co., Ltd.	
Jun 2016 - Present	: Advisor - HR Pro Security and Services Co., Ltd.	
Aug 2013 - Present	: Director - TV Digital HR Co., Ltd.	
Oct 2010 - Present	: Director - Grand Larn Luang Co., Ltd.	


3. Other rival incorporation / any related business with the Company

May 2018- Present	:	Director - Media Studio Co., Ltd.
Number of meeting attended in 2018	:	Board of Director Meeting : 11 /11 times Board of Executive Committee Meeting : 10 /10 times
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 6</u> To consider and approve the directors' remuneration for 2019

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
-	-	9	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. Kamol Ratanachai	
Position	: Independent Director : Audit Committee : Nomination and Remuneration Committee	
Age	: 52 years	
Type of Director Proposed for Appointment	: Independent Director	
Nomination Criteria and Procedure	: Being the current director of the Company. After considering qualification of director position, the Nomination and Remuneration Committee considered that Mr. Kamol Ratanachai has good knowledge regarding businesses and operations of MATCH Group that will be the benefit for the company. In addition, he has appropriate qualifications and no prohibited characteristic according to Public Company Act, Securities and Exchange Act and was able to independently make an opinion pursuant to the relevant rules and regulations. Therefore, The Nomination and Remuneration Committee nominated him as the company's director	
Period of Directorship	: 8 years 6 months	
Education	: Master of Business Administration (MBA) , Bangkok University	
Training	: How to Develop a Risk Management Plan : 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 Program : Thai Institute of Directors Association (IOD)	
Shareholding in the company	: None	
Work Experience		
1. Listed Companies		
Nov 2553 - Present	: Independent Director : Audit Committee : Nomination and Remuneration Committee Matching Maximize Solution PCL.	
May 2014 - Present	: Independent Director , Audit Committee : Eastern Power Group PCL.	
2011 - Present	: Independent Director - Sriracha Construction PCL.	
2. Other Companies /Organizations		
May 2561- Present	: Chairman of Audit Committee Superrich Currency Exchange (1965) Co., Ltd.	
Jun 2015 - Present	: Head of Internal Audit - KPN Academy Co., Ltd.	
July 2014 - Present	: Independent Director -Time Lapse Co., Ltd	

July 2012 - Present	: Independent Director - Gear Head Co., Ltd.
July 2012 - Present	: Independent Director The Studio Park (Thailand) Co., Ltd.


3. Other rival incorporation / any related business with the Company

	: None
Number of meeting attended in 2018	: Board of Director Meeting : 11 /11 times : Board of Audit Committee Meeting : 5 / 5 times : Board of Nomination and Remuneration Committee Meeting : 3 /3 times
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 6</u> To consider and approve the directors' remuneration for 2019

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	- Independent Director Audit Committee Eastern Power Group PCL. - Independent Director Sriracha Construction PCL.	5	-

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

Name	: Dr.Yaowalak Poolthong	
Position	: Director : Executive Director	
Age	: 58 years	
Type of Director Proposed for Appointment	: Director	
Nomination Criteria and Procedure	: Being the current director of the Company. After considering qualification of director position, the Nomination and Remuneration Committee considered that Dr.Yaowalak Poolthong has good knowledge regarding businesses and operations of MATCH Group that will be the benefit for the company. In addition, she has appropriate qualifications and no prohibited characteristic according to Public Company Act, Securities and Exchange Act. Therefore, The Nomination and Remuneration Committee nominated her as the company's director	
Period of Directorship	: 1 year	
Education	: PhD in Marketing, Thammasat University (International Program) : Master of International Business Administration, The University of Sydney, Australia : Master of International Business Administration – Exchange Program, Waseda University, Japan : Bachelor of Arts, Chulalongkorn University	
Training	: Director Certification Program (DCP) Thai Institute of Directors Association (IOD) : Capital Market Academy (CMA)	
Shareholding in the company	: None	
Work Experience		
1. <u>Listed Companies</u>		
Apr 2018 - Present	: Director Executive Director Matching Maximize Solution PCL.	
2. <u>Other Companies /Organizations</u>		
2014- Present	: Director HR Pro Security and Services Co., Ltd.	
2013 - Present	: Director : Managing Director TV Digital HR Co., Ltd.	
3. <u>Other rival incorporation /any related business with the Company</u>		
2017- Present	: Director - Media Now Co., Ltd.	
2560- Present	: Director -Media Scene Co., Ltd.	

2015- Present	: Chief Executive Officer
2014- Present	: Director Media Studio Co., Ltd.
Number of meeting attended in 2018	: Board of Director Meeting : 8 / 8 times Board of Executive Committee Meeting : 6 / 6 times
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 6</u> To consider and approve the directors' remuneration for 2019

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)

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 company 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 company 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.

(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 2019

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 2019 on 26 April 2019 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 22 April 2019 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 26 April 2019 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 shall inform the Meeting of the voting procedures as follows:

- (1) The Chairman will propose the Meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies of Proxy Form A shall vote in the voting ballot provided during registration, by marking in only one of the boxes agree disagree or abstain.
- (3) For proxy of Proxy Form B and Form C, the Company shall count the votes as specified by the Shareholder.

3. Resolution of the Meeting

- General case: Majority vote of the Meeting
- Other case which the laws or the Company's Articles of Association provide otherwise: The resolution shall be in accordance with the laws or the Company's Articles of Association.
 - (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 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.

Article 30. To call a general meeting, the board of directors shall draft a notice of the summoning of a general meeting and specify the place, the day and the hour of the meeting and the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the board's opinion on the topics. The notice of summoning of a general meeting shall be sent to the shareholders not later than seven days before the date of the meeting and published in a local newspaper for three days consecutively and three days before the date fixed for the meeting.

The board of directors or person designated by the board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or branch of the company is located or other provinces nationwide as the board of directors deem appropriated.

Article 31. At the general meeting, a shareholder may authorize another person to attend and vote in the meeting as a proxy. A written authorization or proxy must be dated and signed by the authorizing shareholder and conform to the format prescribed by the Share registrar.

The written authorization shall be submitted to the chairman of the board of directors or a person to be named at the meeting before the proxy attends the meeting.

Article 32. In order to constitute a quorum of a shareholder meeting, there shall be shareholders and proxies (if any) attending amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case, such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold by the Company.

At any shareholder meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice for calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In this subsequent meeting, a quorum is not required.

Article 33. The Chairman of the Board of Directors shall be the chairman of the shareholder meetings. If the Chairman of the Board is not present at a meeting or cannot perform his or her duty, and if there is a Vice-Chairman of the Board, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 34. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the law and the Articles of Association of the Company relating to meeting and to follow the sequence of the agenda specified in the notice for calling the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than 2/3 of the number of the shareholders present at the meeting.

Article 35. In voting in a shareholder meeting, one share is entitled to one vote. Any shareholder having special interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Voting shall be made openly unless at least 5 shareholders request a secret vote and the meeting resolved accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

Article 36. A resolution of the shareholder meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who have the right to vote and attend the meeting. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than 3/4 of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or material parts of the business of the Company to other person(s);
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) the amending to the Memorandum or Articles of Association of the Company;
 - (e) the increase or reduction of the capital of the Company;
 - (f) the issuance of the Company's debentures;
 - (g) the amalgamation of the Company; or
 - (h) the dissolution of the Company.

Article 37. The businesses to be considered and transacted in the annual ordinary general meeting are as follows:

- (1) to consider the report of the Board of Directors presented to the meeting in respect of operational result of the Company in the last year;
- (2) to consider and approve the balance sheet and profit and loss statements;
- (3) to consider and approve the allocation of profits and dividend distribution;

- (4) to consider and elect the directors in replacement of those retired by rotation;
- (5) to appoint the auditor and determine the auditing fee; and
- (6) other business.

Article 43. The Company may not announce for any payment of dividends unless a resolution as to such payment of dividends was passed by the shareholder meeting or the Board of Directors meeting. In case of interim payment of dividends, dividends shall be paid only from out of profits.

Payment of dividends shall be made within 1 month of the date of the resolution of the shareholder meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for not less than 3 consecutive days.

Article 47. The Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

In addition to the aforementioned reserve fund, the Board of Directors may also propose to the shareholder meeting for passing resolution, allocating other reserve fund if the Board deems that it will be an interest of the Company.

Article 51. The Board of Directors shall prepare and present to the annual general meeting of the shareholder for approval a balance-sheet and profit and loss statements as of the ending date of the Company's fiscal year. In this connection, the Board shall also have such balance sheet and profit and loss statements audited by auditor(s) prior to submitting to the shareholder meeting.

Article 54. The annual general meeting shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed.

Article 55. The auditor may be a shareholder of the Company, but shall not be a director, officer, employee or person holding any position or having any duty in the Company.

(Translation)**Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2019**

Name	:	Mr. Akarat Na Ranong
Position	:	Independent Director Chairman of Audit Committee
Age	:	65 years
Address	:	256 Soi Sukhumvit 55, Klongton-nua, Wattana Bangkok 10110
Family relationship with executives of the Company	:	None
Educational 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 (DAP) Audit Committee Program (ACP) 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 2019 for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2019.

(Translation)**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 2019**

Name	:	Mr. Chatrapee Tantixalerm
Position	:	Independent Director
	:	Audit Committee
Age	:	55 years
Address	:	2 Soi Sri Sa-Nguan, Samsen-Nok, Huay Kwang, Bangkok 10310
Family relationship with executives of the Company	:	None
Educational background	:	MBA Finance , Sasin Graduate Institute of Business Administration of Chulalongkron University
Training relating to role and duties of director	:	Corporate Governance for Capital Markets Intermediaries
	:	Director Accreditation Program (DAP)
	:	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 2019 for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2019.

**Location map of the meeting's venue of
the Annual General Meeting of Shareholders 2019
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 แม็ทซิไมซ์ 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 2562
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the year 2019

ในวันที่ 26 เมษายน 2562 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 26 April 2019 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 2561 เมื่อวันที่ 25 เมษายน 2561
 Agenda Item 1 Subject To consider and adopt the Minutes of the Annual General Shareholder' Meeting for the year 2018 held on 25 April 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 2 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2561
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2018
 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 2561 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 2018 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 2561
 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 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 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 นายภูมิชาย วัชรพงศ์
The director's name Mr. Poomchai Wacharapong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายกมล รัตนไชย
The director's name Mr. Kamol Ratanachai
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ ดร. เยาวลักษณ์ พูลทอง
The director's name Dr. Yaowalak Poolthong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2562
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2019
- (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 พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2562
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2019
- (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 พิจารณาเรื่อง อื่น ๆ (ถ้ามี)
Agenda Item 8 Subject To consider other matters (if any).
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

หมายเหตุ :

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

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 6)

Remarks :

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

(Information of independent directors were shown in the Enclosure 6)

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

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562
At the Annual General Meeting of Shareholders for the year 2019

ในวันที่ 26 เมษายน 2562 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
to be held on 26 April 2019 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	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain