

***(Translation)***

**Minutes of the 2021 Annual General Meeting of Shareholders of  
Matching Maximize Solution Public Company Limited (the “Company”)**

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**Date, Time and Place**

The Meeting was held on 28 April 2021 at 02.00 p.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 Director                    |
| 2. | Mr. Chayanont Ulit        | Director and Chief Executive Officer                 |
| 3. | Yaowalak Poolthong, Ph.D. | Director   |
| 4. | Mr. Poomchai Wacharapong  | Director   |
| 5. | Mr. Neil Wayne Thompson   | Director   |
| 6. | Mr. Komkrit Sirirat       | Director   |
| 7. | Mr. Akarat Na Ranong      | Independent Director and Chairman of Audit Committee |
| 8. | Mr. Chatrapee Tantixalerm | Independent Director and Audit Committee             |
| 9. | Mr. Kamol Ratanachai      | Independent Director and Audit Committee             |

At present, the Company has a total of 9 directors. All the 9 directors, which is equivalent to 100 percent of the total number of directors, have attended the 2021 Annual General Meeting of Shareholders

**Auditor and Legal Counsel in attendance**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mr. Sa-nga Chokenitisawat | Auditor from PricewaterhouseCoopers ABAS Limited                 |
| 2. | Miss Kaje Tanatpanjaroen  | 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 has entrusted Mr. Chayanont Ulit, Director and Chief Executive Officer, together with Mr. Nanat Sonsa-ad, Company Secretary (the “**Secretary**”), to proceed with the meeting, clarify the details of each agenda, and procedure in relation to voting by shareholders.

The Secretary informed the Meeting that there were 2 shareholders attending the Meeting in person holding a total of 200 shares and 26 shareholders attending the Meeting via proxy holding a total of 692,116,894 shares whereby there were a total of 28 shareholders attending the Meeting constituting a total of 692,117,094 shares or 88.5481 percent of all the distributed shares of the Company (there were a total of 781,628,733 distributed shares of the Company), thereby forming a quorum. After the Meeting was declared open, no additional shareholders or proxies came to register for Meeting attendance.

The Secretary then clarified measures and practices for Meeting attendees in light of the current spread of Covid-19 virus (“**Covid-19**”). In this regard, the Company requested for cooperation from shareholders to authorize independent directors to attend the Meeting on the shareholders’ behalf. In an event the shareholders still intend to attend the Meeting in person, measures for the prevention of the spread of Covid-19 will be implemented as follows:

## Enclosure 1

- (1) Establishment of screening points pursuant to the guideline of the Department of Disease Control.
- (2) Compliance with the social distancing measure by arranging seats in the Meeting room to be at least about 1.5 meters apart pursuant to the notification of the Bangkok Metropolitan Administration. This caused the seats in the Meeting room to be limited and there would be no space for the entourage of the shareholders. Once the seats were fully occupied, shareholders who subsequently came would not be able enter the Meeting room.
- (3) The Company has cleaned any point of contact and provided hand-cleaning alcohol gel for the shareholders.
- (4) Shareholders must wear a hygiene mask at all times during the Meeting.
- (5) The Company would not provide any food, beverage, snack, hard copy of the 2020 annual report and the invitation to the Meeting which were already provided to the shareholders in advance. In this regard, shareholders are requested to download the materials on the Company's website to reduce contact and prevent the spread of Covid-19.

In addition, for shareholders who did not wish to use the microphone, the Company has provided paper and pencils for the shareholders to write down their questions to be collected by the Company's personnel. To prevent the spread of Covid-19, the Company would complete the Meeting within 1 hour.

The Secretary has introduced 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 the Meeting, and Agenda 2 as a matter for acknowledgement for which no voting is required. In this regard, the Company invited Miss Kaje Tanatpanjaroen, an Independent Legal Counsel, to verify the voting procedure together with OJ International Company Limited.

The Chairman then requested the Secretary to propose 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 2020 held on 24 July 2020**

The Secretary proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2020 held on 24 July 2020, 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 2020, held on 24 July 2020 be adopted as proposed in all respects with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s).

**Agenda 2     To acknowledge the Company's operating results for the year 2020**

The Secretary requested Mr. Chayanont Ulit, Director and Chief Executive Officer, to report the operating results of the Company for 2020 to the Shareholders' Meeting, which could be summarized as follows:

The current spread of Covid-19 and limitation on international travel in 2020 greatly affected the operating results of Gear Head Co., Ltd. ("**Gear Head**") and The Studio Park (Thailand) Co., Ltd. ("**Studio Park**"), which are

subsidiaries of the Company, and caused significant reduction in the advertisement and movie shooting from overseas such as a reduction from around more than 300 advertisements from overseas in 2019 to around 88 advertisements in 2020 and a reduction from an average 50 movies from overseas per year to only 7 movies. Moreover, the operating results of the television program production business were also affected, which caused customers who had reserved to purchase advertisements to reduce their expenses and budgets for the reservation of advertisement time due to the great economic recession. For this reason, the income of the Company group has reduced from around 479 million Baht in 2019 to only around 249 million Baht in 2020, which caused the Company's annual loss for 2020 to amount to around 169 million Baht.

In 2020, the Company has adjusted its strategy to be consistent with the current situation by reducing investment for the purchase of various equipment in order to decrease expenses and adjusted the organization structure by reducing the number of personnel. The Company has also attempted to create additional income by relying on domestic business while overseas production crew remains unable to enter the country. Furthermore, the Company has adopted strict measures for the prevention of the spread of Covid-19, which allowed much confidence to be gained from its domestic customers.

The tendency in 2021 could be summarized as follows:

1. The Company will focus on more expansion of domestic market in conjunction with overseas market which would resume in case the situation returns to normal.
2. The Company has studied guideline for the development of spaces for the provision of service or lease of outdoor studio such as traditional Thai houses, gardens, or lakes in order to accommodate the production of domestic series.
3. The Company has studied and used new technology in the development of equipment to accommodate overseas customers.
4. The Company will manage costs and procure production equipment taking into account the worthiness of the investment.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, informed the Meeting about the policy on good corporate governance and anti-corruption of the Company during the previous year, which could be summarized to the effect that since July 2020 to March 2021 the Company had considered and reviewed the business restructuring including guideline for internal operation in order to achieve appropriateness and support for good corporate governance. As for the anti-corruption policy, the Corporate Governance Committee has considered and proposed the appointment of an external organization (outsourced) to adopt a supervisory role with the emphasis on allowing the Company to receive certification from the Private Sector Collective Action against Corruption Project by creating an operation framework which is practical in accordance with the original environment of the organization. In addition, the Company also promoted all members of management to have the knowledge and understanding of the anti-corruption principle of the Company. Furthermore, the Chairman also informed the Board of Directors, management and all personnel that the Company is in the process of requesting certification of its anti-corruption policy.

Moreover, the working team of the Chief Executive Officer has communicated to the management and personnel about the anti-corruption policy. In this regard, a working team was appointed to consider and review the various policies of the Company including the charters of the various committees

## Enclosure 1

including the Board of Directors and sub-committees to be consistent with and appropriate to the current environment of the organization. The whole process is expected to be completed in June 2021.

The Secretary then proposed the Meeting to acknowledge the Company's operating results for the year 2020 which the details were set out in the 2020 Form 56-1 One 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 2020 as proposed in all respects.

**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 2020 as audited by the certified auditor and to acknowledge the Auditor's report**

The Secretary requested Mrs. Ladawan Khamsap, the person taking the highest responsibility in finance and accounting, 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 2020 which have been audited by the certified auditor and to acknowledge the Auditor's report, the details of which were set out in the Company's financial statements which formed part of the 2020 Form 56-1 One Report sent to the shareholders together with the notice of this Meeting and can be summarized as follows:

### Financial Statements ended 31 December (Consolidated)

Account Record	2020 Baht Million	2019 Baht Million	Increase (Decrease)	
			Amount Baht Million	%
Total Assets	1,620.69	1,753.77	(133.08)	(7.59)
Total Liabilities	282.11	247.56	34.55	13.96
Total Shareholders' Equity	1,338.57	1,506.21	(167.64)	(11.13)

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

Account Record	2020 Baht Million	2019 Baht Million	Increase (Decrease)	
			Amount Baht Million	Percentage
Revenue	249.75	479.24	(229.49)	(47.89)
Cost	(264.80)	(338.06)	(73.26)	(21.67)
Gross Profit	(15.05)	141.18	(156.23)	(110.66)
Other Revenue (Expense)	4.85	(1.71)	6.56	383.63
Selling, General & Administrative Expense, Financial Cost	(182.34)	(177.15)	5.19	2.93
Profit (Loss) before Income Tax Expense	(192.54)	(37.68)	154.86	410.99
Income Tax Expense Profit (Loss)	22.69	7.98	14.71	184.34
Loss from Cancelled Works	-	(9.02)	9.02	100.00
<b>Annual Profit (Loss)</b>	<b>(169.85)</b>	<b>(38.72)</b>	<b>131.13</b>	<b>338.66</b>

After that, the Secretary 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 2020 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 2020 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged in all respects with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s).

**Agenda 4** **To consider and approve non-appropriation of profit as the legal reserve and non-distribution of dividend in respect of the operating results for the year 2020**

The Secretary 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 shall be paid in the amount of 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 on the Company's normal business operation. The Company's operating results for the fiscal year ended 31 December 2020 (according to Separate Financial Statements ended 31 December 2020 audited by the certified auditors) shows the accumulated deficit and the Company has future projects which require a large amount of working capital. Thus the Board of Directors considered and deemed it appropriate to propose to 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 2020.

After that, the Secretary proposed the Meeting to consider and approve non-appropriation of profit as the legal reserve and non-distribution of dividend in respect of the operating results for the year 2020.

**Resolution:** The Meeting resolved by unanimous vote that non-appropriation of profit as the legal reserve and non-distribution of dividend in respect of the operating results for the year 2020 be approved as proposed in all respects with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s).

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

The Secretary informed the Meeting that according to the law and the Company's Articles of Association, at every annual general meeting of shareholders, at least 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 shall retire by rotation at the Annual General Meeting of Shareholders for the year 2021, namely:

1. Mr. Chatrapee Tantixalerm           Independent Director and Audit Committee
2. Mr. Neil Wayne Thompson        Director; and
3. Mr. Komkrit Sirirat                Director

To comply with the Good Corporate Governance Principles, all 3 directors who must retire by rotation in this Meeting have temporarily left the Meeting room and will come back after the completion of voting on this agenda.

The Secretary informed the Meeting that, in compliance with the Good Corporate Governance Principles, the Company had provided opportunities through an announcement on the Company's website from 8 October 2020 to 31 December 2020 through the determination of criteria so that shareholders may nominate persons to be selected as the Company's directors in advance so that the Nomination and Remuneration Committee may consider the appropriateness. In this Meeting, no shareholder proposed any person to be elected as director to the Company.

The Board of Directors (upon the approval of the Nomination and Remuneration Committee) considered and deemed it appropriate that the 3 directors who must retire by rotation; namely (1) Mr. Chatrapee Tantixalerm; (2) Mr. Neil Wayne Thompson; and (3) Mr. Komkrit Sirirat are qualified persons with the knowledge, expertise and experience in the Company's business and possess full qualifications under the law. Therefore, it is 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 3 directors who shall retire by rotation as well as the definition of independent director was sent to the shareholders as Enclosure 3.

After that, the Secretary proposed the Meeting to consider and approve the re-appointment of each of the 3 directors who are due to retire by rotation, namely, (1) Mr. Chatrapee Tantixalerm; (2) Mr. Neil Wayne Thompson; and (3) Mr. Komkrit Sirirat for another term.

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

1. Mr. Chatrapee Tantixalerm       Independent Director and Audit Committee

with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s);

2. Mr. Neil Wayne Thompson      Director

with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s); and

3. Mr. Komkrit Sirirat              Director

with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s).

**Agenda 6      To consider and approve the directors' remuneration for 2021**

The Secretary informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration for the year 2021 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 suggestion and approval of the Nomination and Remuneration Committee) deemed it appropriate to propose the Meeting to determine the directors' remuneration for the year 2021 in the same rate as for the year 2020 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 and the 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's current sub-committees consist of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee. The other sub-committees being in the position of the directors of the Company will also receive the remuneration in the capacity of directors.

Moreover, the Company has no policy to offer benefits other than in monetary benefits to the directors (except for welfare to general staff).

After that, the Secretary proposed the Meeting to consider and approve the directors' remuneration for the year 2021 as aforementioned which will be effective until the Shareholders' Meeting resolves otherwise.

**Resolution:** The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2021 be approved to be effective until the Shareholders' Meeting resolves otherwise as proposed in all respects, with the votes of 692,116,094 votes approving (99.9999 percent of the total votes of the shareholders attending the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,000 votes abstaining (0.0001 percent of the total votes of the shareholders attending the meeting) and 0 votes voided ballot(s).

**Agenda 7**      **To consider and approve the appointment of the Company's auditors and their remuneration for 2021**

The Secretary informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 (as amended) requires that the annual general meeting of shareholders for each year appoints the Company's auditors and determines their remuneration. 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. Krit Chatchavalwong, Certified Public Accountant No. 5016; and/or
3. Mrs. Anuthai Poomsurakul, Certified Public Accountant No.3873

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 2021. Any of these auditors may audit or certify the Company's Financial Statements. Such auditors will be the auditors for the Company for the fiscal year ended 31 December 2021.

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 on the Company's Financial Statements for seven consecutive fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017-2020. Mr. Krit Chatchavalwong and Mrs. Anuthai Poomsurakul have never performed any services as auditors of the Company.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) then proposed the Meeting to consider and appoint the Company's auditors for the fiscal year ended 31 December 2021 as aforementioned and determined their 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 being Baht 1,310,000, and therefore the total auditors' fee is Baht 2,160,000).



In this regard, PricewaterhouseCoopers ABAS Ltd. has reviewed and audited the Financial Statements of the Company and its subsidiaries since the fiscal year 2012 and duly performed their duties all along. Moreover, PricewaterhouseCoopers ABAS Ltd. is an auditing firm of international standard as certified by the Office of Securities and Exchange Commission. It is therefore able to prepare the Financial Statements of the Company and its subsidiaries within the period as required by law.

After that, the Secretary proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2021.

**Resolution:** The Meeting resolved by unanimous vote that the appointment of the Company's auditors and their remuneration for year 2021 be approved as proposed in all respects with the votes of 692,117,094 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 votes voided ballot(s).

**Agenda 8    Other Business (if any)**

The Chairman expressed his thank.

No other business was proposed to the Meeting.

The Meeting closed at 02.40 p.m.

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

(Signed by) \_\_\_\_\_ -signature- \_\_\_\_\_ Company's Secretary  
(Mr. Nanat Sonsa-ad)