



Invitation to the 2020 Annual General Meeting of Shareholders
Matching Maximize Solution Public Company Limited
Friday 24th July 2020 at 10.00 a.m.

Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok,
269 Larn Luang Road, Pomprab, Bangkok 10100

Registration starts at 9.00 a.m.

Please bring the Notification of Meeting with barcode to the meeting

Neither lunchbox nor coffee or tea will be served as well as printed copies of 2019 Annual Report and Invitation Report will not be provided at the meeting in order to minimize personal direct contact in which may risk the infection of the disease.

(Translation)

Precautionary Measures and Guidelines for attending the 2020 AGM meeting of Shareholders, regarding the outbreak of Coronavirus 2019 (COVID-19)

Due to the ongoing situation of COVID-19 in Thailand, Matching Maximize Solution Public Company Limited (“Company”) is concerned over the risk of the infection at the shareholders’ meeting. Company, therefore, kindly asks shareholders to be informed and cooperate with the following measures:

1. Request for Shareholders’ cooperation to giving a proxy to Company’s Independent Director to attend the meeting on behalf of Shareholders

To prevent and reduce the risk of spreading possibility of COVID-19 virus from the crowding of shareholders on the meeting day, Company asks for Shareholders’ kind cooperation to grant a proxy to Company’s Independent Director to attend the meeting. By sending the proxy duly affix with the Baht 20 stamp duty and the supporting documents to the Legal Department, 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 before 20 July 2020.

2. Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:

- 2.1 Sending with the proxy
- 2.2 Email : nanat@mmsbangkok.com

3. In the case that any shareholder or proxy-holder still wants to attend in person, Company would like to request attendees for cooperation to follow company’s measures as follows:

- 3.1 Company shall conduct health screening, in compliance with the guidelines of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, company reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to Company’s Independent Director to attend the meeting.

Each attendee will be required to stand at any line for health screening, documents check and registration, with 1.5 meters space from each other.

- 3.2 Attendees will be assigned to a seat with appropriate social distancing at the minimum of 1.5 meters from each other. This will significantly reduce the number of seats available in the meeting venue. Company reserves the right to arrange seating with first come first serve basis. After the Registration, each attendee will be assigned a seating number and required to sit as specified for the sake of the disease prevention or following up in case of any unforeseen circumstances. When the seats are fully occupied, no more participants will be allowed to enter the meeting venue. To protect shareholder voting right, Shareholders who attend the meeting in persons, are required to grant proxy to the Company’s Independent Directors to attend the Meeting instead of participating in persons.
- 3.3 The venue will be cleaned with alcohol prior to the meeting. **Company kindly requests everyone to prepare and wear a facemask at all times.**

- 3.4 **Neither lunchbox nor coffee or tea will be served at the meeting in order to minimize personal direct contact in which may risk the infection of the disease.**

Printed copies of 2019 Annual Report and Invitation Report will not be provided at the meeting.

- 3.5 If there are any changes in the situation or additional AGM-related measures from the Government Official, Company will inform Shareholders via the Company's website (www.matchinggroup.com).

If there are many attendees or they arrive at the same time, there may be delay in screening and registration for the meeting. Company hereby apologizes for any such inconvenience that may arise.

Please be informed accordingly.

Yours Sincerely,

Matching Maximize Solution Public Company Limited

(Translation)

MMS-AC 63/034

3 July 2020

Re: Invitation to the Annual General Meeting of Shareholders for the year 2020

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2019 held on 26 April 2019
 2. The 2019 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 2019 and the Annual Report of Board of Directors
 3. Names and profiles of directors 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 2020
 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 2020
 7. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2020
 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 2020 on 24 July 2020 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 2019 held on 26 April 2019

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2019 held on 26 April 2019, 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 2019 held on 26 April 2019. 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 2019 held on 26 April 2019, 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 2019

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2019, which is shown in the 2019 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 2019 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 2019 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 which were audited by the certified auditor 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 2019, which were appeared in the 2019 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 2019 which were audited by the certified auditor 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 2019

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 still has accumulated deficit. 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 2019.

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 2020, namely:

1. Mr. Sansrit Yenbamrung Chairman of the Board;
2. Mr. Akarat Na Ranong Independent Director and
Chairman of Audit
Committee; and
3. Mr. Wiroj Bunsirungruang 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 2019 – 31 December 2019 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 director(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 2020

Facts and rationale The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2020 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 2020 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, Corporate Governance 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

Corporate Governance Committee

Chairman of Corporate Governance Committee	Baht 30,000
Corporate Governance Committee	Baht 20,000

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

The Company currently has a sub-committee consisting of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee and Corporate Governance Committee. The other Sub-Committee being in the position of the Director of the Company will be also 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 2020 (Proposed Year)	Year 2019
<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	*
Committee	20,000	20,000

Meeting Allowance (per person per meeting)

Thai Baht

Position	Year 2020 (Proposed Year)	Year 2019
<u>Other Sub-Committee</u>		
Nomination and Remuneration Committee		
Chairman	30,000	30,000
Committee	20,000	20,000
Corporate Governance Committee		
Chairman	30,000	-
Committee	20,000	-

Remark

According to the resolution of the Annual General Meeting of Shareholders for the year 2019, 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 2019 (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' remuneration for the year 2020 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 2020**

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.Vichien Khingmontri, Certified Public Accountant No.3977; and/or
3. Mr.Krit Chatchavalwong, Certified Public Accountant No.5016

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 2020. 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 2020.

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 fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017-2019. Mr.Vichien Khingmontri and Mr.Krit Chatchavalwong 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 2020. 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 1,460,000; therefore, the total auditors' fee is Baht 2,310,000). In this regard, PricewaterhouseCoopers ABAS Ltd. has duly performed its duties of reviewing and auditing the Financial Statements of the Company and its subsidiaries since the fiscal year 2012. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration compared between the fiscal year ended as at 31 December 2019 and the fiscal year ended as at 31 December 2020 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2020 (Baht)		The fiscal year ended at 31 December 2019 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	850,000	-	850,000	-
Subsidiaries (for information only)	1,460,000		1,453,500	
Total	2,310,000	-	2,303,500	-

Audit Committee's opinion

The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of Mr. Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr.Vichien Khingmontri, certified public accountant no. 3977, and/or Mr.Krit Chatchavalwong, certified public accountant no. 5016, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by

PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2020, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 850,000.

Board's opinion

The Board of Directors is of the opinion that the appointment of Mr. Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr.Vichien Khingmontri, certified public accountant no. 3977, and/or Mr.Krit Chatchavalwong, certified public accountant no. 5016, of PricewaterhouseCoopers ABAS Ltd. and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2020,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 2020 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 Legal Department 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 before 20 July 2020.

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

Following the discussion among the Securities and Exchange Commission, the Stock Exchange of Thailand and other relevant authorities, the Company would like to kindly request for the shareholders' cooperation to appoint the independent director as the proxy to attend the meeting

on the shareholders' behalf in order to protect and mitigate the situation of the Coronavirus 2019 (COVID-19) outbreak and for the benefit of the shareholders' health and wellbeing. In addition, the shareholders are welcomed to send the question(s) or suggestion(s) to the Company in advance to the address as aforementioned before 20 July 2020.

The Board of the Directors of the Company determined the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2020 on 19 June 2020.

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 10100.

Sincerely Yours,
Matching Maximize Solution Public Company Limited

(Mr. Wiroj Bunsirungruang)
Chief Executive Officer

(Translation)

**Minutes of the 2019 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 26 April 2019 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, Chairman of the Executive Committee, and Chairman of Nomination and Remuneration Committee |
| 2. Mr. Poomchai Wacharapong | Chief Executive Officer |
| 3. Mr. Pattanapong Nuphan | Director |
| 4. Mr. Nuttawit Boonyawat | Director |
| 5. Mr. Somkiat Charoenpinyoying | Director |
| 6. Dr. Yaowalak Poolthong | Director |
| 7. Mr. Akarat Na Ranong | Independent Director and Chairman of Audit Committee |
| 8. Mr. Kamol Ratanachai | Independent Director and Audit Committee |
| 9. Mr. Chatrapee Tantixalerm | Independent Director and Audit Committee |
| 10. Mr. Wiroj Bunsirirungruang | Senior Executive Vice President, Head of Finance Department and Company Secretary |

At present, the Company has 9 directors in total and all 9 directors of the Company, representing 100 percent of all Directors of the Company, were present at the 2019 Annual General Meeting of Shareholders.

Auditor and Legal Counsel in attendance

- | | |
|-------------------------------|--|
| 1. Mr. Sa-nga Chokenitisawat | Auditor from PricewaterhouseCoopers ABAS Limited |
| 2. Miss 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 14 shareholders present in person, representing 2,280,240 shares, and 19 shareholders present by proxy, representing 563,930,736 shares, totaling 33 shareholders present at the Meeting, representing 566,210,976 shares, being 72.4399 percent of the total paid-up shares of the Company (total paid-up shares of the Company being 781,628,733 shares). However, after convening the Meeting, additional shareholders arrived to the Meeting in person and by proxy, thus, having shareholders in aggregate of 40 shareholders, representing 570,358,276 shares, being 72.9705 percent of the total paid-up shares of the Company. The quorum was thus constituted.

The Chairman then declared the Meeting duly convened and assigned Mr. Poomchai Wacharapong, Chief Executive Officer, (“**Mr. Poomchai**”) to conduct the Meeting and explain the details of each agenda, including proceed the voting of the shareholders. Mr. Poomchai then asked Mr. Wiroj Bunsirirungruang, Senior Executive Vice President, Head of Finance Department and Company Secretary (“**Mr. Wiroj**”), to introduce the voting procedure in each agenda, namely, Agenda 1, 3, 4, 5 and 7, to be approved by a simple majority of the total number of votes of the shareholders attending and casting their votes at the Meeting, Agenda 6

to be approved by not less than two-thirds of the total number of votes of the shareholders attending at the Meeting, and Agenda 2 as a matter for acknowledgement and no voting is required. In this regard, the Company invited Miss Monnira Danwivat, an Independent Legal Counsel to verify the voting procedure accompanied with OJ International Company Limited. Mr. Poomchai further introduced 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 2018 held on 25 April 2018**

Mr. Poomchai proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on 25 April 2018, the copy of which was sent to the shareholders together with the notice of this Meeting (Enclosure 1).

Resolution: The Meeting resolved by unanimous vote that the Minutes of the Annual General Meeting of Shareholders for the year 2018, held on 25 April 2018 be adopted as proposed in all respects with the votes of 566,211,076 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

Agenda 2 **To acknowledge the Company's operating results for the year 2018**

Mr. Poomchai explained the Company's operating results for the year 2018 to the Meeting which can be summarized as follows:

The Company's operating results for the year 2018 has improved consecutively. The gross sales for the year 2018 have increased from those of for the year 2017. The Company's loss has decreased from the year 2017 because of 2 major reasons, namely (1) service and equipment rental business of Gear Head Company Limited (which is the Company's subsidiary) ("**Gear Head**") which its sale volume has increased from the year 2017 as the Company was able to access all kinds of customers, i.e. advertising, movie, drama, series, viral, including streaming movie production; and (2) service and studio rental business of The Studio Park Thailand Company Limited (which is the Company's subsidiary) ("**Studio Park**") which has commenced its service in 2017 for the first year and the Company has planned the approach marketing strategy to be known to all groups of customers. At the end of 2018, Studio Park and Gear Head have opportunities to provide their services to large-scale foreign streaming movie producer. The key factors which stimulated the Company's operating results for the year 2018 can be summarized as follows:

1. Government incentive measure for supporting the foreign movie production in Thailand is to offer the rebate of 15% and additional rebate of 5% to the foreign production provided that the requirements must be met. The Thai government also encourages the participation of foreign exhibition such as Hong Kong International Film Festival, Cannes Film Festival, and Shanghai International Film Festival which will benefit the marketing of the Company.
2. Production value as high quality of the Company's service is to focus on the production quality including providing package service such as indoor and outdoor studio, permission, and facilitation as per the customers' desire.
3. Synergy business is to provide package services of Gear Head and Studio Park as the Company's strength.
4. Market condition is that the current trend of the movie production will considerably focus on high quality production and a company providing relevant services.
5. Customers' variety which the Company has proved that the Company is able to support all levels of customers and all types of businesses.

6. New business is a future project of the Company which the Company desires to invest in a new business relating and supporting the Company's main business after the Company has the main business which generates stable revenue to the Company.

Current businesses of the Company

1. The Studio Park Project consists of 5 studios, namely 2 small-sized studios of 20 x 30 square meters, 2 medium-sized studios of 30 x 40 square meters, and 1 large-sized studio of 40 x 60 square meters. The studios were popular from various types of customers for continuing visit.
2. The equipment rental service of Gear Head covers all kinds and all levels of businesses, i.e. feature film, streaming movie, and television business. Moreover, the Company provides the equipment rental service under the brand named "handy gear" for small-sized and low-cost drama production unit or event unit and the Company also expands its equipment rental service under the brand named "foot gear" to support viral production such as YouTube clips.
3. Post-production service for television and advertising businesses has been provided by the Company.
4. Television show production named "Plod Nee" which the Company has considered to change the show style to "Plod Nee Mahachon".

Future business plan of the Company

1. Location: At present, the location for filming has been substantially restricted from strict permission. It is considered as a good opportunity of the Company to provide service of procuring special location as per the customer's desire for filming.
2. Logistic system: In the event of the movie or advertising production unit entering into Thailand for filming, the transportation of equipment and personnel to several provinces may be required. The Company therefore underlines the service business on logistics system.
3. Props: The Company has the existing props and also builds the new one to satisfy the customer's need such as sky train which is under the building process. The filming can be made both inside and outside of the sky train. The train can be opened for filming facilitation.
4. Equipment rental : The personnel are the Company's strength.
5. Art: The Company also aims at developing the production design since it is difficult to control this part as most personnel are freelancers.
6. Production office: The Company currently provides rental service of the inside area of the studio park project to be used as an office. The Company intends to develop additional rental area.
7. Executive personnel: The Company will take a good care of personnel, e.g. director and line producer.
8. Coordinator: Due to a great number of personnel of the movie production unit and long period of filming process, the Company plans to provide services to cover both production and accommodation such as procuring the hotel.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, then informed the Meeting about the Company's policy on anti-corruption in the past year. The Company has determined the policy framework on Good Corporate Governance Principles for the operations of the Board of Directors and the Executives of the Company by focusing on the awareness of their roles and obligations. Moreover, the Company emphasized the personnel development, the internal audit and control of the Company. The Company also encouraged its directors to participate in the training of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). At present, the Company was in the reviewing process of the self-evaluation of the Company waiting for CAC's consideration. Furthermore, the Company has whistle blowing measure and has

mechanism to protect the interested persons in order to enhance the participation of all segments.

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

Mr. Poomchai further proposed the Meeting to acknowledge the Company's operating results for the year 2018 which the details were set out in the 2018 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 2018 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 2018 as audited by the certified auditor and to acknowledge the Auditor's report

Mr. Poomchai 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 2018 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 2018 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	2018 Baht Million	2017 Baht Million	Increase (Decrease)	
			Amount Baht Million	Percentage
Total Assets	1,737.41	1,809.81	(72.40)	- 4.00%
Total Liabilities	190.90	224.52	(33.62)	- 14.97%
Total Shareholders' Equity	1,546.51	1,585.29	(38.78)	- 2.45%

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

Account Record	2018 Baht Million	2017 Baht Million	Increase (Decrease)	
			Amount Baht Million	Percentage
Revenue	488.00	448.41	39.59	8.83%
Other Revenue	22.56	7.84	14.73	187.91%
Total Revenue	510.56	456.25	54.32	11.91%
Total Cost and Expense and Other	(545.25)	(531.66)	13.59	2.56%
Loss Before Income Tax	(34.68)	(75.41)	(40.73)	- 54.01%
Deducting Corporate Income Tax	(4.10)	(1.67)	2.43	145.34%
Net Loss for the Year	(38.78)	(77.08)	(38.30)	- 49.69%

After that, Mr. Poomchai 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 2018 which have been audited by the certified auditor and to acknowledge the Auditor's report.

Resolution: The Meeting resolved by unanimous vote 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 2018 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged in all respects with the votes of 570,358,276 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

Agenda 4 **To consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2018**

Mr. Poomchai 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 2018 (according to Separate Financial Statements ended 31 December 2018 audited by the certified auditors) has loss and the Company has the future projects which require a great amount of working capital, 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 2018.

After that, Mr. Poomchai 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 2018.

Resolution: The Meeting resolved by unanimous vote that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2018 be approved as proposed in all respects with the votes of 570,358,276 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

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

Mr. Poomchai 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. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from the 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 2019, namely:

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

To promote the Good Corporate Governance Principles, Mr. Poomchai and the 2 directors who must retire by rotation in this Meeting have temporarily left the Meeting room. Mr. Poomchai has assigned Mr. Wiroj to conduct the Meeting on this agenda.

Mr. Wiroj informed the Meeting that, 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 2 October 2018 to 31 December 2018 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 3 directors who must retire by rotation; namely (1) Mr. Poomchai Wacharapong; (2) Mr. Kamol Ratanachai; and (3) Dr. Yaowalak Poolthong 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 3 directors aforementioned to be re-appointed as the Company's directors for another term.

The names and profiles of director who retired by rotation as well as the definition of independent director are appeared in the document which was sent to the shareholders together with the notice of this Meeting (Enclosure 3).

After that, Mr. Wiroj proposed the Meeting to consider and approve the re-appointment of each of the 3 directors who is due to retire by rotation, namely, Mr. Poomchai Wacharapong, Mr. Kamol Ratanachai, and Dr. Yaowalak Poolthong to be in position for another term.

Resolution: The Meeting resolved by unanimous vote that the 3 directors retired by rotation be approved for re-appointment as directors of the Company for another term as follows:

1. Mr. Poomchai Wacharapong Director
with the votes of 570,358,276 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s));
2. Mr. Kamol Ratanachai Independent Director and Audit Committee
with the votes of 570,358,276 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)); and
3. Dr. Yaowalak Poolthong Director
with the votes of 570,358,276 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

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

Mr. Poomchai 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 2019 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 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-committees being in the position of the Director of the Company will also be paid with 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, Mr. Poomchai proposed the Meeting to consider and approve the directors' remuneration for the year 2019 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 2019 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 570,357,276 votes approving (99.9998 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,000 votes abstaining (0.0002 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot(s)).

Agenda 7

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

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

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 2019 as aforementioned and determined the Company's auditor remuneration in the amount 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 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 as 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, Mr. Poomchai proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2019.

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 2019, and that the auditors' remuneration for auditing the Financial Statements of the Company be fixed at the rate of Baht 850,000 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 1,453,500; therefore, the total auditors' fee is Baht 2,303,500), with the votes of 566,708,276 votes approving (99.3601 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,650,000 votes disapproving (0.6399 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 8 Other Business (if any)

Mr. Sakol Sukwanichwichai, a shareholder's right protection volunteer from the Thai Investors Association, inquired to the Meeting about (1) risk from outdated filming equipment; (2) business opportunity of the Company to the Tier 2 movie producer, e.g. Thai movie showing in upcountry area, and the Company's strategy for such customer; and (3) expansion of the anti-corruption policy to business partner.

Mr. Poomchai informed the Meeting that (1) the Company has a policy to deduct the depreciation of the Company's equipment by taking into consideration of the useful life and payback period of each type of equipment. However, the Company has a policy on careful procurement of the equipment by mainly considering market demand; (2) Thai movie does not principally have high cost and the filming will not be made in the studio due to high expense. Nonetheless, the Company has a wide-open policy on providing service. The Company is ready to provide service if there is an opportunity. In this regard, the Company has joint investment with Transformation Films Company Limited for partial production support; and (3) the Company has complied with the anti-corruption policy in all aspects and the business partner must be a company which is also in compliance with the anti-corruption policy. Moreover, Mr. Kamol Ratanachai, Independent Director and Audit Committee, further informed the Meeting that the promotion of the anti-corruption policy to the Company's business partner is mostly in a form of asking for the cooperation from the business partner in compliance with the said policy.

Mr. Methee Anadirekkul, a shareholder, inquired about the proportion of the Company's income deriving from the governmental work.

Mr. Poomchai informed the Meeting that the Company does not directly act for the producer of the government work, but the Company provides equipment rental service to the business partner who operates the governmental work.

Mr. Nakorn Panusittikorn, a shareholder, inquired about (1) a target of the rental revenue from the Studio Park and sources of revenue; (2) an occupancy rate of The Studio Park Project in 2018; (3) any additional expense and method for using personnel in relation to the business expansion of the Company; (4) a service charge payment for special location; (5) the Company's investment budget for the year 2019; and (6) an impact on the enforcement of new land tax in relation to the unused land of the Company.

Mr. Poomchai informed the Meeting that (1) the Company has set a higher amount of estimated revenue for the year 2019 than that of 2018 as appropriate. It is anticipated that the main revenue will derive from the advertising producer as the regular customer. The Company further aims at foreign movie producer. (2) The occupancy rate of Studio Park in 2018 has been divided into 2 parts, namely 1) television business and television advertising; and 2) movie production business. The foreign movie producer has used the service so that

the occupancy rate in the fourth quarter of 2018 was full which the filming process was completed in the first quarter of 2019. (3) The expansion of the business type of the Company will mainly operate by freelancers. The Company has established a company named TSP Production Services Company Limited to hire temporary employees. Hence, the Company is able to circumstantially adjust its cost. (4) The remuneration for the use of special location will be in a manner of profit sharing. (5) The Company has determined the investment budget of Gear Head for the year 2019 at Baht 30 million, approximately. Nevertheless, in considering the investment budget for equipment purchase, the Company will consider the customer's demand and sale volume from the customers. The Company is then able to purchase additional equipment. For the Studio Park, the Company plans to construct additional production office in order to satisfy the customer's demand. (6) The Company's land is not deemed unused, but the Company uses such land as backlot for providing service to the customers. Therefore, the said land will not be subject to the tax in relation to the unused land.

Mr. Amarin Simaraj, a shareholder, inquired about the Company's potential in developing to global production house for worldwide movie producers.

Mr. Poomchai informed the Meeting that in the past, the Company was the largest producer in Thailand. However, the production business requires professional personnel and the said personnel currently have left the Company to independently work. As a result, the Company is no longer capable of operating such business. The Company therefore focuses on utilizing the existing properties for the best benefits. In other words, the Company will emphasize on enhancing the efficiency of the studio usage and equipment rental.


No other business was proposed to the Meeting.

The Meeting closed at 11.36 a.m.

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

(Signed by) _____-signature-_____ Company's Secretary
(Mr. Wiroj Bunsirirungruang)

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

Name	: Mr. Sansrit Yenbamrung	
Position	: Chairman : Chairman of Executive Committee : Chairman of Nomination and Remuneration Committee	
Age	: 61 years	
Type of Director Proposed for Appointment	: Director	
Nomination Criteria and Procedure	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and possess no prohibited characteristics prescribed by the Public Limited Company Act and Securities and Exchange Act. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as directors of the Company.	
Period of Directorship	: 6 years 3 months	
Education	: Master of Business Administration in International Trade Sul Ross State University , Alpine Texas, U.S.A.	
Shareholding in the company	: None	
Work Experience		
1. Listed Companies		
Apr 2018-Present	: Chairman of the Board of Director	
May 2018-Present	: Chairman of the Executive Committee : Chairman of Nomination and Remuneration Committee	
Apr 2014-Mar 2018	: Director	
Apr 2014-Apr 2018	: Executive Director Matching Maximize Solution Plc.	
2. Other Companies /Organizations		
Jan 2020-Present	: Director - Gear Head Co., Ltd.	
May 2019-Present	: Director - BBTV Equity Co.,Ltd.	
Apr 2019-Present	: Director - Great Fortune Equity Co.,Ltd.	
Apr 2019-Present	: Director - Sunrise Equity Co.,Ltd.	
Apr 2019-Present	: Director - Khao Kheow Country Club Co.,Ltd.	
Nov 2018-Present	: Director - TSP Production Service Co.,Ltd.	
Oct 2018-Present	: Chairman of the Board : Chief Executive Officer Grand Huay Kaew Co., Ltd.	

Aug 2017-Present	:	Director Chief Executive Officer Grand Prime Asset Co., Ltd.
Jul 2017-Present	:	Director Chief Executive Officer Khao Yai Land Co., Ltd.
Feb 2015-Present	:	Chief Executive Officer Home Sukhumvit Co., Ltd.


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

Apr 2018- Present	:	Chairman of the board
Apr 2014-Mar 2019	:	Director Media Studio Co., Ltd.
Apr 2018-Present	:	Director and Vice Chairman of the Executive Committee Bangkok Broadcasting & TV Co.,Ltd.
Mar 2019-Present	:	Chairman of the Board
Feb 2014-Mar 2019	:	Advisor HR Pro Security and Services Co., Ltd.
Oct 2010-Present	:	Chairman of the board Chief Executive Officer Grand Larn Luang Co., Ltd.
Number of meeting attended in 2019	:	Board of Director Meeting : 12 /12 times Board of Executive Committee Meeting : 13 /13 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 2020

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
-	-	10	4

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

Name	: Mr.Akarat Na Ranong	
Position	: Independent Director : Chairman of the Audit Committee : Corporate Governance Committee	
Age	: 61 years	
Type of Director Proposed for Appointment	: Independent Director and Audit Committee	
Nomination Criteria and Procedure	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and are able to make independent decisions and opinions in accordance with the relevant criteria. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as independent directors of the Company.	
Period of Directorship	: 10 years 2 Months	
Education	: Master's Degree ,Business Administration (Management) , Marshall University, USA.	
Training	: Ethical Leadership Program(ELP 17/2019) : Role of the Chairman Program (2017) : Director Certification Program (2013) : Role of the Compensation Committee (2007) : Director Accreditation Program (2007) : Audit Committee Program (2004) IOD	
Shareholding in the company	: None	
Work Experience		
1. Listed Companies		
Sep 2019-Present	: Corporate Governance Committee	
May 2010-Present	: Independent Director : Chairman of the Audit Committee Matching Maximize Solution PCL.	
Nov 2017-Present	: Independent Director : Chairman of Audit Committee : Nomination Compensation and Corporate Governance Committee Symphony Communication PCL.	
Jul 2017-Present	: Audit Committee : Risk Management Committee and Investment Committee Krungthai AXA Life Insurance PCL.	

2011-Present	: Independent Director : Audit Committee : Chairman of Nomination and Remuneration Committee FINANSA PCL.
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2. Other Companies /Organizations

May 2018-Present	: Director : Executive Director Wind Energy Holding Co., Ltd.
2014-Present	: Independent Director : Chairman of the Board of Director : Chairman of Audit Committee KPN Academy Co., Ltd.
2011-Present	: Independent Director : Audit Committee FINANSA Securities Limited


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

	: None
Number of meeting attended in 2019	: Board of Director Meeting : 12 /12 times : Board of Audit Committee Meeting : 5 / 5 times : Board of Corporate Governance Committee Meeting : 7/9 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 2020

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
3	<ul style="list-style-type: none"> - Independent Director - Chairman of Audit Committee - Nomination Compensation and Corporate Governance Committee Symphony Communication PCL.	3	-
	<ul style="list-style-type: none"> - Audit Committee - Risk Management Committee and Investment Committee Krungthai AXA Life Insurance PCL.		
	<ul style="list-style-type: none"> - Independent Director - Audit Committee - Chairman of Nomination and Remuneration Committee FINANSA PCL.		

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

Name	: Mr.Wiroj Bunsirungruang	
Position	: Director : Executive Director	
Age	: 53 years	
Type of Director Proposed for Appointment	: Director	
Nomination Criteria and Procedure	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and possess no prohibited characteristics prescribed by the Public Limited Company Act and Securities and Exchange Act. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as directors of the Company.	
Period of Directorship	: 7 months	
Education	: Master of Accounting , Thammasat University	
Training	: Corporate Governance for Executive (CGE 15/2019) : Certificate , Company Secretary Program (2011) : Certificate , Director Certification Program (2011) : Certificate , Director Accreditation Program (2005) : IOD	
Shareholding in the company	: 0.0138%	
Work Experience		
1. <u>Listed Companies</u>		
Feb 2020-Present	: Executive Director	
Jan 2020-Present	: Chief Executive Officer	
Dec 2019-Present	: Director	
Mar 2014-Dec 2019	: Senior Executive Vice President (Organization Management and Business Support) Matching Maximize Solution PCL.	
2. <u>Other Companies /Organizations</u>		
Jul 2014-Present	: Director, Time Lapse Co., Ltd.	
2003-Present	: Director , The Studio Park (Thailand) Co., Ltd	
2003-Present	: Director, Gear Head Co., Ltd.	
3. <u>Other rival incorporation /any related business with the Company</u>		
	None	
Number of meeting attended in 2019	: Board of Director Meeting : 1 /1 times :	
Litigation	: None	

Interest in any Agenda Item Proposed in the AGM : Agenda 5 To consider and approve the appointment to director replacing those who retire by rotation
Agenda 6 To consider and approve the directors' remuneration for 2020

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
-	-	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.

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 2020

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 2020 on 24 July 2020 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

- 2.3 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.
 - 2.4 Certified true copy of valid identification of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.
 - 2.5 Valid identification of the Proxy as specified in Item 1 for individuals together with its certified true copy.
3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy

3.1 Document from Custodian

- a. Proxy Form (Form C.) (available to be downloaded from the Company's website www.matchinggroup.com) completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty (In case the shareholder appoints a proxy using Proxy Form (Form C.)).
- b. Certified true copy of a document confirming that the Custodian has the permission to conduct the Custodian business by the Custodian's authorized person(s).
- c. Certified true copy of Custodian's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized person(s). The certificate must show a statement that the authorized person(s) has the authority to act on behalf of the Custodian.
- d. Certified true copy of valid evidence of the authorized person(s) signing the Proxy Form as specified in Item 1 for individuals.

3.2 Document from the Shareholder

- a. Power of Attorney from the Shareholder assigning the Custodian to execute the proxy on his/her behalf.
- b. Certified true copy of Shareholder's Certificate of Registration issued no longer than 6 months by the authorized director(s). The certificate must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.
- c. Certified true copy of valid evidence of the authorized director(s) signing the Power of Attorney as specified in Item 1 for individuals.

3.3 Valid evidence of the Proxy as specified in Item 1 for individuals.

In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

4. For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No.3)

Please provide the documents in accordance with the above items no. 1 or 2, as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

2. Proxy Form

The Company attached Proxy Form (Form B) by Department of Business Development, Ministry of Commerce to the invitation letter to shareholders' meeting and uploaded Proxy Form (Form A and Form C) on the Company's website (www.matchinggroup.com). The type of each Proxy form is as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form
- Form C : Custodian Proxy Form

The shareholder who is not able to attend the meeting may appoint a person by Proxy, as follows:

- (1) Shareholders other than foreign shareholders appointing a Custodian in Thailand as their proxy shall complete either Proxy Form A or Form B. Foreign shareholders appointing a Custodian in Thailand as their proxy may choose to use either Proxy Form A, Form B, or Form C. In any case, each Shareholder shall complete **only one** of the above Proxy Forms;
- (2) Authorizing a person to attend and vote at the Meeting on behalf of the shareholder not able to attend by specifying the name with details of the person or an Independent Director of the Company (as attached) to be the shareholder's proxy and sign the form as the Grantor;
- (3) Affixing Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Submitting the completed Proxy Form to the Legal Department of the Company by 20 July 2020 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 a.m. on 24 July 2020 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.

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 2020**

Name	:	Mr. Chatrapee Tantixalerm
Position	:	Independent Director
	:	Audit Committee
	:	Nomination and Remuneration Committee
	:	Chairman of Corporate Governance 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
Conflict of Interest in this meeting	:	Agenda 6: To consider and approve the directors' remuneration for 2020.
Conflict of Special Interest in this meeting	:	None

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 2020

Name	: Mr. Kamol Ratanachai
Position	: Independent Director : Audit Committee : Nomination and Remuneration Committee : Corporate Governance Committee
Age	: 53 years
Address	: 54 Soi Ramkhamhaeng 58/3 sepsrstion 4 Hua Mak, Bangkapi , Bangkok 10240
Family relationship with executives of the Company	: None
Educational background	: Master of Business Administration (MBA), Bangkok University
Training relating to role and duties of director	: Certified Internal Auditor (CIA) : CAC SME IA Certification : Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) : Ethical Leadership Program (ELP) (2019):IOD : Corporate Governance for Executives(CGGE)(2019):IOD : How to Develop a Risk Management Plan (HRP)(2018):IOD : Risk Management Program for Corporate Leaders (2017):IOD : Director Certification Program (2016):IOD : Anti-Corruption : The Practical Guide (2015):IOD : How to Measure the Success of Corporate Strategy (2013):IOD : Successful Formulation & Execution of Strategy (2012):IOD : Audit Committee Program (2009):IOD : Director Accreditation Program (2008):IOD
Shareholding in the company	: None
Conflict of Interest in this meeting	: Agenda 6: To consider and approve the directors' remuneration for 2020.
Conflict of Special Interest in this meeting	: None

**Location map of the meeting's venue of
the Annual General Meeting of Shareholders 2020
At Rachadamnoen Hall , Royal Princess Larn Luang Hotel , Bangkok
269 Larn Luang Road, Pomprab , Bangkok.**



โรงแรมรอยัลปริ้นเซส หลานหลวง กรุงเทพฯ (โทร. 0 2281 3088)
 269 ถนนหลานหลวง ป้อมปราบศัตรูพ่าย กรุงเทพฯ 10100
ROYAL PRINCESS LARN LUANG, BANGKOK (Tel. 02281 3088)
 269 Lam Luang Road, Pomprab, Bangkok 10100
 E-mail : info@royalprincesslarnluang.com
www.royalprincesslarnluang.com

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 แม็กซิไมซ์ 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 2563
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the year 2020

ในวันที่ 24 กรกฎาคม 2563 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 24 July 2020 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 2562 เมื่อวันที่ 26 เมษายน 2562
 Agenda Item 1 Subject To consider and adopt the Minutes of the Annual General Shareholder' Meeting for the year 2019 held on 26 April 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 2 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2562
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2019
 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 2562 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 2019 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 2562
 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 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 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 นายสรสรสฤษฎ์ เย็นบำรุง
The director's name Mr. Sansrit Yenbamrung
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายอัศวรัตน์ ณะรอง
The director's name Mr. Akarat Na Ranong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ นายวิโรจน์ บุญศิริรุ่งเรือง
The director's name Mr. Wiroj Bunsirirungruang
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2563
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2020
- (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 2563
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2020
- (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

(b) To grant my/our proxy to vote at my/our desire as follows:

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

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

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

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

หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 - (1) นายกมล รัตน์ไชย หรือ
 - (2) นายฉัตรพี ดันติเฉลิม
 (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. Kamol Ratanachai 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 2563
At the Annual General Meeting of Shareholders for the year 2020

ในวันที่ 24 กรกฎาคม 2563 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
to be held on 24 July 2020 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