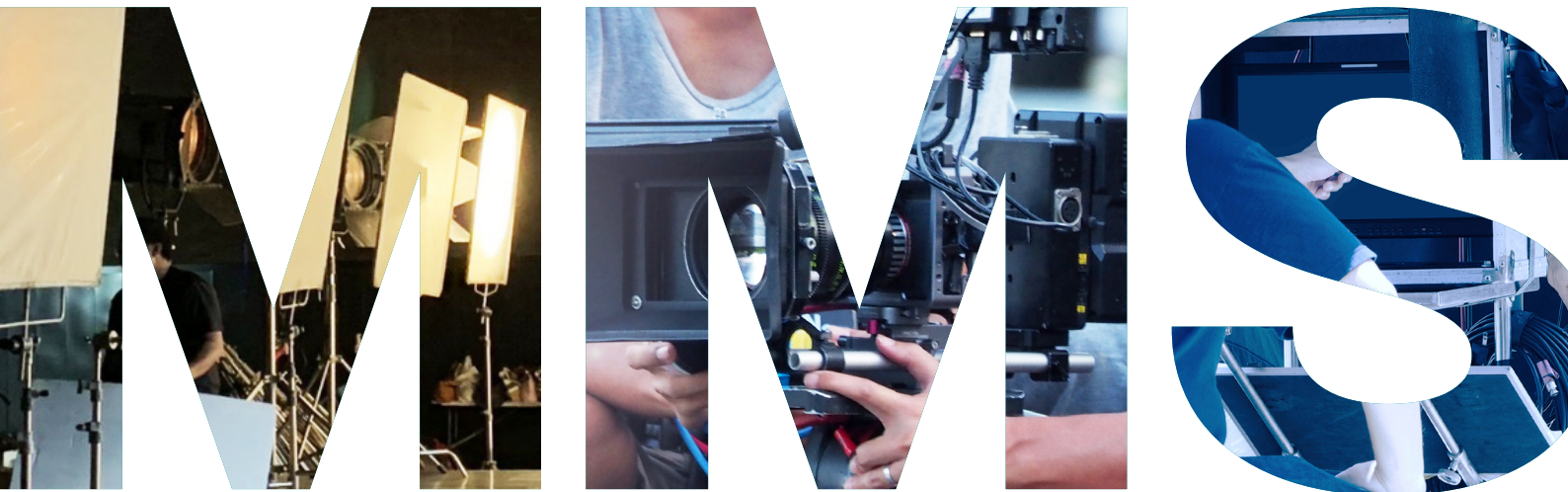


INVITATION TO THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MATCHING MAXIMIZE SOLUTION PUBLIC COMPANY LIMITED

Wednesday 26 April 2023 at 10.00 a.m.

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



E Q U I P M E N T • S T U D I O • C O N T E N T

Registration starts at 9.00 a.m.

Please bring the Notification of Meeting with barcode to the meeting

No souvenirs shall be distributed so as to comply with the transparency and corporate governance policies about reduction/cancellation of souvenir distribution in AGMs.

(Translation)

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

The Company kindly asks shareholders to be informed and cooperate with the following guidelines for organizing the shareholders' meeting of the Company to prevent and reduce the risk of the spread of the COVID-19 as follows:

1. The Company shall conduct health screening at the meeting entrance. For those being identified with respiratory symptom, the Company reserves the right to deny entry into the meeting. (In case that the aforementioned shareholder presents at the venue in person, such shareholder may grant a proxy to another person or the Company's Independent Director to attend the meeting on the shareholder's behalf.)
2. The venue will be cleaned and hand sanitizer alcohol gel will be provided prior to the meeting and within the meeting room. **The Company kindly requests everyone to prepare and wear a facemask at all times during the meeting.**

Privacy Notice for the Meeting of Shareholders

Matching Maximize Solution Public Company Limited (“the **Company**”) attaches great importance to the personal data of the shareholders and/or their proxies, and has therefore prepare a privacy notice for shareholders, investors and potential investors to inform the details about the collection, use, and disclosure of personal data to the shareholders, investors and potential investors as the owner of the personal data in accordance with the laws on personal data protection. Such notice is published on the Company’s website (www.matchinggroup.com). The details in relation to the shareholders’ meeting as follows:

1. The Collected Personal Data

It is necessary for the Company to collect your personal data that is submitted to the Company i.e. name, surname, address, telephone number, photo, identification card number, shareholders’ registration number and information on the use of electronic systems such as Email.

The Company may record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as sensitive data. The Company has no intention to collect such sensitive data and you can redact such data accordingly.

2. The Collection of Personal Data

For the direct collection of your personal data, the company shall use the personal data only as necessary and only in accordance with the specified purposes. However, the company may collect your personal data from any other sources, such as securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures prescribed by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your personal data for the following purposes:

3.1 For convening the shareholders’ meeting, attendance of the shareholders’ meeting and management of shareholders’ meeting, e.g. registration for the meeting, recording of votes, etc.;

3.2 For recording of images, sounds and/or videos during the shareholders’ meeting for the purpose of disseminating the shareholders’ meeting via the Company’s website and other communication channels of the Company, or for the meeting attendees to be able to view it later, or for public relations purposes for the benefits of the Company or for the benefits of the attendees;

3.3 To record the shareholders’ meeting and prepare the minutes of the shareholders’ meeting to be sent to relevant authorities such as the Department of Business Development, Stock Exchange of Thailand, legal advisors of the Company, shareholders, including dissemination of details on the Company’s website and other communication channels of the Company.

4. The Personal Data Retention Period

The Company will retain your personal data only for the duration necessary for the purposes of the collection, use and disclosure your personal data as provided in this Privacy Notice.

If it is not possible to specify the personal data retention period, the Company will retain the personal data for the duration as may be expected per data retention standards (e.g. the maximum legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of personal data (“Data Subject”), you have the rights as stipulated in the Personal Data Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your personal data, the right to correct, delete or destroy your personal data, the right to request suspension of the processing of your personal data, the right to transfer your personal data according to the measures stipulated by law, the right of complaint and the right to object to the collection, use and disclosure of your personal data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose personal data to other persons, juristic persons or regulatory authorities, who work in cooperation with the Company to the extent necessary for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of competent officials.

7. Contact channels

Enquires or questions on the personal data protection can be addressed to the following channels: **Matching Maximize Solution Public Company Limited**, 305/12 Soi Sukhothai 6, Sukhothai Rd., Dusit sub-district, Dusit district, Bangkok 10300 Tel: 02-669-4200 or **Data Protection Officer (DPO)**, e-mail: dpo@mmsbangkok.com



(Translation)

MMS-AC 66/003

24 March 2023

Re: Invitation to the Annual General Meeting of Shareholders for the year 2023

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022
 2. The 2022 Annual Registration Statement / Annual Report (56-1 One Report) comprising of copies the audited Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2022 in electronic form of QR Code as appeared in the Notice of Meeting with barcode
 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 2023
 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 2023
 7. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2023 and
 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 2023 on 26 April 2023 at 10.00 hrs. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok Metropolis 10100 to consider the following agenda.

In compliance with the Good Corporate Governance Principles, the Company has provided the opportunity for the shareholders to propose agenda of the Meeting in advance through the news system of the Stock Exchange of Thailand (the "**SET**") and on the Company's website during the

period from 14 September 2022 to 31 December 2022. For this Meeting, no shareholder proposed any agenda in advance.

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022, 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 2022 held on 27 April 2022. 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 2022 held on 27 April 2022, was correctly recorded and should be proposed to the 2023 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 2022

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2022, which is shown in the 2022 Annual Registration Statement / Annual Report (56-1 One 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 2022 should be proposed to the 2023 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 2022 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 2022 as appeared in the 2022 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 2022 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 2022

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.

According to Separate Financial Statements ended 31 December 2022 audited by the certified auditor, the Company has accumulated deficit, the Board of Directors therefore 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 2022.

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 2023 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 2023, namely:

1. Mr. Sansrit Yenbamrung Chairman of the Board of Directors
2. Mr. Akarat Na Ranong Independent Director and Chairman of the Audit Committee; and
3. Mr. Chayanont Ulit 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 the news system of the SET and announcement on the Company's website from 14 September 2022 to 31 December 2022 so that the Nomination and Remuneration 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 nominated persons have been scrutinized in accordance with the process specified by the Company and have qualifications in accordance with relevant rules and regulations as well as are well-suited to the business of the Company.

The Board of Directors has considered that the person who was nominated as the independent director possesses the qualifications in accordance with the laws related to requirements of independent directors.

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 2023

Facts and rationale

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2023 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 2023 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 and 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 the Corporate Governance Committee. In case a member of other sub-committees is a Director of the Company, such person will also be paid the remuneration for being the Director.

The Company has no policy to offer other benefits other than money to the Directors (except for the welfare to general staffs).

Comparison Table of Directors' Remuneration

Monthly remuneration (per person)

Position	Unit: Thai Baht	
	Year 2023 (Proposed Year)	Year 2022
<u>Board of Directors</u>		
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<u>Sub-Committees</u>		
<u>Audit Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000
<u>Executive Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000

Meeting Allowance (per person per meeting)

Unit: Thai Baht

Position	Unit: Thai Baht	
	Year 2023 (Proposed Year)	Year 2022
<u>Sub-Committees</u>		
Nomination and Remuneration Committee		
Chairman	30,000	30,000
Committee	20,000	20,000
Corporate Governance Committee		
Chairman of Corporate Governance Committee	30,000	30,000
Corporate Governance Committee	20,000	20,000

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2023 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 2023****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 his/her 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. Krit Chatchavalwong, Certified Public Accountant No.5016; and/or
3. Mr. Kan Kanthawirat, Certified Public Accountant No.10456

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 2023. 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 2023.

None of the proposed auditors has any relationship with and/or interest in the Company, its subsidiaries, executives, major shareholders or related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for seven fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2019-2022. Mr. Krit Chatchawalwong was an auditor of the Company for the fiscal year 2021-2022. Mr. Kan Kanthawirat was an auditor of the Company for the fiscal year 2022.

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 2023. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 879,750. (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 1,355,850; therefore, the total auditors' fee is Baht 2,235,600). 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 an auditing firm with international standards, and is thus able to prepare the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration comparing those in the fiscal year ended as at 31 December 2022 and the fiscal year ended as at 31 December 2023 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2023 (Baht)		The fiscal year ended at 31 December 2022 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize	879,750	-	850,000	-

Name of the companies	The fiscal year ended at 31 December 2023 (Baht)		The fiscal year ended at 31 December 2022 (Baht)	
Solution Public Company Limited				
Subsidiaries (for information only)	1,355,850		1,310,000	
Total	2,235,600	-	2,160,000	-

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.Krit Chatchawalwong, Certified Public Accountant No.5016; and/or Mr. Kan Kanthawirat, Certified Public Accountant No.10456, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2023, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 879,750.

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.Krit Chatchawalwong, Certified Public Accountant No.5016; and/or Mr. Kan Kanthawirat, Certified Public Accountant No.10456, of PricewaterhouseCoopers ABAS Ltd. and/or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2023, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 879,750, 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 2023 as appeared in Enclosure 4. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at No. 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300 within 20 April 2023 or at least half an hour before the Meeting in order to enable the Company to review the documents in time of the Meeting.

For the custodians that represent overseas shareholders, the Type-C Proxy Form may be used for the appointment of the proxy. This Type-C Proxy Form is available for download from the Company's website at www.matchinggroup.com

The Board of the Directors of the Company determined the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2023 on 22 March 2023.

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 9.00 hrs. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok 10100.

Sincerely Yours,

Matching Maximize Solution Public Company Limited



(Mr.Chayanont Ulit)
Chief Executive Officer

(Translation)

**Minutes of the 2022 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on on 27 April 2022 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 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 2022 Annual General Meeting of Shareholders

Auditor and Legal Counsel in attendance

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

Preliminary Proceedings

Mr. Sansrit Yenbamrung, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). The Chairman 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 11 shareholders attending the Meeting in person holding a total of 3,625,237 shares and 21 shareholders attending the Meeting via proxy holding a total of 691,644,577 shares whereby there were a total of 32 shareholders attending the Meeting constituting a total of 695,269,814 shares or 88.9514 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, there were 4 shareholders or proxies holding a total of 5,998 shares or 88.9522 percent 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, and hard copy of the 2021 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.

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 Ms.Pornpilai Kosolprapha, 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 2021 held on 28 April 2021**

The Secretary proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 28 April 2021, 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 2021, held on 28 April 2021 be adopted as proposed in all respects with the votes of 695,269,814 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 2021**

The Secretary requested Mr. Chayanont Ulit, Director and Chief Executive Officer, to report the operating results of the Company for 2021 to the Shareholders' Meeting, which could be summarized as follows:

The overall operation of the group companies in the year 2020, the income reduced, but the operating result of the year 2021 had improved resulting from the group companies' restructuring and the cost reduction measures in the year 2020. In this regard, the spread of Covid-19 still impacted the Company in the 1st and 2nd quarter, and the situations improved in the 3rd and 4th quarter of the year 2021. The group companies' income increased. In case

Enclosure 1

of considering the operating result of the Company separately based on the category of business, there may be considered as follows:

- (1) **Servicing and rental of production gear business.** The business is operated by of Gear Head Co., Ltd. ("**Gear Head**"). In the past 5 years, the production of movies and advertisement business had reduced significantly. However, currently, the expenses in each movie or advertisement production increase, the income from providing services and equipment rental also increase. This is combined with the support from the government in terms of facilitating foreign production crew and the rebates. Henceforth, Gear Head continuously generated income. However, due to the spread of Covid-19 in the year 2020 and 2021, Gear Head's income thus decreased. Furthermore, the investment of Gear Head is based on the consideration of the equipment which will increase the competitiveness and generate income for the Company.
- (2) **Servicing and rental of movie production location business.** The business is operated by The Studio Park (Thailand) Co., Ltd. ("**Studio Park**"). Under the normal circumstances, Studio Park generated continuous income. In the year 2021, the income of Studio Park increased as foreign production crew can commerce the production. In this regard, the Studio Park provides the following production location:
 - 2 small-sized studios: 20x30x12 meters,
 - 2 medium-sized studios: 30x40x12 meters, and
 - 1 large-sized studio: 40x60x14 meters.The large-sized studio is highly in demand by the foreign clients as it is the only high standard studio which can completely prevent background noise in Thailand. Moreover, the Studio Park has other locations for production such as sky train set up, water tank for underwater set up, and empty space to be set up upon request of the client as well as the natural well.
- (3) **Content business.** The business is operated by the Company. Recently, the income reduced due to an increase in competition from other channels such as YouTube or Netflix. The Company thus adjusted the business direction to content creation service for hire which has a low risk and little chance to make loss. The Company can manage the costs to make profits.

For the operation in the year 2022, the Company will continue to invest in the equipment for rent and will invest in constructing the traditional Thai house to respond to the demands of the clients in Thailand. The Company had studied the market and found that the traditional Thai house received a lot of popularity among the local clients. In terms of TV program production which was called "Plod Nee Plick Chee Vit" that was rebranded to "Plod Nee Ngern Duan" to modernize and cut-cost. Additionally, for the projection of the content creation business, the Company offered to produce television dramas for hire to different television channel stations. At present, the Company received confirmations for 2 dramas. Regarding the content creation production service via the online platform (Over The Top: "**OTT**"), it is currently still in the project presentation phase as the OTT is a large-scale project and thus required a lot of time. For advertisement, the Company had been hired to produce 4 advertisements.

In addition, due to the spread of Covid-19, overall, there were some employees of the Company who were infected. The Company arranged for an appropriate recovering and isolation measures for the employees. This includes encouraging the employees to vaccinate and sourcing vaccines for employees. At present, the Company's employees have 100

Enclosure 1

percent of second dose vaccination rate, and the Company is promoting for the third and fourth vaccination dose for the employees thereafter.

Then, 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 that the Company had announced the intention to join the “Thai Private Sector Collective Action Against Corruption (CAC)” project where it has been operating and had been approved on 30 September 2021. The Company adhered to the principles of assessing, revising, communicating, readjusting, and operating. In the assessing of the readiness, the Company set up a committee to assess the readiness or adjust the environment of the Company. Then, the Company reevaluated the policies and guidelines accordingly as well as focusing on internal communication for the directors, executives, and employees to be informed of such policies or guidelines that had been changed, and the external communication to the clients and partners. In this 2022, the Company will focus its development to be a sustainable business thereafter and will report such the development to the shareholders from times to times.

Mr. Chayanont Ulit, Director and Chief Executive Officer, thanked the shareholders and promised that the directors, executives, and employees will continue to devote to the Company and the shareholders in the year 2022.

The Secretary then proposed the Meeting to acknowledge the Company’s operating results for the year 2021 which the details were set out in the 2021 Form 56-1 One Report of the Company that was sent to the shareholders together with the notice of this Meeting.

Resolution: The Meeting acknowledged the Company’s operating results for the year 2021 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 2021 as audited by the certified auditor and to acknowledge the Auditor’s report

The Secretary requested Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting, to inform 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 2021 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 2021 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	2021 Baht Million	2020 Baht Million	Increase (Decrease)	
			Amount Baht Million	%
Total Assets	1,612.49	1,620.69	(8.20)	-0.51
Total Liabilities	290.38	282.12	8.26	2.93
Total Shareholders’ Equity	1,322.11	1,338.57	(16.46)	-1.23

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

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Account Record	2021 Baht Million	2020 Baht Million	Increase (Decrease)	
			Amount Baht Million	Percentage
Revenue	350.84	249.75	101.09	40.48
Cost	(254.84)	(264.80)	(9.96)	-3.76
(Loss)Gross Profit	96.00	(15.05)	111.05	737.87
Other Revenue (Expense)	3.82	4.85	(1.03)	-21.24
Selling, General & Administrative Expense, Financial Cost	(114.49)	(182.34)	(67.85)	-37.21
Profit (Loss) before Income Tax Expense	(14.66)	(192.54)	(177.88)	-92.39
Income Tax	(1.81)	22.69	24.50	107.98
Net (loss) for the year	(16.47)	(169.85)	(153.38)	-90.30

Mr. Sataporn Koteeranurak, a shareholder, voiced support for the executives and asked the following:

- 1) The reason for the Company to pay the corporate income tax when the Company made loss.
- 2) The use of the tax benefits of the Company's loss-making operating result.
- 3) The Key Audit Matter and the report of the auditor.

Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting, thanked the shareholders for the questions and clarified that:

- 1) The tax is not the corporate income tax to be paid to the Revenue Department but the deferred tax which is in accordance to the accounting standard.
- 2) The Company had major loss in the year 2020. It is projected that there would be tax benefits for another 5 years.

Mr. Sa-nga Chokenitisawat, the auditor, further clarified that the report of the auditor was issued without reservation to the consolidated financial statement of the Company in the year 2021. Key Audit Matter was asset impairment where during the spread of the Covid-19, the auditors were concerned that the Company may not be able to utilize the assets to generate income to cover its recorded value. However, with the projection of the operating result of Company, the impacts from the spread of Covid-19 situation were likely to improve. Such assets are able to generate the income for the Company to cover the carrying value as recorded of the assets. Therefore, the Key Audit Matter was not of importance, and the auditor thus issued an unqualified opinion.

Mr. Nara Sripetch, a shareholder, asked as follows:

- 1) The projected time that the Company would be able to break-even and start profiting.
- 2) Is the generation of income of Baht 350 million a result of the utilization of the Company's lands in their full capacities?

Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting, thanked the shareholders for the questions and clarified that the projection is a matter of the future. If the Company is not making loss, the Company must make more income than the expenses. However, in the year 2020 and 2021, the Company was faced with the impacts from the spread of Covid-19 which was not the operating result in the normal circumstances.

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Mr. Chayanont Ulit, Director and Chief Executive Officer, clarified that:

- 1) The main business operation of the Company is the equipment and studio rental service to the foreign clients which received impacts from the spread of the Covid-19. Therefore, the Company had readjusted the price and the strategies to attract clients in Thailand. The Company also expanded the scope of business to be content creation service for hire which is a low-risk business for additional income. It is projected that the year 2022 will have better operating result than the year 2021.
- 2) The 1st and the 2nd quarter of the year 2021 that had a severe spread of the Covid-19, the Company thus could not use the lands in their full capacities. In the 3rd and 4th quarter however, there were increases in lands and equipment utilization which increased the income.

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 2021 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 2021 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged in all respects with the votes of 695,271,612 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 no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2021**

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 2021 (according to Separate Financial Statements ended 31 December 2021 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 2021.

After that, the Secretary 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 2021.

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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 2021 be approved as proposed in all respects with the votes of 695,271,612 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 2022, namely:

1. Mr. Kamol Ratanachai Independent Director and Audit Committee
2. Mr. Poomchai Wacharapong Director; and
3. Yaowalak Poolthong, Ph.D. 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 5 October 2021 to 31 December 2021 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. Kamol Ratanachai; (2) Mr. Poomchai Wacharapong; and (3) Yaowalak Poolthong, Ph.D. 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. Kamol Ratanachai; (2) Mr. Poomchai Wacharapong; and (3) Yaowalak Poolthong, Ph.D. for another term.

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Resolution: The Meeting resolved by the 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. Kamol Ratanachai Independent Director and Audit Committee

with the majority votes of 695,275,194 votes approving (99.9999 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 618 votes disapproving (0.0001 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. Poomchai Wacharapong Director

with the unanimous votes of 695,275,812 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. Yaowalak Poolthong, Ph.D. Director

with the unanimous votes of 695,059,812 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), 216,000 votes abstaining and 0 votes voided ballot(s).

Agenda 6 To consider and approve the directors' remuneration for 2022

The Secretary informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration for the year 2022 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 2022 in the same rate as for the year 2021 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

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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 2022 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 2022 be approved to be effective until the Shareholders' Meeting resolves otherwise as proposed in all respects, with the votes of 695,274,812 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 2022

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. Mr. Kan Tanthawirat, Certified Public Accountant No.10456

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 2022. 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 2022.

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

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Company's Financial Statements for seven consecutive fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017-2021. Mr. Krit Chatchawalwong was an auditor of the Company for the fiscal year 2021, and Mr. Kan Tanthawirat has never performed any services as auditor 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 2022 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 which is 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 2022.

Resolution: The Meeting resolved by unanimous vote that the appointment of the Company's auditors and their remuneration for year 2022 be approved as proposed in all respects with the votes of 695,275,812 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)**

Mr. Prasit Rakthaisaentawee, a shareholder, asked the followings:

- 1) The income generation of the Company after the spread of the Covid-19 has mitigated.
- 2) The reservation for the rental of the equipment or studio from the foreign client.
- 3) The overall picture of the Company and the visions of the executives in the next 3 to 5 years.
- 4) Company's opportunities and impacts from the Metaverse and Web 3.0.
- 5) The operation plan and the business potential of the lands in Bang Bo including the possibilities for the shareholders to visitation.
- 6) Benefits from the shareholding of the BBTV Productions Co., Ltd. which has a higher shareholding ratio than the minority shareholders distribution as prescribed by the Stock Exchange of Thailand.

Mr. Chayanont Ulit, Director and Chief Executive Officer, clarified that:

- 1) Under the normal circumstances, the production crews would resume back to operation so would the income of the Company.
- 2) There are foreign clients who contacted from times to times. The Company also has local clients. However, in the 3rd and 4th quarter of the year 2022, there starts to have foreign clients. The Company projected that, in this 2022, there will be a lot of the foreign clients coming in.

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- 3) The Company always develops and expands its business all the times such as the addition of content creation service, Studio Park has development plan in the empty area, and Gear Head has a plan to invest in new equipment for the continuous income generation of the group companies.
- 4) Currently, the Company is keen to provide the service business to support equipment or provide the content creation service for hire relating to the Metaverse. However, in participating as the content provider in the Metaverse, the Company is still studying the market direction.
- 5) For the unutilized lands, the Company is currently in the process of constructing the traditional Thai house and has a plan to build float house and floating market thereafter. In this regard, the land development plan of the Company is based on the demands in the market. Furthermore, the Company had utilized the lands based on the business capacities and necessities, but may not have utilized in the full capacities of the lands as the lands are very large. Should the shareholders wish to visit, the shareholders are welcomed.

Yaowalak Poolthong, Ph.D., a director, further clarified that, in the past year, the Company was making loss. The major shareholders thus sent the letter of intention concerning the purchase of shares in order to provide the full support for the Company.

Mr. Sataporn Koteeranurak, a shareholder, asked the following:

- 1) The investment plan of the Company in the year 2022.
- 2) The source of investment capital of the Company.
- 3) The calculation of the accounting depreciation value of the equipment for rent which has 3 years break even period.
- 4) The measures to solve the assets impairment as mentioned by the Company's auditor.

Mr. Chayanont Ulit, Director and Chief Executive Officer, clarified that:

- 1) The equipment of Gear Head is required to be updated at all times to respond to the market demands where the Company mainly consider to invest based on the client's demands. Therefore, in investing, the Company typically has an equipment reservation in advance and there are usually around 3 years to break-even. For the Studio Park, the Company has projected that there would be an investment to build an outdoor studio to maximize the utility of the lands. The Company will mainly consider from the demands of the market such as an investment to build the traditional Thai house. In the parts of the Company, there will be an adjustment in business to be a providing of content creation service for hire which pose a low risk.
- 2) The investment capital of the Company comes from the cashflow of the Company except for the investment capital to construct the traditional Thai house that the Company had loaned from the financial institution since the past year.

For the asset impairment, based on a discussion with the auditors, such assets are the studios of the Company. During the spread of Covid-19, the studios were not in use. The auditor was of opinion that there might be a Key Audit Matter relating to impairing of book value of the assets. However, there had been a full utilization of such the areas afterwards. The Key Audit Matter had thus been resolved.

Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting, clarified that the period of 3 years is not the book depreciation value but a break-even period of the equipment by considering based on the demands of the client. The depreciation value will be calculated based on the accounting principles.

Mr. Sa-nga Chokenitisawat, the auditor, further clarified that the Key Audit Matter is an observation of the financial statement where the auditors will

Enclosure 1

discuss with the Company first. Based on the spread of the Covid-19 situation, the income generated from the assets is less than the book value of the assets. Therefore, the auditors must consider whether such assets have a projected income generation which may cover the depreciation value or not. Based on the discussion with the Company concerning the future reservation, the auditors were of opinion that it can cover the fixed cost of the assets. The Key Audit Matter thus was not relevant.

Mr. Nara Sripetch, a shareholder, asked as follows:

- 1) The estimated size of the lands in Bang Bo.
- 2) The projected amount of investment capital that the Company will use in the year 2022.

Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting, clarified that the land's size in Bang Bo is 216 Rai by estimation.

Mr. Chayanont Ulit, Director and Chief Executive Officer, further clarified that the Company considers the future investment plan based on the market's response such as if the traditional Thai house yields good operating result, the Company may consider to make additional investment.

No other business was proposed to the Meeting.

The Meeting closed at 11:25 a.m.


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

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

(Translation)

Enclosure 3

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	: 65 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	: 9 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		
<u>1. Listed Companies</u>		
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 PCL.	
Feb 2019-Present	: Director Grand Canal Land PCL.	
Dec 2004- Dec 2018	: First Executive Vice President	
Sep 2002- Nov 2004	: Executive Vice President Bank of Ayudhya PCL.	

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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 Khao Kheow Country Club Co., Ltd.
Mar 2019- Present Feb 2014- Mar 2019	: Chairman of the Board of Director Advisory Chairman HR PRO Security and Services Co., Ltd.
Apr 2018- Dec 2020	: Director Bangkok Broadcasting & TV Co., Ltd.
Apr 2018- Present Apr 2014- Mar 2019	: Chairman of the Board Director Media Studio Co., Ltd.
Apr 2017- Present	: Director Grand Prime Asset Co., Ltd.
Sep 2012- Present	: Director Grand Huay Kaew Co., Ltd.
Oct 2010- Present	: Chairman of the Voard Chief Executive Officer Grand Larn Luang Co., Ltd.
Sep 2002- Dec 2018	: Director Chairman of the Board Executive Committee Krungsri Ayudhya AMC Co., Ltd.

Number of meeting attended in 2022	: Board of Director Meeting 14/14 times : Board of Executive Committee Meeting 12/12 times : Board of Nomination and Remuneration Committee Meeting 2/2 times
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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 2023

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

Other Listed Companies		Other/ Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
2	: Director Grand Canal Land PCL. : First Executive Vice President : Executive Vice President Bank of Ayudhya PCL.	7	4

Enclosure 3

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	
Positon	: Independent Director : Chairman of the Audit Committee : Corporate Governance Committee	
Age	: 70 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	: 13 years 2 months*	
Education	: Master's Degree ,Business Administration (Management) , Marshall University, USA.	
Training	: Ethical Leadership Program (ELP 17/2019) (2562): IOD : Certificate, Role of the Chairman Program (2017): IOD : Certificate, Director Certification Program (2013): IOD : Certificate, Role of the Compensation Committee (2007): IOD : Certificate, Director Accreditation Program (2007): IOD : Certificate, Audit Committee Program (2004): IOD : Certificate, Leader Program, Capital Market Academy (Class 6) (2008)	
Shareholding in the company	: -None-	
Work Experience		
<u>1. Listed Companies</u>		
Sep 2019-Present	: Corporate Governance Committee	
May 2010-Present	: Independent Director : Chairman of the Audit Committee Matching Maximize Solution PCL.	

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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 : Investment Committee Krungthai AXA Life Insurance PCL.
Jun 2013- Apr 2018	: Chairman Food Capitals PCL.
2011- Present	: Chairman : Audit Committee : Chairman of Nomination and Remuneration Committee FINANSA PCL.
2001- Jul 2017	: Independent Director : Chairman of Audit Committee : Nomination and Remuneration Committee : Corporate Governance Committee Krungthai Card PCL.

2. Other Companies /Organizations

May 2018- Mar 2020	: Director : Executive Director
2014- Present	Wind Energy Holding Co., Ltd. : Independent Director : Chairman of the Board of Director : Chairman of Audit Committee
2011- Present	KPN Academy Co., Ltd. : Independent Director : Audit Committee FINANSA Securities Limited.
Number of meeting attended in 2022	: Board of Director Meeting 14/14 times : Board of Audit Committee Meeting 9/9 times : Board of Corporate Governance Committee Meeting 4/4 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 2023

Enclosure 3**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
5	: Independent Director : Chairman of Audit Committee : Nomination Compensation and Corporate Governance Committee Symphony Communication PCL. : Audit Committee : Risk Management Committee : Investment Committee Krungthai AXA Life Insurance PCL. : Chairman Food Capitals PCL. : Chairman : Audit Committee : Chairman of Nomination and Remuneration Committee FINANSA PCL. : Independent Director : Chairman of Audit Committee : Nomination and Remuneration Committee : Corporate Governance Committee Krungthai Card PCL.	3	-

[Note:* The Board of Directors reviewed and opined that Mr. Akarat Na Ranong is qualified to be the Company's independent director and he has possessed capability to perform duties under the corporate governance principles. Even though he has been the independent director for nine straight years already, he has continued to perform duties and provide opinions independently, under the relevant laws in regard to requirements for independent directors. In addition, he is a qualified person, who possesses knowledge and experience in the company's businesses. He has continued to demonstrate good performance as the Company's independent director.]

Enclosure 3

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

Name	: Mr. Chayanont Ulit
Position	: Director : Chief Executive Officer : Executive Director
Age	: 54 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.
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Period of Directorship	: 2 years 8 months
Education	: Bachelor of Architecture, Chulalongkorn University
Training	: Certificate, Director Certification Program (2021): IOD : Financial Concepts for Business Management (2021): SET
Shareholding in the company	: -None-

Work Experience
1. Listed Companies

Aug 2020-Present	: Director : Chief Executive Officer : Executive Director Matching Maximize Solution PCL.
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2. Other Companies /Organizations

Aug 2020-Present	: Director : Managing Director Gear Head Co., Ltd.
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Enclosure 3

Apr 2020- Present : Director
 : Managing Director
 The Studio Park (Thailand) Co., Ltd.

Nov 2020- Nov 2021 : Liquidator
 TSPP Production Service Co., Ltd.

Sep 20120- Present : Chairman of the Board of Director
 : Director
 Transformation Films Co., Ltd.

Number of meeting attended in 2022 : Board of Director Meeting : 14/14 times
 : Board of Executive Committee Meeting 12/12 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 2023

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	1

Enclosure 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, major shareholder, or controlling person, 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, major shareholder, or controlling person unless the foregoing status has ended not less than two years prior to the date of application filing with the SEC Office. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the company;

(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 directors, executives or controlling persons of the company or its subsidiary;

(d) not having or having had a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder, or controlling person of the person having business relationship with the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing relationship has ended not less than two years prior to the date of application filing with the SEC 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 results in the company or the 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 Capital Market Supervisory Board Re: Rules on

Enclosure 3

Related Party 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, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing relationship has ended not less than two years from the date of application filing with the SEC 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, major shareholder, or controlling person, and not being a significant shareholder, controlling person, 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 SEC 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 another 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/her 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.

Enclosure 4

(Translation)

Guideline for the appointment of proxy, registration, and evidence to be presented on the date of to attend the Shareholders' Meeting

All shareholders and proxies are requested to bring their invitation letter, proxy form (if any) and the following required documents to register their attendance of the Shareholders' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") on 26 April 2023.

1. Documents Required Prior to Attending the Meeting

For Individuals

1. Attending in person

Valid identification document 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. Attending by Proxy

- 2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting that is completely filled, signed by the shareholder appointing the proxy and the proxy, and affixed with the stamp duty
- 2.2 Certified true copy of valid identification document of the shareholder issued by governmental authorities as specified in Item 1 for individuals.
- 2.3 Certified true copy of valid identification document of the proxy issued by governmental authorities as specified in Item 1 for individuals

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting in person

- 1.1 Valid identification document of the authorized director(s) issued by governmental authorities as specified in Item 1 for individuals
- 1.2 Copy of shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 6 months before the meeting date and certified true copy 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. Attending by Proxy

- 2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out, signed by the authorized director(s) of the shareholder granting the proxy and the proxy, and affixed with the stamp duty
- 2.2 Copy of Shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 6 months before the meeting date and certified true copy by the authorized

Enclosure 4

- director(s); the certificate must show a statement that the authorized director(s) has the authority to act on behalf of the juristic person that is the shareholder
- 2.3 Certified true copy of valid identification document of the authorized director(s) issued by governmental authorities as specified in Item 1 for individuals.
- 2.4 Certified true copy of valid identification document of the proxy issued by governmental authorities as specified in Item 1 for individuals

3. *Proxy For Shareholder who is a Foreign Investor Assigning Custodian in Thailand*

3.1 Documents from Custodian

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

3.2 Documents from the Shareholder

- a. Power of Attorney from the shareholder assigning the Custodian to execute the proxy on his/her behalf
- b. Copy of Shareholder's Certificate of Registration issued no longer than 6 months certified true copy 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 identification document of the authorized director(s) issued by governmental authorities as specified in Item 1 for individuals

3.3 Valid identification document of the proxy issued by governmental authorities as specified in Item 1 for individuals

In case that the original documents are not in Thai or 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.

Enclosure 4

4. *For Non-Thai Nationality Shareholder or Foreign Company (Other than Those Assigning Custodian as 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 Thai or 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) for no longer than 6 months shall be required.

2. Granting of Proxy

The Company has delivered the Proxy Form (Form B) with the form as prescribed by the Department of Business Development, Ministry of Commerce and uploaded Proxy Form (Form A, Form B and Form C) on the Company's website (www.matchinggroup.com). There are different types of Proxy form as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form – sets out specific details of authorization
- Form C : Custodian Proxy Form – only for shareholder who is a foreign investor and appoints a custodian in Thailand

The shareholders who are not able to attend the meeting may appoint a proxy, as follows:

- (1) Shareholders other than foreign shareholders with a Custodian in Thailand shall complete either Proxy Form A or Form B. Foreign shareholders with a Custodian in Thailand 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) Appointing a person or an Independent Director of the Company (as attached) as a proxy to attend and vote at the Meeting on behalf of the shareholders by specifying the name and details of the proxy and sign the form as the grantor;
- (3) Affixing Baht 20 stamp duty and specifying the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Submitting the completed Proxy Form to the Secretary Department of the Company within 20 April 2023 or at least 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 with custodian in Thailand where the shares can be divided for allocation of the votes.

Remark:

1. In case the shareholder wishes to cancel the granting of proxy, the shareholder can do so by serving a notice in writing to the Chairman of the Board of Directors, or via E-mail corporate_secretary@mmsbangkok.com before the commencement of the Meeting, or at the latest, before the voting of each agenda.
2. Shareholders should study the agenda's details of the Meeting prior to the granting of proxy

Enclosure 4

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 hrs. on 26 April 2023 at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , No. 269, Larn Luang Road, Pomprab District, Bangkok 10100. Please refer to the map attached hereto.

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.

Enclosure 5

(Translation)

The Company's Articles of Association which are relevant to the shareholders' meeting and voting exercise

Article 15. All directors must be elected and appointed by simple majority votes of a shareholder meeting pursuant to the following rules and procedures:

- (1) each of the shareholders shall have 1 vote per 1 share;
- (2) in the election of directors, any shareholders may vote either for each director individually or for several directors as a group or may vote by other means as they deem appropriate, provided always that each of the shareholders must exercise his/her/its voting right pursuant to the number of the total votes he/she/it has under (1) above whereby the number of such votes may not be split for more than one director or group of directors; and
- (3) the persons and the number of persons who shall be elected and appointed as directors shall be based on the order of maximum number of votes each of such persons may obtain and the total number of directors the Company may have or, as the case may be, the number of directors for such time of appointment. In the event that there are persons obtaining equal number of votes at the next order of maximum number of votes and the number of such persons with equal votes is more than the number of directors to be appointed at such time, the Chairman shall also have a casting vote there for.

Article 16. At every annual general meeting, one third of the directors shall retire. If the number of directors to be retired cannot be divided as such one-third, the number of directors closest to one-third shall retire.

In the first and second year after the registration of conversion to a public company is made, the directors retiring from office shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. In this connection, should there be several directors, holding the office longest, with equal term and the number of such directors be more than the number of directors needed to be retired, such directors shall retire by drawing lots. A director retiring from office as such may be re-elected.

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

A general meeting other than as mentioned in paragraph one is called extraordinary general meeting. The board of directors may summon an extraordinary general meeting at any time as deemed appropriate. Or a shareholders or shareholders whose shares combined make up at least 10 percent of all the paid up shares may sign a letter requesting the board of directors to call an extraordinary general meeting at any time and outlining matters and reason for the request for the summoning of such meeting in a clear manner in the letter. In such an event, the board of directors shall call a general meeting to be held within 45 days from the date of receipt of the letter from the shareholders.

In case the board of directors fails to convene the meeting within the period in paragraph two, the shareholders who signed the letter or other shareholders whose shares combined make up the amount as prescribed may summon the meeting on its own accord within 45 days from the date of the end of the period in paragraph two. In this case, the

Enclosure 5

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

Enclosure 5

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;

Enclosure 5

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

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

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

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

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

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

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

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

Enclosure 6

(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 2023

Name	:	Mr. Chatrapee Tantixalerm
Position	:	Independent Director and Audit Committee
Age	:	60 years
Address	:	2 Soi Sri Sanguan Samsen Nok, Huai Khwang, 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	:	- Certificate, Corporate Governance for Capital Market Intermediaries (2/2015) : IOD - Certificate, Director Accreditation Program (48/2005) : IOD
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the year 2023 for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2023.

In this regards, the Independent Director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

Enclosure 6

(Translation)

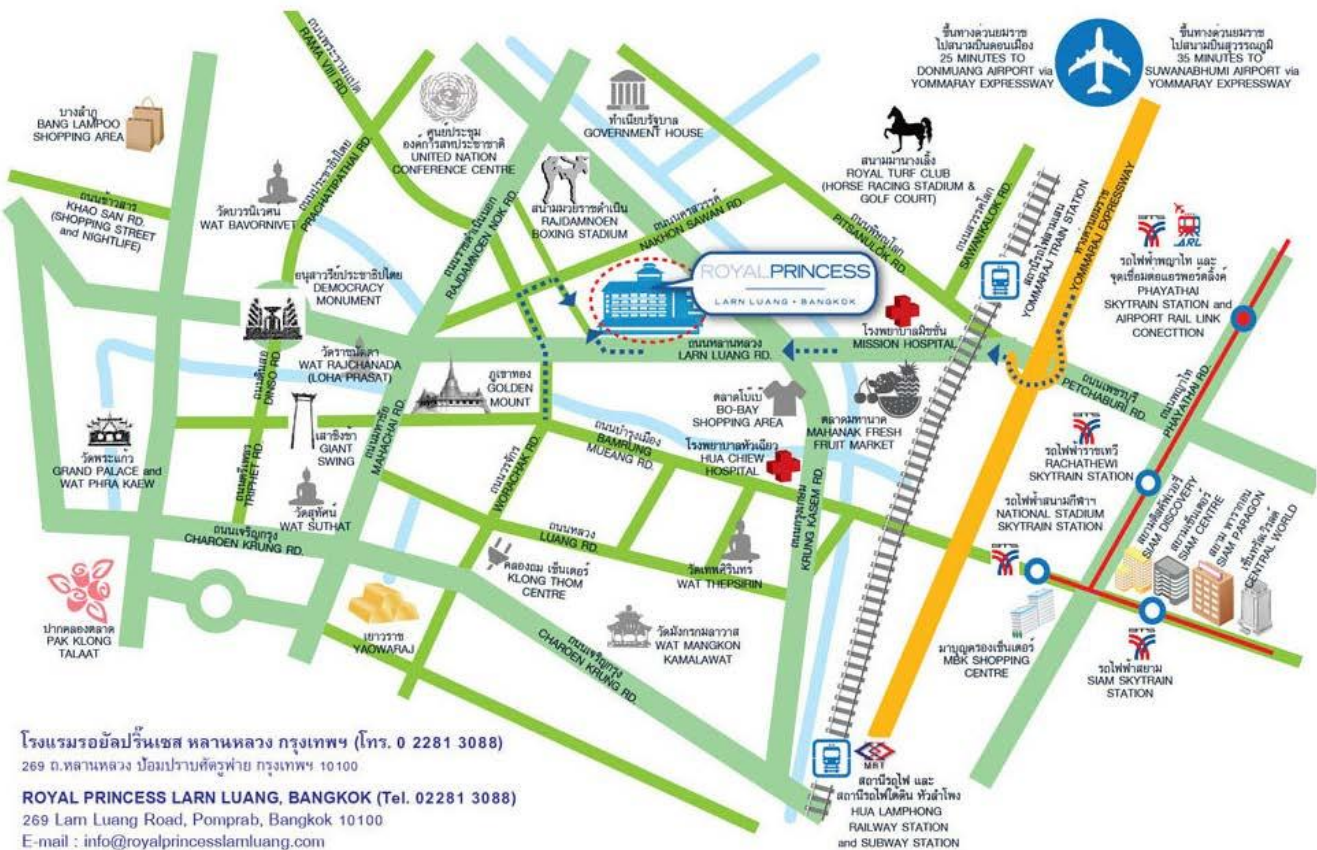
Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2023

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director and Audit Committee
Age	:	57 years
Address	:	54 Soi Ramkhamhaeng 58/3 separation 4 Hua Mak, Bangkapi , Bangkok 10240
Family relationship with executives of the Company	:	None
Educational background	:	- Master of Business Administration (MBA), Bangkok University - Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A.
Training relating to role and duties of director	:	- CAC SME IA Certification: Thailand's Private Sector - Collective Action Coalition Against Corruption (CAC) - Ethical Leadership Program (ELP) (2562) : IOD - Corporate Governance for Executives (CGE) (2562): IOD - How to Develop a Risk Management Plan (HRP) (2561) : IOD - Risk Management Program for Corporate Leaders (2560) : IOD - Director Certification Program (2559) : IOD - Anti-Corruption : The Practical Guide (2558) : IOD - How to Measure the Success of Corporate Strategy(2556) :IOD - Successful Formulation & Execution of Strategy (2555) : IOD - Audit Committee Program (2552) : IOD - Director Accreditation Program (2551) : IOD
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the year 2023 for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2023.

In this regards, the Independent Director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

**Location map of the meeting's venue of
The Annual General Meeting of Shareholders 2023
At Rachadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok
269 Larn Luang Road, Pomprab , Bangkok.**

แผนที่ โรงแรมรอยัล ปรีนซ์ส หลานหลวง กรุงเทพฯ



โรงแรมรอยัลปรีนซ์ส หลานหลวง กรุงเทพฯ (โทร. 0 2281 3088)
269 ด.หลานหลวง 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

สิ่งที่ส่งมาด้วย 8

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(ปิดอากรแสตมป์ 20 บาท)
Duty Stamp 20 Baht

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 atวันที่ 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 แมทซิ่ง แมกซิไมซ์ 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



สิ่งที่ส่งมาด้วย 8Enclosure 8

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the year 2023

ในวันที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนนหลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 26 April 2023 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 2565 เมื่อวันที่ 27 เมษายน 2565
 Agenda Item 1 Subject To consider and adopt the Minutes of the Annual General Shareholder' Meeting for the year 2022 held on 27 April 2022
- (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 2565
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2022
- 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 2565 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 2022 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 พิจารณาและอนุมัติงบจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2565
 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 2022
- (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

สิ่งที่ส่งมาด้วย 8

Enclosure 8

- 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 นายสรสรฤชดี เย็นบำรุง
The director's name Mr.Sansrit Yenbamrung
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายอัศวรัตน์ ณ ระนอง
The director's name Mr.Akarat Na Ranong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ นายชยานนท์ อุลิศ
The director's name Mr.Chayanont Ulit
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2566
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2023
- (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 2566
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2023
- (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:

- เห็นด้วย
Approve
- ไม่เห็นด้วย
Disapprove
- งดออกเสียง
Abstain

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

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

สิ่งที่ส่งมาด้วย 8Enclosure 8**หมายเหตุ :**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 - (1) นายฉัตรพี ตันติเฉลิม หรือ
 - (2) นายกมล รัตน์ไชย(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. Chatrapee Tantixalerm or
 - (2) Mr. Kamol Ratanachai(Information of independent directors were shown in the Enclosure 6)



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Allonge of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท แม็ทซิง แม็กซิไมซ์ โซลูชั่น จำกัด (มหาชน) (“บริษัท”)
The appointment of proxy by the shareholder of Matching Maximize Solution Public Company Limited (“The Company”)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566
At the Annual General Meeting of Shareholders for the year 2023

ในวันที่ 26 เมษายน 2566 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
หลานหลวง เขตป้อมปราบ กรุงเทพมหานคร 10100
to be held on 26 April 2023 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





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