

**INVITATION TO THE 2025  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
MATCHING MAXIMIZE SOLUTION PUBLIC COMPANY LIMITED**

Tuesday 29 April 2025 at 10.00 a.m.

At 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

**MATCH**

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

## **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 (“**You**”), and has therefore prepare a privacy notice for shareholders, investors and potential investors to inform the details about the collection, use, and disclosure of personal data to the shareholders, investors and potential investors as the owner of the personal data in accordance with the laws on personal data protection. Such notice is published on the Company’s website ([www.matchinggroup.com](http://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 of collecting 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 (as amended or to be amended), 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](mailto:dpo@mmsbangkok.com)

(Translation)

MMS-CS 68/007

20 March 2025

**Re:** Invitation to the Annual General Meeting of Shareholders for the year 2025

**To:** Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2024 held on 30 September 2024
  2. The 2024 Annual Registration Statement / Annual Report (56-1 One Report) comprising of copies of the audited Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2024 in electronic form of QR Code as appeared in the Notice of Meeting with barcode
  3. Names and profiles of directors who are nominated to be reappointed as the Company's directors for another term as well as definition of independent directors
  4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Annual General Meeting of Shareholders for the year 2025
  5. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
  6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2025
  7. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2025 and
  8. Proxy form Khor.

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Annual General Meeting of Shareholders for the year 2025 on 29 April 2025 at 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok Metropolis 10100 to consider the following agenda.

In compliance with the Good Corporate Governance Principles, the Company has provided the opportunity for the shareholders to propose agenda of the Meeting in advance through the news system of the Stock Exchange of Thailand (the "**SET**") and on the Company's website during the period from 13 September 2024 to 31 December 2024. For this Meeting, no shareholder proposed any agenda in advance.

**Agenda 1**      **To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 held on 30 September 2024**

**Facts and rationale**      The Company has prepared the Minutes of the Annual General Meeting of Shareholders No. 1/2024 held on 30 September 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 No. 1/2024 held on 30 September 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 No. 1/2024 held on 30 September 2024, was correctly recorded and should be proposed to the Annual General Meeting of Shareholders for adoption.

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

**Agenda 2**      **To acknowledge the Company's operating results for the year 2024**

**Facts and rationale**      The Board of Directors has prepared the information relating to the Company's operating results for the past year 2024, which is shown in the 2024 Annual Registration Statement / Annual Report (56-1 One Report) sent to shareholders as per Enclosure 2. It was sent for the shareholders' acknowledgement of the overview of the Company's operating results.

**Board's opinion**      The Board of Directors is of the opinion that the report on the Company's operating results for the year 2024 should be proposed to the Annual General Meeting of Shareholders for acknowledgement.

**Remark**      This Agenda is for acknowledgement, no resolution is required.

**Agenda 3**      **To consider and approve the Financial Statements and the Statement of Comprehensive Income (profit and loss statements) in respect of the fiscal year ended as at 31 December 2024 which have been audited by the certified auditor and to acknowledge the Auditor's report**

**Facts and rationale**      To be in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, the Board of Directors is required to prepare the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) as of the last day of the Company's fiscal year which were reviewed by the Audit Committee and audited by the certified auditor and propose to the Annual General Meeting of Shareholders for consideration and approval. Thus, the Shareholders' Meeting is requested to consider and approve the Financial Statements and the Statement of Comprehensive Income

(balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2024 as appeared in the 2024 Annual Report sent to the shareholders as per Enclosure 2.

**Board's opinion**

The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2024 which were reviewed by Audit Committee and audited by the certified auditor and the Auditor's report should be proposed to the Annual General Meeting of Shareholders for approval and acknowledgement.

**Remark**

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

**Agenda 4 To consider and approve no appropriation of profit as the legal reserve and no dividend payment for the year 2024**

**Facts and rationale**

According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, set out that the Company is required to appropriate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit with deduction therefrom the amount representing the accumulated loss carried forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital.

Furthermore, the Company's dividend policy prescribes that the dividend payment shall be made approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the absence of necessary reason to spend such funds. In addition, the payment of dividend shall not have a significant effect to the Company's normal business operation.

The Board of Directors consider and therefore propose the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve due to the financial performance for the year 2024 (separate financial statements) of the Company still reporting a loss; and
2. No dividend payment for the year 2024, as the Company requires working capital for the business operations and expansion.

**Board's opinion**

The Board of Directors is of the opinion that no appropriation of profit as legal reserve and no dividend payment for the year 2024 as aforementioned should be proposed to the Annual General Meeting of Shareholders for approval.

**Remark**

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

**Agenda 5**

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

**Facts and rationale**

According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, stating that at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to retire by rotation at the Annual General Meeting of Shareholders for the year 2025, namely:

1. Mr. Kamol Ratanachai                      Audit Committee and Independent Director,
2. Mr. Poomchai Wacharapong      Director
3. Yaowalak Poolthong, Ph.D.      Director

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the shareholders to propose the person(s) to be elected as directors in advance of the Meeting through the news system of the SET and announcement on the Company's website from 13 September 2024 to 31 December 2024 so that the Nomination and Remuneration Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

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

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

The name, profile and other positions of directors who are due to retire by rotation and the person who are nominated to be reappointed as the Company's directors for another term including the definition of Independent Directors have been sent to the shareholders as per Enclosure 3.

**Board's opinion**

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

**Remark**

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes according to Article 15 of the company's Articles of Association.

**Agenda 6 To consider and approve the directors' remuneration for the year 2025**

**Facts and rationale**

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2025 and proposed at the Board of Directors' Meeting to consider and approve to propose to the Shareholders' Meeting. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to determine the directors' remuneration for the year 2025 as follows:

**Monthly remuneration (per person)**

Board of Directors

Chairman of the Board	Baht 60,000
Director	Baht 30,000

Other Sub-Committees

Chairman	Baht 30,000
Committee	Baht 20,000

Nomination and Remuneration Committee, Corporate Governance and Sustainability 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 and Sustainability Committee

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

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



The Company currently has a sub-committee consisting of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Sustainability Committee. In case a member of other sub-committees is a Director of the Company, such person will also be paid the remuneration for being the Director.

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

Comparison Table of Directors' Remuneration

**Monthly remuneration (per person)**

Unit: Thai Baht

Position	Year 2025 <small>(Proposed Year)</small>	Year 2024
<b><u>Board of Directors</u></b>		
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<b><u>Other Sub-Committees</u></b>		
Chairman	30,000	30,000
Committee	20,000	20,000

**Meeting Allowance (per person per meeting)**

Unit: Thai Baht

Position	Year 2025 <small>(Proposed Year)</small>	Year 2024
<b><u>Sub-Committees</u></b>		
<b><u>Nomination and Remuneration Committee</u></b>		
Chairman	30,000	30,000
Committee	20,000	20,000
<b><u>Corporate Governance and Sustainability Committee</u></b>		
Chairman	30,000	30,000
Committee	20,000	20,000

**Board's opinion**

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2025 should be proposed to the Annual General Meeting of Shareholders for approval as the details mentioned above.

**Remark**

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

## Agenda 7

### **To consider and approve the appointment of the Company's auditors and their remuneration for the year 2025**

**Facts and rationale** Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) sets out that at the Annual General Meeting of each year, there shall be the appointment of an auditor and the determination of his/her remuneration, in this regard, the existing auditors may be reappointed.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) has selected the Company's auditors and proposed the Shareholders' Meeting to appoint the following persons:

1. Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435; and/or
2. Mr. Kan Tanthawirat, Certified Public Accountant No.10456; and/or
3. Ms. Wanvimol Preechawat, Certified Public Accountant No.9548

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31 December 2025. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2025.

None of the proposed auditors has any relationship with and/or interest in the Company, its subsidiaries, executives, major shareholders or related person(s) of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for seven fiscal years.

Moreover, the Board of Directors (according to the consideration and recommendation of the Audit Committee) proposes that the Shareholders' Meeting determines the Company's auditor remuneration for the fiscal year ended as at 31 December 2025. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 1,087,500. The auditors as aforementioned shall also be appointed as the auditors of the subsidiaries of the Company with the fee for auditing the financial statements of the subsidiaries at Baht 1,419,000 (the total auditors' fee is Baht 2,506,500).

In this regard, PricewaterhouseCoopers ABAS Ltd. has duly performed its duties of reviewing and auditing the Financial Statements of the Company and its subsidiaries since the fiscal year 2012. Moreover, PricewaterhouseCoopers ABAS Ltd. is an auditing firm with international standards, and is thus

able to prepare the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration comparing those in the fiscal year ended as at 31 December 2024 and the fiscal year ended as at 31 December 2025 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2025 (Baht)		The fiscal year ended at 31 December 2024 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	1,087,500	-	940,000	-
Subsidiaries (for information only)	1,419,000		1,355,850	
<b>Total</b>	<b>2,506,500</b>	<b>-</b>	<b>2,295,850</b>	<b>-</b>

**Audit Committee's opinion**

The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435 and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or Ms. Wanvimol Preechawat, Certified Public Accountant No.9548 of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2025, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 1,087,500.

**Board's opinion**

The Board of Directors is of the opinion that the appointment of Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435 and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or Ms. Wanvimol Preechawat, Certified Public Accountant No.9548, of PricewaterhouseCoopers ABAS Ltd. and/or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended

31 December 2025, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 1,087,500, should be proposed to the Annual General Meeting of Shareholders for approval.

**Remark**

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

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

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

The shareholders are invited to attend the Meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the Meeting as detailed in the guideline for the appointment of proxy to attend the Meeting, the registration, and evidence to be presented on the Meeting date of the Annual General Meeting of Shareholders for the year 2025 as appeared in Enclosure 4. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at No. 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300 within 22 April 2025 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 Proxy Form Kor. may be used for the appointment of the proxy. This Proxy Form Kor. is available for download from the Company's website at [www.matchinggroup.com](http://www.matchinggroup.com)

The Board of the Directors of the Company determined the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2025 on 12 March 2025.

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 9.00 a.m. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, 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 Extraordinary General Meeting of Shareholders No. 1/2024  
of  
Matching Maximize Solution Public Company Limited (the “Company”)**

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**Date, Time and Place**

The Meeting was held on 30 September 2024 at 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100. Whereby, the Company has also record this Meeting in the form of video media.

**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. Chatrapee Tantixalerm | Independent Director and Audit Committee             |
| 9. | Mr. Kamol Ratanachai      | Independent Director and Audit Committee             |

At present, the Company has a total of 9 directors. All the 9 directors have attended the Extraordinary General Meeting of Shareholders No. 1/2024.

**Executives present at the Meeting**

- |    |                      |                         |
|----|----------------------|-------------------------|
| 1. | Mrs. Ladawan Khumsap | Chief Financial Officer |
|----|----------------------|-------------------------|

**Auditor and Legal Counsel in attendance**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Ms. Chada Pajaiprasert    | Manager from PricewaterhouseCoopers ABAS Limited                 |
| 2. | Ms. Pornpilai Kosolprapha | Legal Advisor from Siam Premier International Law Office Limited |

**Preliminary Proceedings**

Mr. Sansrit Yenbamrung, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”), 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 29 shareholders attending the Meeting in person holding a total of 6,846,327 shares and 39 shareholders attending the Meeting via proxy holding a total of 685,847,045 shares whereby there were a total of 68 shareholders attending the Meeting constituting a total of 692,693,372 shares or 88.6218 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 75 persons holding a total of 692,720,074 shares or 88.6252 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.
2. Shareholder who has special interests on a given agenda has no right to cast the vote on such agenda.
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.

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 and 2, to be approved by a simple majority of the total number of votes of the shareholders attending and casting their votes at the Meeting;

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 2024 held on 24 April 2024**

The Secretary proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2024 held on 24 April 2024, 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 the Annual General Meeting of Shareholders for the year 2024 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 are questions from shareholders as follows:

Mr. Kittiyot Arpakiatiwong, a shareholder raised the questions on the following issues:

- (1) The reference to meetings conducted via electronic means in the Company's Articles of Association;

- (2) The location of the Company's headquarters and the distance between the Company's headquarters and the Royal Princess Larn Luang Hotel, which is the venue for the shareholders' meeting;
- (3) The location of the Company's studio and the shareholder's visit.
- (4) The policy regarding the provision of food and snacks to shareholders.

The Secretary informed the Meeting as follows:

- (1) The Annual General Meeting of Shareholders for the year 2024 has resolved to approve the amendment of the Articles of Association of the Company. This amendment primarily aims to align the Articles of Association with the newly amended laws regarding meetings conducted via electronic means. Should the Company wish to choose to conduct the meeting via electronics means, it may do so at its discretion. However, the decision to hold a physical meeting is made to provide shareholders the opportunity to meet face-to-face and to facilitate inquiries during the Meeting.
- (2) The Company's headquarters is located in Dusit District, approximately 3 kilometers from the meeting venue.
- (3) The Company's studio is situated in Bang Bo District, Samut Prakan Province, and the Company is currently considering an appropriate time to promote another visit for shareholders to the studio.
- (4) The Company's shareholders' meetings have consistently adhered to the guidelines set forth by the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company has made every effort to accommodate shareholders, including the provision of tea, coffee, and drinking water.

**Resolution:** The Meeting resolved by unanimous vote that the Minutes of the Annual General Meeting of Shareholders for the year 2024, held on 24 April 2024 be adopted as proposed in all respects with the votes of 692,693,472 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 consider and approve the transfer of the legal reserve and share premium to compensate the retained deficit.**

The Secretary informed the Meeting that 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 550,579,740.17 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:

<b>Shareholders' Equity (Thai Baht)</b>	<b>Before the Transfer of Legal Reserve and Share Premium</b>	<b>After the Transfer of Legal Reserve and Share Premium</b>
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)	-
<b>Total Shareholders' Equity</b>	<b>1,137,263,676.05</b>	<b>1,137,263,676.05</b>

The secretary asked shareholders if they had any questions or suggestions, there are questions from the shareholders and proxies which can be summarized as follows:

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

- (1) The duration for allocating legal reserves to compensate for the amounts transferred to offset accumulated losses in this instance; and
- (2) The Company's policy regarding cash flow management for the year 2024; whether the Company will distribute dividends or retain cash flow to maintain balance in the financial statements.

The Chairman assigned Mr. Kamol Ratanachai, Independent Director and Audit Committee to respond to the Meeting.

Mr. Kamol Ratanachai, Independent Director and Audit Committee informed the Meeting that according to the law, the Company is required to allocate 5% of its net profits to be legal reserves until the reserves amount to no less than 10% of the Company's registered capital. Therefore, the allocation of legal reserves will depend on the Company's operational performance and future business growth. If the Company performs well and has sufficient cash flow, it will be able to allocate reserves and consider distributing dividends.

Mr. Thitipong Sophonudomporn, a shareholder inquires as follows:

- (1) The reason the Company proposes to the shareholders' meeting for approval of the transfer of legal reserves and share premium to compensate the retained deficit;
- (2) The urgent necessity for transferring the reserves and share premium to compensate for retained deficit;
- (3) The probability of dividend distribution in the year 2025.

The Chairman assigned the Secretary to inform the Meeting that as the law stipulates that the transfer of reserves and share premium to compensate the retained deficit must be approved by the shareholders' meeting, the transfer outlined in this meeting invitation serves as a preliminary measure for the Company. Should future operational performance yield sufficient profits, the Company may consider distributing dividends. Conversely, if the Meeting does not approve the transfer of reserves to compensate for retained deficit, the law does not permit the Company to distribute dividends while still having retained deficit. Furthermore, the Company has no additional reasons beyond those clearly stated in the shareholders' meeting invitation.



Mr. Chayanont Ulit, Director and Chief Executive Officer clarified to the Meeting that in the first and second quarters of 2024, the Company recorded a profit of 42 million baht. However, due to fluctuations resulting from the Hollywood protests, the performance in the third and fourth quarters may be affected, and there remains a degree of uncertainty.

Mr. Thitipong Sophonudomporn, a shareholder continued suggesting that the reason for proposing this agenda item regarding the compensation of retained deficit is not deemed urgent, as it is a legal requirement and the Company does not have a policy to distribute dividends in 2025.

Mr. Chayanont Ulit, Director and Chief Executive Officer further clarified that as the secretary has informed the Meeting, the Company proposes for consideration and approval the transfer of reserves and share premium to compensate the retained deficit in order to enhance the opportunity for future dividend distribution. This action is in accordance with the law and serves as a preparation for dividend payments in the event that the Company's performance improves.

Mr. Kittiyot Arpakiatiwong, a shareholder raised the questions on the following issues:

- (1) The Company's working capital and credit facilities;
- (2) The percentage of the Company's legal reserves to be used to compensate the retained deficits in relation to the Company's registered capital; and
- (3) The amount of legal reserves that constitutes 10% as required by law.

The Secretary informed the Meeting that the legal reserves to be used to compensate the retained deficits amount to approximately 2% of the Company's registered capital. If the legal reserves are fully allocated to reach 10%, this would amount to approximately 78 million baht.

Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting further clarified to the Meeting that the transfer of legal reserves to compensate retained deficits is one method permitted by law for public limited companies with retained deficits to distribute dividends, provided that the retained deficits are cleared as stipulated by law. Following the shareholders' meeting's approval today, and assuming the Company continues to generate profits, it must allocate 5% of its net profits to legal reserves until these reserves reach no less than 10% of the Company's registered capital. Regarding working capital, the Company has faced losses continuously since 2019 due to the COVID-19 pandemic but returned to profitability in 2023. Consequently, the Company's cash flow has improved. Additionally, the Company has no borrowings from financial institutions and does not issue any bonds; its only financing consists of long-term loans from related companies.

After that, the Secretary proposed the Meeting to consider and approve the transfer of the legal reserve and share premium to compensate the retained deficit.

**Resolution:** The Meeting resolved by unanimous vote that the transfer of the legal reserve and share premium to compensate the retained deficit be approved with the votes of 692,715,472 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 3 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) The progress in resolving the issue of the incomplete free float of minority shareholders;
- (2) The status of the equipment leasing reservation for Gearhead Company Limited ("**Gearhead**");
- (3) The investment plan for additional rental equipment.

The Secretary informed the Meeting that the Company's Board of Directors has discussed the issue with major shareholders and proposed a joint solution, which is expected to be completed within one year, around June 2025.

Mr. Chayanont Ulit, Director and Chief Executive Officer further clarified to the Meeting that currently, the Company is striving to maximize the utilization of its existing equipment. In the first and second quarters, the Company made additional investments in new equipment and has already begun receiving bookings for the fourth quarter. The studio operates in a similar manner, with booking volumes for both equipment rental of Gearhead and studio rental of the Studio Park (Thailand) Company Limited ("**Studio Park**") being interrelated.

Mr. Nara Sripetch, a shareholder inquired about which quarter the recognition of the transfer of reserves to compensate retained deficits will appear in the financial statements.

Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting informed the Meeting that if the Meeting approves the transfer of reserves and share premium to compensate retained deficits, the Company's financial statements for the third quarter will no longer reflect any retained deficits.

Mr. Piyapong Prasarthong, a shareholder proposed the Company to invite the shareholders to visit the studio.

The Secretary responded that the Company is currently considering the matter, and once a conclusion is reached, it will be communicated to the shareholders.

Mr. Vichit La-orsatianrakul, a shareholder asked for the explanation of long-term growth strategies of the Company.

Mr. Chayanont Ulit, Director and Chief Executive Officer informed the Meeting that the overall landscape of the equipment rental business in Thailand is currently favorable. This is largely due to the improving international film market, driven by the increased availability of streaming platforms such as Netflix and Disney Plus, which has led to a rise in the production of series and films. Gear Head and Studio Park are recognized as leading service providers in the region, with clients prioritizing them in their considerations. If the Company continues to grow at this pace, it will likely need to make additional investments, including modernizing its equipment to keep up with technological advancements, thereby increasing opportunities for revenue generation in the future.

Mr. Janenate Maythaweevinij, a shareholder inquired on the following issues:

- (1) The credit terms offered by the Company to customers and the impact of the appreciation of the Thai baht; and
- (2) Research and development (R&D) to analyze customer needs and the Company's strategies for maintaining its customer base.

Mr. Chayanont Ulit, Director and Chief Executive Officer clarified to the Meeting that

- (1) The appreciation of the Thai baht is unlikely to impact the Company, as international customers utilizing services will communicate through foreign

- production managers (fixers). The Company does not receive payments directly in US dollars; and
- (2) The Company regularly conducts research and development (R&D) to assess performance. The Company's strength lies in the comprehensive range of equipment and filming locations, enabling it to effectively maintain its customer base.

Mr. Kittiyot Arpakiatiwong, a shareholder raised the questions on the following issues:

- (1) The fines imposed and the duration for which the Company has been penalized due to issues related to the incomplete free float of minority shareholders;
- (2) The trends in business expansion; and
- (3) The feasibility of arranging a name list for visiting to the studio today.

The Secretary informed the Meeting that under the previous regulations of the Stock Exchange of Thailand, companies that do not meet the criteria for distributing shares to minority shareholders (free float) incur a progressive additional fee. Recently, the Company has paid additional fees amounting to approximately 600,000-800,000 baht. However, in 2024, according to the new regulations, no additional fees will be imposed. Instead, the Company's shares will be marked as Caution-Free Float ("CF"). This new regulation provides the Company with an opportunity to resolve the free float issue within one year.

Mr. Chayanont Ulit, Director and Chief Executive Officer further clarified to the Meeting that the Company has been continually seeking opportunities for business expansion, such as in the television production sector. However, it must consider various factors and multiple suitability aspects. For the studio visit, the Company needs to determine an appropriate time, and shareholders can sign up in advance.


No other business was proposed to the Meeting.

The Meeting closed at 10.45 hrs.

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

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

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

<b>Name</b>	: Mr. Kamol Ratanachai	
<b>Position</b>	: Independent Director : Audit Committee : Nomination and Remuneration Committee : Corporate Governance and Sustainability Committee	
<b>Age</b>	: 59 years	
<b>Type of Director Proposed for Appointment</b>	: Independent Director and Audit Committee	
<b>Nomination Criteria and Procedure</b>	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and are able to make independent decisions and opinions in accordance with the relevant criteria. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as independent directors of the Company.	
<b>Period of Directorship</b>	: 14 years 5 months	
<b>Education</b>	: Master of Business Administration (MBA), Bangkok University.	
<b>Training</b>	: Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A. : CAC SME IA Certification: Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) : Director's Guide to Legal Obligations and Duties (DLD) 2/2024: IOD : 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

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**Shareholding in the company** : -None-

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**Work Experience**

**1. Listed Companies**

- Nov 2010 - Present : Independent Director  
: Audit Committee
- Jan 2013 - Present : Nomination and Remuneration Committee
- Sep 2019 - Present : Corporate Governance and Sustainability Committee  
Matching Maximize Solution PCL.
- 13 Nov 2024 - Present : Independent Director  
: Audit Committee
- 2011 - Present : Eureka Design PCL.  
: Independent Director  
Sriracha Construction PCL.
- May 2014 – 14 Dec 2022 : Independent Director  
: Audit Committee  
Eastern Power Group PCL.

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**2. Other Companies**

**/Organizations**

- May 2018 - Present : Chairman of Audit Committee  
Superrich Currency Exchange (1965) Co., Ltd.
- Jun 2015 - Dec 2018 : Deputy Chief Executive Officer of Internal Audit  
KPN Academy Co., Ltd.
- Jul 2014 - Mar 2020 : Independent Director  
Time Lapse Co., Ltd.
- Jul 2012 - Present : Independent Director  
Gear Head Co., Ltd.
- Jul 2012 - Present : Independent Director  
The Studio Park (Thailand) Co., Ltd.
- Jul 2012 - Jan 2018 : Independent Director  
Book Maker Co., Ltd.

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**Number of meeting attended in 2024** : Board of Director Meeting 14/14 times  
: Board of Audit Committee Meeting 13/13 times  
: Board of Nomination and Remuneration Committee Meeting 2/2 times  
: Board of Corporate Governance and Sustainability Committee Meeting 5/5 times

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**Litigation** : None

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**Interest in any Agenda Item  
Proposed in the AGM**

: Agenda 5 To consider and approve the appointment to director replacing those who retire by rotation  
Agenda 6 To consider and approve the directors' remuneration for 2025

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

Other Listed Companies		Other/ Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
2	: Independent Director : Audit Committee Eureka Design PCL. : Independent Director Sriracha Construction PCL.	3	-

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

<b>Name</b>	: Mr. Poomchai Wacharapong
<b>Position</b>	: Director : Executive Director
<b>Age</b>	: 67 years
<b>Type of Director Proposed for Appointment</b>	: Director



**Nomination Criteria and Procedure** : The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and possess no prohibited characteristics prescribed by the Public Limited Company Act and Securities and Exchange Act. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as directors of the Company.

<b>Period of Directorship</b>	: 11 years 4 months
<b>Education</b>	: Master (Economics) North Texas State University, U.S.A. : Bachelor of Economics Kasetsart University.
<b>Training</b>	: Certificate, Senior Executive Program (SEP) Sasin Graduate Institute of Business Administration of Chulalongkorn University : Certificate, Director Certification Program (2008): IOD : Certificate, Roles of the Chairman Program (2008): IOD
<b>Shareholding in the company</b>	: -None-

**Work Experience**

**1. Listed Companies**

May 2018 - Present	: Executive Director
Jan 2014 - Present	: Director
Jan 2014 - Dec 2019	: Chief Executive Officer
Jan 2014 - May 2018	: Chairman of the Executive Committee Matching Maximize Solution PCL.

Nov 2022 - Present : Independent Director  
: Member of the Audit Committee  
: Member of the Risk Management Committee  
: Member of the Nomination and Remuneration  
Committee  
NFC PCL.

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**2. Other Companies  
/Organizations**

May 2018 - Present : Director  
Media Studio Co., Ltd.

Feb 2014 - Present : Director  
The Studio Park (Thailand) Co., Ltd.

Feb 2014 - Present : Director

Nov 2017- Dec 2019 : Chief Executive Officer  
Gear Head Co., Ltd.

Jun 2016 - Present : Advisor  
HR Pro Security and Services Co., Ltd.

Oct 2010 - Present : Director  
Grand Larn Luang Co., Ltd.

Nov 2018 - Nov 2020 : Director  
TSP Production Service Co., Ltd.

Mar 2015 - Nov 2023 : Director  
: Executive Director  
Baansuay Group PCL. (Suratthani)

Jul 2014 - Mar 2020 : Director  
Time Lapse Co., Ltd.

Nov 2018 - Jan 2020 : Chairman of the Board of Director

Jul 2014 - Jan 2020 : Director  
Transformation Films Co., Ltd.

Feb 2014 - Jan 2018 : Director  
Book Maker Co., Ltd.

Aug 2013- Sep 2022 : Director  
TV Digital HR Co., Ltd.

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**Number of meeting attended in 2024** : Board of Executive Committee Meeting 10/12 times  
: Board of Director Meeting 13/14 times

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**Litigation** : None

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**Interest in any Agenda Item Proposed in the AGM** : Agenda 5 To consider and approve the appointment to director replacing those who retire by rotation  
Agenda 6 To consider and approve the directors' remuneration for 2025


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

<b>Other Listed Companies</b>		<b>Other/ Non-Listed Companies</b>	<b>Other rival incorporation /any related business with the Company</b>
<b>Number</b>	<b>Position</b>	<b>Number</b>	<b>Number</b>
1	: Independent Director : Member of the Audit Committee : Member of the Risk Management Committee : Member of the Nomination and Remuneration Committee NFC PCL.	4	-

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

<b>Name</b>	: Yaowalak Poolthong, Ph.D.	
<b>Position</b>	: Director : Executive Director	
<b>Age</b>	: 64 years	
<b>Type of Director Proposed for Appointment</b>	: Director	
<b>Nomination Criteria and Procedure</b>	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and possess no prohibited characteristics prescribed by the Public Limited Company Act and Securities and Exchange Act. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as directors of the Company.	
<b>Period of Directorship</b>	: 7 years - months	
<b>Education</b>	: Ph.D. in Marketing Thammasat University (International Program) : Master of International Business Administration The University of Sydney, Australia : Master of International Business Administration – Exchange Program Waseda University, Japan	
<b>Training</b>	: Director Certification Program (DCP) Thai Institute of Directors (IOD) : Capital Market Academy (CMA)	
<b>Shareholding in the company</b>	: -None-	
<b>Work Experience</b>		
<b><u>1. Listed Companies</u></b>		
Apr 2018 - Present	: Director	
Jul 2018 - Present	: Executive Director Matching Maximize Solution PCL.	

**2. Other Companies**  
**/Organizations**

Jun 2020 - Present	: Director Gear Head Co., Ltd.
Apr 2019 – Present	: Director BBTV Productions Co., Ltd.
Apr 2019 - Present	: Director Stronghold Assets Co., Ltd.
Apr 2019 - Dec 2020	: Managing Director
Apr 2019 - Mar 2021	: Director
Jan 2021 - Dec 2021	: Advisor Bangkok Broadcasting & T.V. Co., Ltd.
Sep 2018 – Present	: Director Signature Agency Co., Ltd.
May 2017-Aug 2019	: Director Media Now Co., Ltd.
Apr 2017-Present	: Director Media Scene Co., Ltd.
May 2015-Present	: Chief Executive Officer
Apr 2014-Present	: Director Media Studio Co., Ltd.
Jan 2014-Present	: Director HR Pro Security and Services Co., Ltd.
Aug 2013-Present	: Director TV Digital HR Co., Ltd.

<b>Number of meeting attended in 2024</b>	: Board of Executive Committee Meeting: 12/12 times : Board of Director Meeting: 14/14 times
<b>Litigation</b>	: None
<b>Interest in any Agenda Item Proposed in the AGM</b>	: <u>Agenda 5</u> To consider and approve the appointment to director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the directors' remuneration for 2025

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

Other Listed Companies		Other/ Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
-	-	7	-

(Translation)

**Definition of Independent Director**

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Qualifications of each independent director shall comply with the following criteria:

(a) Holding shares not exceeding one percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, including the shares held by related persons of the independent director;

(b) Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder, or controlling person unless the foregoing status has ended not less than two years prior to the date of application filing with the SEC Office. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the company;

(c) Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the company or its subsidiary;

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

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which results in the company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Related Party Transactions, mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

(e) Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing

relationship has ended not less than two years from the date of application filing with the SEC Office;

(f) Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the SEC Office;

(g) Not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;

(h) Not undertaking any business in the same nature and in competition to the business of the company or its subsidiary, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition to the business of the company or its subsidiary.

(i) Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the company's business affairs.

The Definition of Independent Director as aforementioned is equal to the minimum requirements of the Capital Market Supervisory Board

(Translation)

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

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All shareholders and proxies are requested to bring their invitation letter, proxy form (if any) and the following required documents to register their attendance of the Shareholders' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") on 29 April 2025.

**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 Kor.) (available to be downloaded from the Company's website [www.matchinggroup.com](http://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 Kor.))
  - 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 Khor.) with the form as prescribed by the Department of Business Development, Ministry of Commerce and uploaded Proxy Form (Form Gor, Form Khor. and Form Kor.) on the Company's website (www.matchinggroup.com). There are different types of Proxy form as follows:

- Form Gor: General Proxy Form (Simple Form)
- Form Khor: Specific Proxy Form – sets out specific details of authorization
- Form Kor: 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 Gor or Form Khor. Foreign shareholders with a Custodian in Thailand may choose to use either Proxy Form Gor, Form Khor, or Form Kor. 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 22 April 2025 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 a.m. on 29 April 2025 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 Khor.
- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the proxy shall be authorized to consider and vote on such matter on behalf of the shareholder as deemed appropriate.

##### **2. Voting Procedures**

The Chairman shall inform the Meeting of the voting procedures as follows:

- (1) The Chairman will propose the Meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies of Proxy Form Gor 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 Khor and Form Kor, 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**

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

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

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

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

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

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

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

45 days from the date of the end of the period in paragraph two. In this case, the general meeting shall be deemed a meeting called by the board of directors, and the company shall be responsible for expenses incurred from holding such meeting and any assistance as may be appropriate.

However, 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 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.

**Article 30.** To call a shareholders' meeting, the board of directors shall draft a notice of the summoning of a general meeting and specify the place, the day and the hour of the meeting and the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the board's opinion on the topics. The notice of summoning of a general meeting shall be sent to the shareholders and the Registrar not later than seven days before 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 the general meeting, a shareholder may authorize another person to attend and vote in the meeting as a proxy. A written authorization or proxy must be dated and signed by the authorizing shareholder and conform to the format prescribed by the Share registrar.

Such proxy form shall be submitted or sent proxy data electronically (in case of proxy granted by electronic means) 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.

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 two-third 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 three-fourth 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 means 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.

(Translation)

**Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2025**

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<b>Name</b>	:	Mr. Akarat Na Ranong
<b>Position</b>	:	Independent Director and Chairman of the Audit Committee
<b>Age</b>	:	72 years
<b>Address</b>	:	256 Soi Sukhumvit 55 (Thonglor) Khlong Tan Nuea, Wattana Bangkok 10110
<b>Family relationship with executives of the Company</b>	:	None
<b>Educational background</b>	:	Master's Degree, Business Administration (Management), Marshall University, USA.
<b>Training relating to role and duties of director</b>	:	<ul style="list-style-type: none"><li>- Seminar on Empowering Board: Enhancing Governance, Standards and Financial Insights, Year 2024</li><li>- Seminar on Emerging Audit Standard and Implications for the Audit Committee, Year 2024</li><li>- Seminar on Preventing, Deterring and Addressing Inappropriate Behavior of Listed Companies, Year 2024: The Office of the Securities and Exchange Commission</li><li>- Advance Audit Committee Program (AACP 44/2022): IOD</li><li>- Ethical Leadership Program (ELP 17/2019): IOD</li><li>- Certificate, Role of Chairman Program (RCP 2017): IOD</li><li>- Certificate, Director Certification Program (DCP 2013): IOD</li><li>- Leadership Program, (Class 6/2008), Capital Market Academy</li><li>- Certificate, Role of Compensation Committee (RCC 2007): IOD</li><li>- Certificate, Director Accreditation Program (DAP 2007): IOD</li><li>- Certificate, Audit Committee Program (ACP 2004): IOD</li></ul>
<b>Shareholding in the company</b>	:	None
<b>Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the year 2025 for consideration</b>	:	Agenda 6: To consider and approve the directors' remuneration for the year 2025

In this regard, 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.

(Translation)

**Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2025**

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<b>Name</b>	:	Mr. Chatrapee Tantixalerm
<b>Position</b>	:	Independent Director and Audit Committee
<b>Age</b>	:	62 years
<b>Address</b>	:	2 Soi Sri Sa-Nguan, Samsen-Nok, Huay Kwang, Bangkok 10310
<b>Family relationship with executives of the Company</b>	:	None
<b>Educational background</b>	:	MBA Finance, Sasin Graduate Institute of Business Administration of Chulalongkorn University
<b>Training relating to role and duties of director</b>	:	- Certificate, Corporate Governance for Capital Market Intermediaries (2/2015): IOD - Certificate, Director Accreditation Program (48/2005): IOD
<b>Shareholding in the company</b>	:	None
<b>Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the year 2025 for consideration</b>	:	Agenda 6: To consider and approve the directors' remuneration for the year 2025

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

Location map of the Meeting's venue of the Annual General Meeting of the Shareholders for the year 2025  
At Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok,  
269 Larn Luang Road, Pomprab, Bangkok 10100





(ปิดอากรแสตมป์ 20 บาท)  
Duty Stamp 20 Baht

**แบบหนังสือมอบฉันทะ แบบ ข.**

**Proxy (Form B.)**

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

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

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

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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 แมทซิ่ง แมกซ์โซลูชั่น จำกัด (มหาชน) (“บริษัท”)  
being a shareholder of Matching Maximize Solution Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
holding the total amount of shares and having the right to vote equal to votes as follows

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

- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)  
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.4

- (1) ..... อายุ ..... ปี  
age years,
- อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....
- residing at Road Sub-District
- อำเภอ/เขต .....จังหวัด .....รหัสไปรษณีย์ .....
- District Province Postal Code หรือ or

- (2) ..... อายุ ..... ปี  
age years,
- อยู่บ้านเลขที่ .....ถนน ..... ตำบล/แขวง.....
- residing at Road Sub-District
- อำเภอ/เขต .....จังหวัด .....รหัสไปรษณีย์ .....
- District Province Postal Code หรือ or

- (3) ..... อายุ ..... ปี  
age years,
- อยู่บ้านเลขที่ .....ถนน ..... ตำบล/แขวง.....
- residing at Road Sub-District
- อำเภอ/เขต .....จังหวัด .....รหัสไปรษณีย์ .....
- District Province Postal Code



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2568  
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the year 2025

ในวันที่ 29 เมษายน 2568 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน  
 หลานหลวง เขตป้อมปราบ กรุงเทพมหานคร 10100  
 to be held on 29 April 2025 time 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Lam Luang ,  
 Bangkok, 269 Lam 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 เมื่อวันที่ 30  
 กันยายน 2567  
 Agenda Item 1 Subject To consider and adopt the Minutes of the Extraordinary General Shareholder'  
 Meeting No. 1/2024 held on 30 September 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 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567  
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2024  
 หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ  
 Remark This matter is for acknowledgement. The resolution is not required.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไร  
 ขาดทุน) ของบริษัท สำหรับปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2567 ซึ่งผ่านการตรวจ  
 สอบของผู้สอบบัญชีรับอนุญาตแล้ว และรับทราบรายงานของผู้สอบบัญชี  
 Agenda Item 3 Subject To consider and approve the Financial Statements and the Statement of  
 Comprehensive Income (balance sheet and profit and loss statements) in respect  
 of the fiscal year ended as at 31 December 2024 which have been audited by the  
 certified auditor and acknowledge the Auditor's report  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

วาระที่ 4 เรื่อง พิจารณาและอนุมัติงดการจ่ายเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และงดการ  
 จ่ายเงินปันผลประจำปี 2567  
 Agenda Item 4 Subject To consider and approve no appropriation of profit as the legal reserve and no  
 dividend payment for the year 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 5 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ  
Agenda Item 5 Subject To consider and approve the appointment of directors replacing those who retire by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งชุด  
Vote for all the nominated candidates as a whole.
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
Vote for an individual nominee.
1. ชื่อกรรมการ นายกมล รัตน์ไชย  
The director's name Mr. Kamol Ratanachai
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
2. ชื่อกรรมการ นายภูมิชาย วัชรพงศ์  
The director's name Mr. Poomchai Wacharapong
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ ดร.เยาวลักษณ์ พูลทอง  
The director's name Yaowalak Poolthong, Ph. D.
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2568  
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2025
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 7 เรื่อง พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2568  
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2025
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 8 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)  
Agenda Item 8 Subject To consider other matters (if any).
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้





**หมายเหตุ :**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
  - (1) นายอัครรัตน์ ณ ระนอง หรือ
  - (2) นายฉัตรพี ดันติเฉลิม(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 6)

**Remarks :**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form B. as attached.
4. The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
  - (1) Mr. Akarat Na Ranong or
  - (2) Mr. Chatrapee Tantixalerm(Information of independent directors were shown in the Enclosure 6)



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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท แม็ทซิ่ง แม็กซิไมซ์ โซลูชั่น จำกัด (มหาชน) (“บริษัท”)**  
 The appointment of proxy by the shareholder of **Matching Maximize Solution Public Company Limited (“The Company”)**  
 ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568  
 At the Annual General Meeting of Shareholders for the year 2025

ในวันที่ 29 เมษายน 2568 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ้นเซส หลานหลวง เลขที่ 269 ถนน  
 to be held on 29 April 2025 time 10.00 a.m. หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100  
 at Ratchadammoen Room, Royal Princess Hotel Larn Luang ,  
 Bangkok, 269 Larn Luang Road, Pomprab , Bangkok

หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่น  
 or any adjournment at any date, time and place thereof.

- 
- (1)  วาระที่ ..... เรื่อง .....
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 ( a ) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 ( b ) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ ..... เรื่อง .....
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 ( a ) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 ( b ) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ ..... เรื่อง .....
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 ( a ) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
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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  
 ( b ) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

(2) <input type="checkbox"/> วาระที่ .....	เรื่อง	เลือกตั้งกรรมการ (ต่อ)	
Agenda Item	Subject	To approve the appointment of new directors (Continued)	
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	.....	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain

