

**INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS NO.1/2024
MATCHING MAXIMIZE SOLUTION PUBLIC COMPANY LIMITED**

Monday 30 September 2024 at 10.00 a.m.

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

Registration starts at 9.00 a.m.

Please bring the Notification of Meeting with barcode to the meeting



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

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 prepared 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 to be informed to you as the owner of personal data are 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-CS67/017

6 September 2024

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2024 held on 24 April 2024
 2. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Extraordinary General Meeting of Shareholders No. 1/2024
 3. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 4. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Extraordinary General Meeting of Shareholders No. 1/2024
 5. Location map of the Meeting's venue of the Extraordinary General Meeting of Shareholders No. 1/2024
 6. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on 30 September 2024 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.

Agenda 1 **To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2024 held on 24 April 2024**

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2024 held on 24 April 2024, 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 2024 held on 24 April 2024. 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 2024 held on 24 April 2024, was correctly recorded and should be proposed to the 2024 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 consider and approve the transfer of the legal reserve and share premium to compensate the retained deficit.****Facts and rationale**

According to the Section 119 of the Public Companies Act B.E. 2535 (1992) (as amended) stipulated that, when approval of the meeting of shareholders has been granted, the Company may transfer the reserve fund under Section 51 or Section 116 or other reserve funds to compensate the retained deficit of the Company. The compensation for the accumulated losses under paragraph one shall be deducted from other reserves before it shall be deducted from the reserve fund under Section 116 and from the reserve fund under Section 51 respectively.

In this regard, according to Separate Financial Statement ended on 30 June 2024, the amount of the Company's legal reserve fund is THB 10,658,657.00, share premium at THB 906,214,683.22 and retained deficit at 561,238,397.17 Baht. Therefore, in order to enhance the ability of the Company to distribute dividends in the future when the Company makes a profit and has sufficient cash flow, it is deemed appropriate to propose to the meeting to consider and approve the transfer of legal reserve in the amount of THB 10,658,657.00 and share premium in the amount of THB 906,214,683.22 to compensate the retained deficit in the amount of THB 561,238,397.17. Following the transfer of legal reserve and share premium to compensate the retained deficit as aforementioned, the Company's separate financial statements will reflect no retained deficit and no legal reserve. The remaining share premium will be in the amount of THB 355,634,943.05. Nevertheless, such transfer will not affect the shareholders' equity since it is only an accounting treatment. The information of shareholders' equity are as follows:

Shareholders' Equity (Thai Baht)	Before the Transfer of Legal Reserve and Share Premium	After the Transfer of Legal Reserve and Share Premium
Authorized Share Capital	781,629,851.00	781,629,851.00
Issued and Paid-up Share Capital	781,628,733.00	781,628,733.00
Share Premium	906,214,683.22	355,634,943.05
Legal Reserve	10,658,657.00	-
Retained Earnings (Deficit) – Unappropriated	(561,238,397.17)	-
Total Shareholders' Equity	1,137,263,676.05	1,137,263,676.05

Board's opinion

The Board of Directors is of the opinion that should be proposed to the Extraordinary General Meeting of Shareholders No. 1/2024 for consider and approve the

transfer of the legal reserve and share premium to compensate the retained deficit per the details mentioned above.

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 3 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 Extraordinary General Meeting of Shareholders No. 1/2024 as appeared in Enclosure 2. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 3. 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 4 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 23 September 2024 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 Extraordinary General Meeting of Shareholders No.1/2024 on 4 September 2024.

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 2024 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 24 April 2024 at 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100. The Company recorded this AGM in a form of video.

Directors/Executives present at the Meeting

- | | | |
|----|---------------------------|--|
| 1. | Mr. Sansrit Yenbamrung | Chairman of the Board of Directors |
| 2. | Yaowalak Poolthong, Ph.D. | Director |
| 3. | Mr. Poomchai Wacharapong | Director |
| 4. | Mr. Neil Wayne Thompson | Director |
| 5. | Mr. Komkrit Sirirat | Director |
| 6. | Mr. Chayanont Ulit | Director and Chief Executive Officer |
| 7. | Mr. Akarat Na Ranong | Independent Director and Chairman of Audit Committee |
| 8. | Mr. Kamol Ratanachai | Independent Director and Audit Committee |

Directors/Executives absent at the Meeting

- | | | |
|----|---------------------------|--|
| 1. | Mr. Chatrapee Tantixalerm | Independent Director and Audit Committee |
|----|---------------------------|--|

At present, the Company has a total of 9 directors. All the 8 directors have attended the 2024 Annual General Meeting of Shareholders.

Auditor and Legal Counsel in attendance

- | | | |
|----|--------------------------------|--|
| 1. | Mr. Sa-nga Chokenitisawat | Auditor from PricewaterhouseCoopers ABAS Limited |
| 2. | Ms. Kulkanist Khamsirivatchara | 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**”), has declared the Meeting open and entrusted Mr. Nanat Sonsa-ad, the Company Secretary, acting as secretary of the Meeting (the “**Secretary**”) to proceed with the meeting, and clarify the details of each agenda, and procedures in relation to voting by shareholders.

The Secretary informed the Meeting that there were 10 shareholders attending the Meeting in person holding a total of 331,620 shares and 24 shareholders attending the Meeting via proxy holding a total of 688,971,615 shares whereby there were a total of 34 shareholders attending the Meeting constituting a total of 689,303,235 shares or 88.1881 percent of all the issued shares of the Company (there were a total of 781,628,733 issued shares of the Company), thereby forming a quorum under the Company’s Article of Association. After the Meeting was declared open, there were additional shareholders and proxies who came to register for Meeting attendance resulting in a total attendance of 37 persons holding a total of 689,499,453 shares or 88.2132 percent of total issued shares of the Company.

The Secretary has explained the voting procedure in each agenda as follows:

1. One share is entitled to one vote. Thus, each shareholder has votes in accordance with the shares held or by proxy.

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2. Shareholder who has special interests on a given agenda has no right to cast the vote on such agenda. However, in the agenda on an appointment of the director; all shareholders can cast their votes without being regarded as constituting special interests. Furthermore, for the Good Corporate Governance Principles, in Agenda 6 on consideration and approval of the directors' remuneration, the Director who is a shareholder of the Company and has attended this Meeting had casted his/her abstaining vote in advance.
3. In each agenda, the Secretary will ask whether there is any shareholder who disapproves and abstains from voting. If there is no disapproving or abstaining vote, the Secretary will conclude the resolution in such agenda as approved with unanimity. Should any shareholders wish to disapprove or abstain from voting, they are required to mark on the voting ballot given during the registration procedure before the Meeting starts. In this regard, the shareholder shall mark a cross sign in the slot and raise their hands so that the officers can collect such voting ballots for voting collection. For shareholders who do not disapprove or abstain from voting, it shall be deemed that such shareholders approve the proposed agenda and do not require marking on the voting ballot. The Company will take disapprove and/or abstain from voting to deduct from the total vote of shareholders attending the Meeting to conclude the resolution in such agenda. For the shareholders who do not return the disapproving or abstaining vote ballots to the officers, the Company will deem that such shareholders have approved the proposed agenda.

However, for the Good Corporate Governance Principles of the Stock Exchange of Thailand, in Agenda 5 on the appointment of directors replacing those who retire by rotation; the shareholders who wish to approve, disapprove, or abstain from voting are requested to cast their votes in the given voting ballot and return the vote ballots to the officers for voting collection.

The following voting ballot shall be deemed voided:

- (1) Voting ballot marked in more than one slot;
 - (2) Voting ballot with any cross out with no certified signature; and
 - (3) Voting ballot with mark but with no certified signature;
4. For the proxy whom the grantor indicated the approving, disapproving, or abstaining votes on any agenda in the proxy form, the proxy is not required to vote in the voting ballot. The Company will count the votes as appeared in the proxy form. Meanwhile, for the proxy whom the grantor did not indicate the votes in the proxy form, the proxy shall cast his/her votes in each agenda as if the shareholder attending the Meeting in person.
 5. The Secretary will inform the Meeting for the conclusion of voting result in each Agenda, whereby the voting result shall be total votes of the latest number of shareholders attending the Meeting in person or via proxy of each agenda.
 6. The resolutions of the Meeting consist of the following votes:
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;
Agenda 8 to be approved by not less than three-fourths of the total number of votes of the shareholders attending the Meeting and having the right to vote; 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 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 2023 held on 26 April 2023

The Secretary proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2023 held on 26 April 2023, the copy of which was sent to the shareholders together with the notice of this Meeting. Also, the Board of Directors considered that the Minutes of

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the Annual General Meeting of Shareholders for the year 2023 was correctly recorded therefore it is appropriate to propose to the Meeting to approve such Minute.

The secretary asked shareholders if they had any questions or suggestions, it is appeared that there is no question or suggestion from shareholders/proxies.

Resolution: The Meeting resolved by unanimous vote that the Minutes of the Annual General Meeting of Shareholders for the year 2023, held on 26 April 2023 be adopted as proposed in all respects with the votes of 689,303,235 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 2 To acknowledge the Company's operating results for the year 2023

The Secretary requested Mr. Chayanont Ulit, Director and Chief Executive Officer, to report the operating results of the Company for 2023 to the Shareholders' Meeting, which could be summarized as follows:

The overview of the Company and our subsidiaries for the year 2023, there was an income in the amount of Baht 450.78 million and a profit in the amount of Baht 20.13 million. The details are as follows:

- (1) **Equipment rental service business** which is operated by Gearhead Company Limited ("**Gearhead**") had an income of Baht 325.67 million and a profit of Baht 8.91 million. After the outbreak of the coronavirus (COVID-19), the production of foreign films and commercials has increased which causes Gearhead to increase the investment in various equipment to be modern and meet customer's needs. In this regard, the investment decision will be based on the customer's needs as the main focus to reduce investment risk.
- (2) **Studio rental service business** which is operated by The Studio Park (Thailand) Company Limited ("**Studio Park**") had an income of Baht 79.82 million and a profit of Baht 6.21 million due to the growth of the streaming business and foreign movies in which the main service area is still the Sound Stage of all 5 studios. In addition, Studio Park offers other areas such as a Skytrain, a swimming pool, a Thai house, a backlot, and various empty areas to provide services for filming movies, dramas, and commercials both domestically and internationally.
- (3) **The Content production business** which is operated by the Company. The main business is to provide production services of dramas for various broadcast channels in the country in order to create new business opportunities and extend Gearhead's filming equipment to maximum benefit. In the past year, the Company has been hired to produce content for Work Point and MONO channels which are Suesa Tad Sing Ling Lok Chao, Thao Kradangnga, and My Miracle. In addition, the Company has been hired to organize various important events and exhibitions for government agencies as well.

Business trends in the year 2024 are good which is considered by the statistics of foreign filming in Thailand (according to TFO Thailand Film Office, Department of Tourism, Ministry of Tourism and Sports). In the first quarter, it was found that there is twice of the investment in Thailand as in the same period of the year 2023. The trends of each business in the year 2024 can be summarized as follows:

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- (1) **Gearhead's equipment rental service business.** There is a tendency for income to increase by approximately 10 to 15 percent.
- (2) **Studio Park's studio rental service business.** It is expected that the income will increase approximately 10 percent.
- (3) **The Company's content production business** is in the process of searching for new business opportunities to create income for the Company in which the Company offers and presents dramas through new broadcast channels increased from the previous year and is also hired to organize important events and exhibitions for various agencies, both the state and private sectors, for instance, the Maha Songkran event where the Company was given the opportunity by the government to organize the main stage on Silom Road which received good feedback. As a result, it is expected that the Content production business will increase approximately 10 percent.

From what has been mentioned above, the overview of the business trends of the Company and our subsidiaries are therefore likely to have an increase in operating results of approximately 10 percent. However, in 2024, in addition to generating profits, the Company also places importance on driving sustainable business. The Company provides operations that are concerned about the concept of sustainable organizational development or Environmental, Social, and Governance (ESG), for instance, changing street lamps to LED bulbs, using global positioning systems (GPS) for car tracking to record history and calculate consumption rates so that resources can be used efficiently, the environmentally friendly procurement policies, or setting a plan for the goal of reducing greenhouse gas emissions to be in accordance with the policy of the Stock Exchange of Thailand. In addition, the Company also has continuous social and governance performance. The Company received an excellent governance assessment from the Thai Institute of Directors (IOD). In 2023, the Company received a full 100 points from the annual general meeting (AGM) assessment from the Thai Investors Association.

Mr. Kamol Ratanachai, Independent Director and Audit Committee member then informed the Meeting of the Company's policy of good corporate governance and anti-corruption in the past year. It can be summarized that the Company still focuses on creating balance from the inside to the outside of the Company, giving importance to personnel by creating awareness, participation and teamwork. The Board of Directors will set policies and guidelines for good corporate governance for directors, executives, and employees to act in accordance under 4 processes as follows:

- (1) Reviewing and improvement which will be carried out continuously so that policies, regulations and guidelines are within the framework established by law.
- (2) Promoting awareness and thorough practices to support the Company's operations in accordance with good corporate governance policies and be in line with the policies of the Thai Private Sector Collective Action against Corruption (CAC), the Personal Data Protection Act (PDPA), and the Sustainability Policy (Environmental, Social, and Governance (ESG)).
- (3) Tracking and processing. It is an operation to achieve objectives and to comply with laws, policies, rules, and regulations. It is divided into 3 levels which are Employee Level, Manager Level, and Board Level.
- (4) Disclosure of information. The Company promotes and supports the disclosure of information that is accurate, complete, and adequate to all relevant parties.

In conclusion, the four processes are interconnected and are carried out continuously and systematically. In addition, in 2024, the Company is preparing to apply for the renewal of certification from the Thai Private Sector Collective Action against Corruption (CAC).

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The secretary asked shareholders if they had any questions or suggestions. Some shareholders/proxies asked questions at the Meeting, which can be summarized as follows:

Mr. Songphon Sukonthaphong, a proxy from the Thai Investors Association, asked the following questions:

- (1) Market share of studio rental services, reasons why customers do not choose to use the service and plans to increase the Company's market share.
- (2) The number of movies, dramas, and series that the Company has contracted to produce content for both Free TV channels and via the OTT platforms, including the Company's goals for 2024.
- (3) The payback period of the rental equipment, the percentage proportion if calculated as the annual rate of return (Internal Rate of Return: "IRR"), the maximum usage period of the rental equipment if the risk of equipment obsolescence is not considered, and the percentage of the capitalization value compared to the investment value in the case of obsolete equipment.
- (4) The Company's strategy for restructuring its business to be in line with changes in online and digital media.

Mr. Chayanont Ulit, Director and Chief Executive Officer clarified to the Meeting as follows:

- (1) It would be difficult to calculate the market share in numbers. However, the reservation ratio of Gearhead's equipment rental service business has almost reached Gearhead's full capacity. In the case that any type of equipment is not sufficient and is requested by the customer, Gearhead will import such equipment from abroad in order to support more works by mainly considering from customer needs to reduce investment risk. For the Studio Park, there will have space allocated to suit customers. However, there are advantages of the Studio Park because there is no competitors at its level in Thailand.
- (2) In 2023, the Company was hired to produce 3 dramas for the Free TV channel. In 2024, the Company also set a target for the same amount of 3 dramas. For the OTT platforms, the Company was hired to produce one drama for the MONO channel. However, in the OTT platforms, the competition is quite high, the Company therefore tried to insert itself into the market as a contractor first.
- (3) Gearhead rental equipment is divided into 2 categories as follows:
Category 1 Lighting equipment: Lighting equipment will have additional investment if there is a request from the customer before the investment so the payback period is not long, it is approximately 2 years in general. Moreover, the lifespan of the lighting equipment is quite long for 10 years or more or until fully depreciated.
Category 2 Digital cameras: Digital cameras are expensive and the technology of the camera changes quickly. Therefore, the investment in digital cameras of the Company is less than lighting equipment. If there is no request from the customer yet, Gearhead will not invest more on digital cameras. In addition, most digital cameras pay back in about 5 years which is equivalent to its useful life and depreciation period.
- (4) The Company and our subsidiaries' businesses do not have the main income from the Free TV channel. Therefore, the impact from online and digital media may have an impact only on the Content production business in which the Company can still change to other formats. As for Gearhead and the Studio Park, customers are a group of foreign films and films which has a positive business opportunity in the future.

The Secretary then proposed the Meeting to acknowledge the Company's operating results for the year 2023, the details of which were set out in the

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2023 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 2023 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 2023 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 2023 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 2023 (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) (Unit: Baht million)

Account Record	2023	2022	Increase (Decrease)	
			Amount Baht Million	%
Total Assets	1,539.59	1,537.42	2.17	0.14
Total Liabilities	263.79	280.58	(16.79)	-5.98
Total Shareholders' Equity	1,275.80	1,256.84	18.96	1.51

Statement of Comprehensive Income (Loss) ended 31 December (Consolidated) (Unit: Baht million)

Account Record	2023	2022	Increase (Decrease)	
			Amount Baht Million	Percentage
Total Revenue	450.78	343.13	107.65	31.37
Cost	(309.24)	(282.72)	26.52	9.38
Gross Profit	141.54	60.41	81.13	134.30
Other Revenue (Expense)	10.40	1.36	9.04	664.71
Selling, General & Administrative Expense, Financial Cost	(126.17)	(127.21)	(1.04)	-0.82
Profit (Expense) before Income Tax	25.77	(65.44)	91.21	139.38
Tax Income (Expense)	(5.64)	0.18	5.82	3,233.33
Net Annual Profit (Loss)	20.13	(65.26)	85.39	130.85

The secretary asked shareholders if they had any questions or suggestions. Some shareholders/proxies asked questions at the Meeting, which can be summarized as follows:

Mr. Songphon Sukonthaphong, a proxy from the Thai Investors Association, asked the following questions:

- (1) The Company's goals for the business of equipment rental services, for instance, the number of movies to be provided so that our subsidiary can maintain net profits.
- (2) How to manage resources and equipment to maintain net profits and avoid price wars over equipment rental fees

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- (3) The reason why gross profits in the year 2023 are higher than in the past, the administrative costs that have increased and strategies for generating income from the Company's Content production business in order to keep up with the growth of the OTT platforms market because over the past 4-5 years, the compound annual growth rate of the OTT platforms market has been higher than the Company's revenue growth rate
- (4) Proportion of use of the Studio Park in generating income for the Company
- (5) Important reasons for the reconciliation of expected loss allowance for debtors according to Note 10 of the Company's financial statements, along with the Company's guidelines for dealing with such items

Mr. Chayanont Ulit, Director and Chief Executive Officer, clarified questions (1), (2), and (4) to the Meeting as follows:

- (1) It would be difficult to estimate the number of movies because the funds for each matter are not equal. The Company will consider the number of equipment that are used for rental services. If it is fully booked, the Company will be able to maintain its profit level. However, if there is a plan to increase income, the Company may have to make additional investments.
- (2) The main business of the Company depends on the foreign movie business that enter into Thailand which is currently likely to increase. The business that tends to be affected is more likely to be the Thai drama business. Gearhead is currently the largest operator so the competitors are not considered as a factor in determining price. The price depends mainly on the negotiation between the Company and customers.
- (4) At present, the Company has made use of all the developed space including 5 studios. For the area that is awaiting for the development, it is approximately 30 percent of the total area.

Mrs. Ladawan Khumsap, Senior Director of Business Support and Head of Accounting and Finance department clarified questions (3) and (5) as follows:

- (3) Regarding gross profit. During the past 3 to 4 years during the outbreak of the coronavirus (COVID-19), the Company's income decreased because foreign operators delayed the filming production. However, in 2023, foreign films will begin to return to film in Thailand for a long period of time so the Company's profits will increase. If the foreign film business continues to increase, the Company will also have an opportunity to maintain its profit level.

Regarding expenses. The Company already has a policy to control and manage expenses by focusing on debt collection in order to reduce the reserve for doubtful debts and the Company can reduce more costs.

Mr. Chayanont Ulit, Director and Chief Executive Officer added that regarding the OTT platforms, in fact, the OTT platforms have not grown much. There are only Netflix and dramas broadcast in China that are doing well. However, the Company has started to produce dramas for China through the GMM25 channel.

- (5) This note is in accordance with accounting standards that require an allowance for losses to be set up from the first day the invoice is issued. If comparing two years, it can be seen that the Company's debt collection improved and the receivables and allowance for doubtful accounts decreased. The Company has a debt collection team, including a marketing team, a main collection team, and a legal team respectively.

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 2023 which have been audited by the certified auditor and to acknowledge the Auditor's report.

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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 2023 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged with the votes of 689,499,453 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 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 2023**

The Secretary informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535 (as amended) and the Company's Article of Association, 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 2023 (according to Separate Financial Statements ended 31 December 2023 audited by the certified auditors) shows the accumulated deficit. 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 2023.

The secretary asked shareholders if they had any questions or suggestions, it is appeared that there is no question or suggestion from shareholders/proxies.

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 2023.

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 2023 be approved as proposed in all respects with the votes of 689,499,453 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 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 2024, namely:

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

To comply with the Good Corporate Governance Principles, 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 Stock Exchange of Thailand's Electronic System and the Company's website from 14 September 2023 to 31 December 2023 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 are qualified persons with the knowledge, expertise and experience in the Company's business and have performed their duty professionally and possess full qualifications under the law. For the independent director who was proposed to be re-appointed as the independent director at this Meeting, he can provide an independent opinion freely in accordance with relevant rules and regulations. The Board of Directors (upon the suggestion and approval of the Nomination and Remuneration Committee) deemed appropriate to nominate the 3 directors aforementioned to be re-appointed as the Company's directors for another term. The persons who were proposed on this Meeting had passed the procedures specified by the Company and are suitable for the Company's business operation.

The profiles and the information regarding to the position in other businesses of 3 directors who shall retire by rotation was sent together with the notice of this Meeting to the shareholders.

The secretary asked shareholders if they had any questions or suggestions, it is appeared that there is no questions or suggestions from shareholders/proxies.

And for the Good Corporate Governance, in this Agenda, 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.

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:

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1. Mr. Chatrapee Tantixalerm Independent Director and Audit Committee

with the unanimous votes of 689,499,453 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s);

2. Mr. Neil Wayne Thompson Director;

with the unanimous votes of 689,499,453 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 vote abstaining and 0 voided ballot(s); and

3. Mr. Komkrit Sirirat Director

with the unanimous votes of 689,499,453 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 6 To consider and approve the directors' remuneration for 2024

The Secretary informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration for the year 2024 according to the expansion of business, the growth in profit 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 2024, the details of which were as appeared in the notice of this Meeting in the same rate as for the year 2023 as follows:

Monthly remuneration (per person)

Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

Other Sub-Committees

Chairman	Baht 30,000
Director	Baht 20,000

The Nomination and Remuneration Committee and the Corporate Governance Committee will not receive the monthly remuneration.

Meeting allowance (per person per meeting)

Nomination and Remuneration Committee

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

Corporate Governance Committee

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

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

The Company's current sub-committees consist of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee. The other sub-committees being in the position of the directors of the Company will also receive the remuneration in the capacity of directors.

Moreover, the Company has no policy to offer benefits other than in monetary benefits to the directors.

The secretary asked shareholders if they had any questions or suggestions, it is appeared that there is no questions or suggestions from shareholders/proxies.

After that, the Secretary proposed the Meeting to consider and approve the directors' remuneration for the year 2024 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 2024 be approved to be effective until the Shareholders' Meeting resolves otherwise as proposed in all respects, with the votes of 689,498,453 votes approving (99.9999 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,000 votes abstaining (0.0001 percent of the total votes of the shareholders attending the meeting) and 0 voided ballot(s).

Agenda 7 **To consider and approve the appointment of the Company's auditors and their remuneration for 2024**

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.Ms. Varaporn Vorathitikul, Certified Public Accountant No. 4474, and/or
- 2.Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or
- 3.Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or
- 4.Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435

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). 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 2024.

None of the proposed auditors has any relationship with or interest in the Company, its subsidiaries, management, majority shareholders or the related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion on the Company's Financial Statements for seven consecutive fiscal years. All 4 auditors as name specified above has never performed any services as auditor of the Company.

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In addition, 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 2024 as aforementioned and determined their remuneration in the amount of Baht 940,000 (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 1,355,850 and therefore the total auditors' fee is Baht 2,295,850).

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.

The secretary asked shareholders if they had any questions or suggestions, it is appeared that there is no questions or suggestions from shareholders/proxies.

After that, the Secretary proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2024.

Resolution: The Meeting resolved by unanimous vote that the appointment of the Company's auditors and their remuneration for year 2024 be approved as proposed in all respects with the votes of 689,499,453 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 8 To consider and approve the amendment to the Articles of Association of the Company

The Secretary informed the Meeting that since the Public Limited Companies Act B.E. 2535 (as amended) was amended by adding more rules and regulations regarding to the way to organize the Board of Directors meeting and shareholders meeting through electronic means to keep up with current technological changes and advancements. It is deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the amendment of the company's Articles of Association by adding 1 article which is Article 5/1 and amending 6 articles which are Articles 25, 26, 29, 30, 31, and 43 per the following details:

Existing Article of Association	Article of Association Proposed for Amendment
None	<u>Article 5/1</u> <u>In case that a company or board of directors has the duty to send letters or any documents pursuant to the Public Limited Companies Act to directors, shareholders, or creditors of the company, should such persons have notified their desire or consent to the sending of letters or documents via electronic means, the company or board of directors may send such letters or documents</u>

Existing Article of Association	Article of Association Proposed for Amendment
	<p><u>via electronic means according to the rules, procedures and conditions prescribed by the registrar.</u></p> <p><u>In this regard, directors, shareholders, or creditors of the company may notify their desire or provide consent to sending letters or documents via electronic means to the company through the channels, procedures and time periods as specified by the company.</u></p> <p><u>In the event that the law or this Article of Associate require any person to have the duty to notify, warn, inform, or advertise any information pertaining to the company to other persons or the public through a newspaper, such person may instead utilize the method of electronic media advertising according to the rules, procedures and conditions prescribed by law.</u></p>
<p>Article 25. The Board of Directors must hold meetings at least a time per 3 months.</p> <p>The Chairman of the Board shall call a meeting of the Board of Directors when deemed appropriate. However, no less than two directors may request to call for a meeting of the Board of Directors. In such case, the Chairman of the Board shall set the date and call the meeting within 14 days from the date the request was received.</p> <p>To gather directors for the meeting, the Chairman of the Board of Directors or the designated person shall send the letter to notice the meeting to the Directors not less</p>	<p>Article 25. The Board of Directors must hold meetings at least a time per 3 months.</p> <p>The Chairman of the Board shall call a meeting of the Board of Directors when deemed appropriate, <u>in this regard, the Chairman of the Board may assign to any person to act on his behalf.</u> However, no less than two directors may request to call for a meeting of the Board of Directors <u>by stated the subjects and reasons to propose for the Board's consideration.</u> In such case, the Chairman of the Board shall set the date and call the meeting within 14 days from the date the request was received. <u>In case that the Chairman of the Board fails to take action as aforementioned, the directors making the request may jointly call and set the date for a meeting of the Board of Directors to consider the matters requested within 14 days from the due date. If there is no Chairman of the Board for any reason whatsoever, the Vice Chairman of the Board shall call a meeting of the Board of Directors. In the event that there is no Vice Chairman of the Board for any reason whatsoever, no less than two directors may jointly call a meeting of the Board of Directors.</u></p> <p>To gather directors for the meeting, the Chairman of the Board of Directors or the designated person shall send the letter to</p>

Existing Article of Association	Article of Association Proposed for Amendment
<p>than 7 days prior to the meeting date. In case of urgent or to preserve the rights or benefits of the Company, the notification of the meeting can be done by other means and set a meeting date up sooner.</p> <p>The Chairman of the Board or a director assigned by the Chairman of the Board shall determine the date, time and venue of the Board of Directors' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province. In the event that the Chairman of the Board or the assigned director does not designate the meeting venue, the meeting venue shall be the location of the Company's head office.</p>	<p>notice the meeting to the Directors not less than 3 days prior to the meeting date <u>which could be sent via electronic means according to law</u>. In case of urgent or to preserve the rights or benefits of the Company, the notification of the meeting can be done by other means and set a meeting date up sooner.</p> <p>The Chairman of the Board or a director assigned by the Chairman of the Board shall determine the date, time and venue of the Board of Directors' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province. In the event that the Chairman of the Board or the assigned director does not designate the meeting venue, the meeting venue shall be the location of the Company's head office.</p> <p><u>The Chairman of the Board or the Chairman of the Board of Directors' meeting may determine to conduct the Board of Directors' meeting via electronic means, in which case the rules, procedures and conditions as prescribed by law shall apply. In such case, the Company's head office shall be deemed as the meeting venue.</u></p>
<p>Article 26. The Board of Directors of the Company shall have the following powers and duties:</p> <p>1. To manage the Company in compliance with the law, objectives and articles of association of the Company as well as resolutions of the shareholders' meetings legitimately passed in good faith, with care and accountability to safeguard the interests of the Company.</p> <p>2. To determine goals, guidelines, policies, plans and budgets of the Company; to conduct and supervise the administration and management of the Executive Board to comply with the assigned policies, except for the following matters which the Board of Directors must obtain a resolution from the shareholders' meeting for approval prior proceeding which are the matters prescribed by law requiring a resolution from the shareholders' meeting e.g. capital increase, capital reduction, debenture issuance, sale or</p>	<p>Article 26. The Board of Directors of the Company shall have the following powers and duties:</p> <p>1. To manage the Company in compliance with the law, objectives and articles of association of the Company as well as resolutions of the shareholders' meetings legitimately passed in good faith, with care and accountability to safeguard the interests of the Company.</p> <p align="center"><u>Cancelled</u></p>

Existing Article of Association	Article of Association Proposed for Amendment
<p>transfer of the entire business or a substantial part of business to other persons or purchase or acceptance of transfer of business of other companies; amendment to the Memorandum of Association or Articles of Association, etc.</p> <p>3. The Board of Directors shall have the power to appoint one or several directors and/or any other persons as deemed appropriate to constitute as an Executive Board to perform duties assigned by the Board of Directors of the Company, whereby one executive director shall be appointed as the Chairman of the Executive Board. Members of the Executive Board shall be entitled to receive remuneration and benefits without affecting the rights of such Executive Directors to receive other remuneration and benefits in their capacity as directors or employees of the Company, as the case may be.</p> <p>4. The Board of Directors may appoint any other persons to operate the Company's business under supervision of the Board of Directors, or may delegate authority to enable such persons to have the power as the Board of Directors deems appropriate and within such period as the Board of Directors deems appropriate. The Board of Directors may revoke, cancel, change or amend such power as deemed appropriate.</p>	<p>2. The Board of Directors shall have the power to appoint one or several directors and/or any other persons as deemed appropriate to constitute as an Executive Board to perform duties assigned by the Board of Directors of the Company, whereby one executive director shall be appointed as the Chairman of the Executive Board. Members of the Executive Board shall be entitled to receive remuneration and benefits without affecting the rights of such Executive Directors to receive other remuneration and benefits in their capacity as directors or employees of the Company, as the case may be.</p> <p>3. The Board of Directors may appoint any other persons to operate the Company's business under supervision of the Board of Directors, or may delegate authority to enable such persons to have the power as the Board of Directors deems appropriate and within such period as the Board of Directors deems appropriate. The Board of Directors may revoke, cancel, change or amend such power as deemed appropriate.</p>
<p>Article 29. The Board of Directors shall arrange for a shareholders' meeting that is an Annual General Meeting of Shareholders within four months from the last day of the Company's fiscal year.</p> <p>The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this</p>	<p>Article 29. The Board of Directors shall arrange for a shareholders' meeting that is an Annual General Meeting of Shareholders within four months from the last day of the Company's fiscal year.</p> <p>The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate, <u>the Board of Directors may determine that a shareholders' meeting shall be held via electronic means in accordance with the rules, procedures and conditions as prescribed by law, whereby the Company's head office shall be deemed as the meeting venue</u>; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange</p>

Existing Article of Association	Article of Association Proposed for Amendment
<p>particular case, the Board of Directors must summon the shareholders' meeting within 45 days from the date of receipt of the letter of request from the above-mentioned shareholders.</p> <p>In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.</p> <p>In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended does not meet the requirement under Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting.</p>	<p>for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within 45 days from the date of receipt of the letter of request from the above-mentioned shareholders.</p> <p>In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.</p> <p><u>In this regard, in the case where shareholders call a meeting by themselves as specified in the above paragraph, the shareholders calling the meeting may send out the notice of meeting to the shareholders via electronic means, if such shareholders have informed the intention or given consent to the Company or the Board of Directors pursuant to Clause 5/1 of this Articles of Association.</u></p> <p>In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended does not meet the requirement under Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting.</p>
<p>Article 30. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting</p>	<p>Article 30. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting</p>

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Existing Article of Association	Article of Association Proposed for Amendment
<p>with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for at least 3 consecutive days and at least 3 days prior to the date of the meeting.</p> <p>The Board of director or a director assigned shall determine the date, time and venue of the shareholders' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province as deemed appropriated.</p>	<p>with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. <u>The notice of the shareholders' meeting as well as supporting documents may be delivered by electronic means as prescribed by law.</u> The notice calling for the meeting shall also be published in a newspaper for at least 3 consecutive days and at least 3 days prior to the date of the meeting. <u>In this regard, the notice of the meeting published in the newspaper may be done by electronic advertising according to the rules, procedures and conditions prescribed by law.</u></p> <p>The Board of director or a director assigned shall determine the date, time and venue of the shareholders' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province as deemed appropriated.</p>
<p>Article 31. At a shareholders' meeting, a shareholder may appoint another person as proxy to attend the meeting and vote on his behalf. The proxy form shall be dated and signed by the shareholder appointing the proxy, and shall be in accordance with the form prescribed by the registrar.</p> <p>Such proxy form shall be submitted to the Chairman of the Board or a person designated by the Chairman of the Board at the meeting venue prior to proxy holder attending the meeting.</p>	<p>Article 31. At a shareholders' meeting, a shareholder may appoint another person as proxy to attend the meeting and vote on his behalf. The proxy form shall be dated and signed by the shareholder appointing the proxy, and shall be in accordance with the form prescribed by the registrar.</p> <p>Such proxy form shall be submitted <u>or sent proxy data electronically (in case of proxy granted by electronic means)</u> to the Chairman of the Board or a person designated by the Chairman of the Board at the meeting venue prior to proxy holder attending the meeting.</p> <p><u>The appointment of proxy may be made via electronic means by using a method that is safe and credible that the appointment of proxy was done by the shareholder, according to the rules, procedures and conditions as prescribed by law.</u></p>
<p>Article 43. The declaration of the permission to pay dividend shall not be made, except by resolution of a meeting of shareholders or by resolution of the Board of Directors; in the</p>	<p>Article 43. The declaration of the permission to pay dividend shall not be made, except by resolution of a meeting of shareholders or by resolution of the Board of Directors; in the</p>

Existing Article of Association	Article of Association Proposed for Amendment
case of payment of interim dividend. Payment of dividend shall be made only from profit. Dividend payments shall be made within 1 month from the date the shareholders' meeting or Board of Directors passes the resolution, as the case may be. Notice thereof shall be sent in writing to the shareholders and an advertisement of such dividend payment shall be published in newspapers for a period of not less than 3 consecutive days.	case of payment of interim dividend. Payment of dividend shall be made only from profit. Dividend payments shall be made within 1 month from the date the shareholders' meeting or Board of Directors passes the resolution, as the case may be. Notice thereof shall be sent in writing to the shareholders and an advertisement of such dividend payment shall be published in newspapers for a period of not less than 3 consecutive days <u>or by electronic mean as prescribed by the law.</u>

In order for the registration of the amendment to the Company's Articles of Association to proceed smoothly, it is proposed that the authorized director of the Company or person assigned by the authorized director be authorized to proceed with amendment or addition of wordings in the Company's Articles of Association as proposed above, which shall include the case where the Registrar, and/or the Office of the Securities and Exchange Commission, as well as the Stock Exchange of Thailand, give order or recommendation to amend or add certain wordings in the said Articles of Association.

The secretary asked shareholders if they had any questions or suggestions, it is appeared that there is no questions or suggestions from shareholders/proxies.

After that, the Secretary proposed the Meeting to consider and approve the amendment to the Company's Articles of Association and the authorization as proposed.

Resolution: The Meeting resolved by unanimous vote that the amendment to the Company's Articles of Association and the authorization be approved as proposed in all respects, with the votes of 689,499,453 votes approving (100 percent of the total votes of the shareholders attending the meeting and having the right to vote), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting and having the right to vote), 0 votes abstaining (0 percent of the total votes of the shareholders attending the meeting and having the right to vote) and 0 voided ballot(s).

Agenda 9 Other Business (if any)

The secretary asked shareholders if they had any questions or suggestions. Some shareholders/proxies asked questions at the Meeting, which can be summarized as follows:

Mr. Songphon Sukonthaphong, a proxy from the Thai Investors Association, asked the following questions:

- (1) Progress of the Production Office building and the Solar Rooftop energy saving project.
- (2) Status of Gearhead equipment rental reservations
- (3) Solutions to solve problems regarding the amount of shares held by small shareholders (Free Floating)

Mr. Chayanont Ulit, Director and Chief Executive Officer clarified to the Meeting as follows:

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- (1) The Production Office building and the Solar Rooftop energy-saving project are not related. The energy saving project will be used in Gearhead's offices which is in the process of studying the feasibility and cost-effectiveness. However, for the Studio Park, the lighting used in the building is the lighting of the filming set in which are under the customer's responsibility. Therefore, the Company is not involved in the prices of the lighting equipment for the Studio Park.
- (2) Results for the first quarter will be disclosed through the SET's system soon. However, the business outlook for this year tends to be good.
- (3) The Company is currently in discussions with shareholders. However, the results of the discussion would be in a good direction.

Mr. Preecha Sapkitkan, a shareholder, asked the following questions:

- (1) Benefits that the Company receives from the government's Soft Power policy
- (2) Plans to merge with other companies to gain a competitive advantage.

Mr. Chayanont Ulit, Director and Chief Executive Officer clarified to the Meeting as follows:

- (1) The current soft power policy is not clear. The excitement of the entertainment business in Thailand is likely a result of the increase of Thai movie business because many movies have very good profits, for instance, Death Whisperer (Tee Yod), The Undertaker, and 4 Kings 4. The Company finds that there is a good opportunity in collaborating with Netflix Thailand, however, there are a large number of companies that are willing and are ready to cooperate with Netflix Thailand. Moreover, Netflix Thailand takes a minimum of 2 years to consider each project. Therefore, the Company has negotiated with other service providers abroad. The Company does not remain actionless about the Content production business. The Company continues to look for business opportunities in creating Content through the OTT platforms from abroad as well.
- (2) The Company has no plans to merge but it also does not close down business opportunities

No other business was proposed to the Meeting.

The Meeting closed at 11:11 hrs.

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

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

(Translation)

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

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 Extraordinary General Meeting of Shareholders of Matching Maximize Solution Public Company Limited (the “**Company**”) on 30 September 2024.

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

- 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.

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 23 September 2024 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

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 30 September 2024 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 or the designated person shall inform the Meeting of the voting procedures as follows:

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

3. Resolution of the Meeting

- General case: Majority vote of the Meeting
- Other case which the laws or the Company's Articles of Association provide otherwise: The resolution shall be in accordance with the laws or the Company's Articles of Association.
 - (1) In case of a tie vote, the Chairman of the Meeting shall have an additional vote as the deciding vote.
 - (2) Any shareholder or proxy having any special interest in a matter shall not be permitted to vote on such matter except for voting on election of the Directors, and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting.

4. Counting and Announcement of the Vote

The vote count shall be done immediately and after completion of vote count, the Chairman shall announce the results of the vote count in every agenda.

* Please return all voting ballots for all agendas to the Company's officers when the meeting is completed.

(Translation)

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

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

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

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

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

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

The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate, the Board of Directors may determine that a shareholders' meeting shall be held via electronic means in accordance with the rules, procedures and conditions as prescribed by law, whereby the Company's head office shall be deemed as the meeting venue; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within 45 days from the date of receipt of the letter of request from the above-mentioned shareholders.

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

In this regard, in the case where shareholders call a meeting by themselves as specified in the above paragraph, the shareholders calling the meeting may send out the notice of meeting to the shareholders via electronic means, if such shareholders have informed the intention or given consent to the Company or the Board of Directors pursuant to Clause 5/1 of this Articles of Association.

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. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. The notice of the shareholders' meeting as well as supporting documents may be delivered by electronic means as prescribed by law. The notice calling for the meeting shall also be published in a newspaper for at least 3 consecutive days and at least 3 days prior to the date of the meeting. In this regard, the notice of the meeting published in the newspaper may be done by electronic advertising according to the rules, procedures and conditions prescribed by law.

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 a shareholders' meeting, a shareholder may appoint another person as proxy to attend the meeting and vote on his behalf. The proxy form shall be dated and signed by the shareholder appointing the proxy, and shall be in accordance with the form prescribed by the registrar.

The appointment of proxy may be made via electronic means by using a method that is safe and credible that the appointment of proxy was done by the shareholder, according to the rules, procedures and conditions as prescribed by law.

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

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

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

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

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

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

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

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

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

- (1) to consider the report of the Board of Directors presented to the meeting in respect of operational result of the Company in the last year;
- (2) to consider and approve the balance sheet and profit and loss statements;
- (3) to consider and approve the allocation of profits and dividend distribution;
- (4) to consider and elect the directors in replacement of those retired by rotation;
- (5) to appoint the auditor and determine the auditing fee; and
- (6) other business.

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

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

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.

Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Extraordinary General Meeting of Shareholders No. 1/2024

Name	:	Mr. Akarat Na Ranong
Position	:	Independent Director and Chairman of the Audit Committee
Age	:	71 years
Address	:	256 Soi Sukhumvit 55 (Thonglor) Khlong Tan Nuea, Wattana Bangkok 10110
Family relationship with executives of the Company	:	None
Educational background	:	- Master's Degree, Business Administration (Management), Marshall University, USA.
Training relating to role and duties of director	:	- Advance Audit Committee Program (AACP 44/2022): IOD - Ethical Leadership Program (ELP 18/2020): IOD - Certificate, Role of Chairman Program (RCP 2017): IOD - Certificate, Director Certification Program (DCP 2013): IOD - Certificate, Role of Compensation Committee (RCC 2007): IOD - Certificate, Director Accreditation Program (DAP 2007): IOD - Certificate, Audit Committee Program (ACP 2004): IOD - Seminar on Role of Audit Committee of listed company (2021), the Securities and Exchange Commission - Certificate, Leadership Program, (Class 6/2008), Capital Market Academy
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of the Shareholders No. 1/2024 for consideration	:	None

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.

Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Extraordinary General Meeting of Shareholders No. 1/2024

Name	:	Mr. Chatrapee Tantixalerm
Position	:	Independent Director and Audit Committee
Age	:	61 years
Address	:	2 Soi Sri Sa-Nguan, Samsen-Nok, Huay Kwang, Bangkok 10310
Family relationship with executives of the Company	:	None
Educational background	:	MBA Finance, Sasin Graduate Institute of Business Administration of Chulalongkron University
Training relating to role and duties of director	:	- Corporate Governance for Capital Markets Intermediari (2/2558): Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) (48/2548): Thai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of the Shareholders No. 1/2024 for consideration	:	None

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.

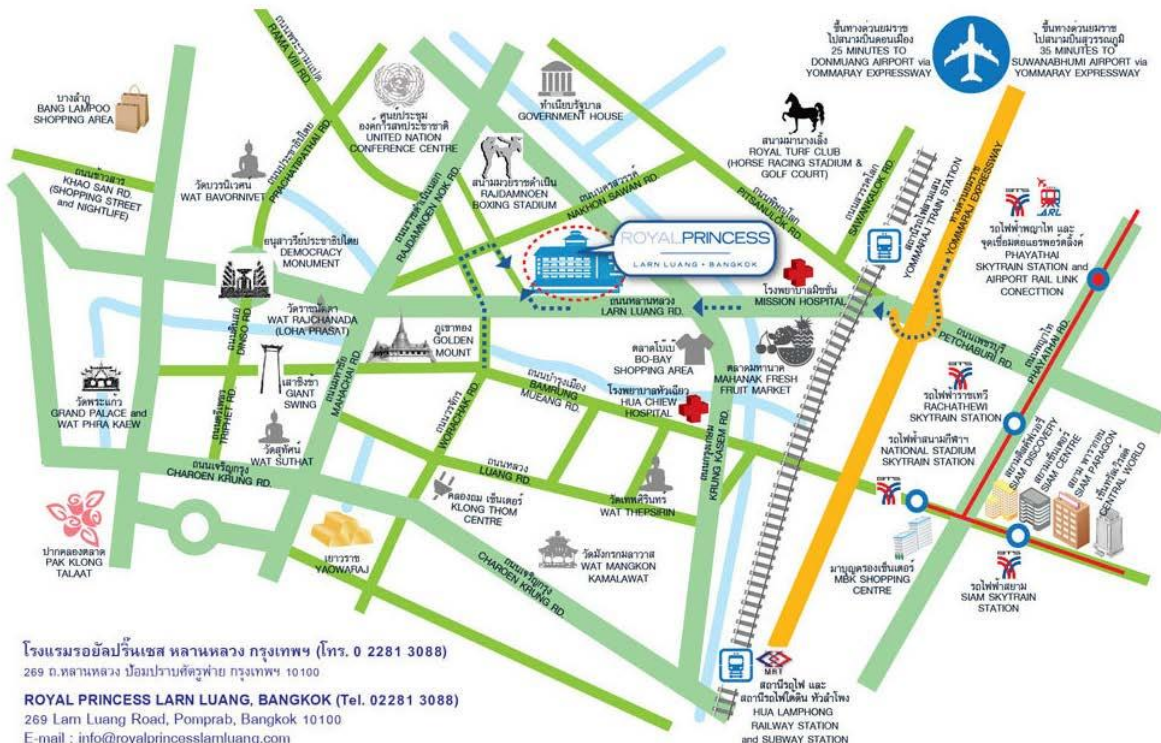
Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Extraordinary General Meeting of Shareholders No. 1/2024

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director and Audit Committee
Age	:	58 years
Address	:	54 Soi Ramkhamhaeng 58/3 separation 4 Hua Mak, Bangkapi, Bangkok 10240
Family relationship with executives of the Company	:	None
Educational background	:	<ul style="list-style-type: none">- Master of Business Administration (MBA), Bangkok University- Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A.
Training relating to role and duties of director	:	<ul style="list-style-type: none">- CAC SME IA Certification: Thailand's Private Sector- Collective Action Coalition Against Corruption (CAC)- Director Leadership Certification Program (2023): IOD- Strategic Board Master Class (SBM) (2023): IOD- Advanced Audit Committee Program (AACP) (2022): IOD- Corruption Risk and Control Workshop (CRC) (2022): IOD- Ethical Leadership Program (ELP) (2019): IOD- Corporate Governance for Executives (CGE) (2019): IOD- Certificate, How to Develop a Risk Management Plan (HRP) (2018): IOD- Certificate, Risk Management Program for Corporate Leaders (2017): IOD- Certificate, Director Certification Program (2016): IOD- Certificate, Anti-Corruption: The Practical Guide (2015): IOD- Certificate, How to Measure the Success of Corporate Strategy (2013): IOD- Certificate, Successful Formulation & Execution of Strategy (2012): IOD
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of the Shareholders No. 1/2024 for consideration	:	None

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 Extraordinary General Meeting of Shareholders No. 1/2024
At Rachadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok
269 Larn Luang Road, Pomprab, Bangkok.

แผนที่ โรงแรมรอยัล ปริ๊นเซส หลานหลวง กรุงเทพฯ



โรงแรมรอยัลปริ๊นเซส หลานหลวง กรุงเทพฯ (โทร. 0 2281 3088)
269 ถ.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

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy (Form B.)

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

(Ref : Notification of Business Develop Department of Re : Proxy Form (No.5) B.E.2550)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

- (1) ข้าพเจ้า สัญชาติ
- I/We nationality
- อยู่บ้านเลขที่ ถนน ตำบล/แขวง
- Address Road Sub-District
- อำเภอ/เขต จังหวัด รหัสไปรษณีย์
- District Province Postal Code

- (2) เป็นผู้ถือหุ้นของ บริษัท แม็ทซิ่ง แม็กซิไมซ์ โซลูชั่น จำกัด (มหาชน) (“บริษัท”)
- being a shareholder of Matching Maximize Solution Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding the total amount of shares and having the right to vote equal to votes as follows

หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share	shares	and having the right to vote equal to	votes
หุ้นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preference share	shares	and having the right to vote equal to	votes

- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 3)
- Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.3)

- (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



คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2567
 Anyone of the above as my/our proxy holder to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2024

ในวันที่ 30 กันยายน 2567 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 30 September 2024 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 2567 เมื่อวันที่ 24
 เมษายน 2567
 Agenda Item 1 Subject To consider and adopt the Minutes of the 2024 Annual General Shareholder'
 Meeting held on 24 April 2024.
 (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 พิจารณาและอนุมัติการโอนทุนสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้นเพื่อชดเชยผล
 ขาดทุนสะสม
 Agenda Item 2 Subject To consider and approve the transfer of legal reserve and share premium to
 compensate the retained deficit.
 (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 3 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)
 Agenda Item 3 Subject To consider other matters (if any).
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม
 มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง
 ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Enclosure 6

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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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



หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
3. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 - (1) นายอัครรัตน์ ณะรอง หรือ
 - (2) นายฉัตรพี ตันติเฉลิม หรือ
 - (3) นายกมล รัตน์ไชย
 (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 4)

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. 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.
3. The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
 - (1) Mr. Akarat Na Ranong or
 - (2) Mr. Chatrapee Tantixalerm or
 - (3) Mr. Kamol Ratanachai
 (Information of independent directors were shown in the Enclosure 4)

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท แมทซิ่ง แมกซ์โซลูชัน จำกัด (มหาชน) (“บริษัท”)**
 The appointment of proxy by the shareholder of **Matching Maximize Solution Public Company Limited (“The Company”)**
 ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567
 At the Extraordinary General Meeting of Shareholders No.1/2024

ในวันที่ 30 กันยายน 2567 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 30 September 2024 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
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- 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
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 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





บริษัท แม็ทซิ่ง แม็ทซ์โซลูชัน โซลูชั่น จำกัด (มหาชน)
Matching Maximize Solution Public Company Limited

305/12 ซอย สุขุโขทัย 6 ถนนสุขุโขทัย แขวงดุสิต เขตดุสิต กรุงเทพฯ 10300

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