

(Translation)

MMS-AC 58/037

14 October 2015

**Re:** Invitation to the Extraordinary General Meeting of Shareholders No.1/2015

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

- Enclosures:**
1. Copy of minutes of the Annual General Meeting of Shareholders 2015 held on 27 April 2015
  2. Information Memorandum on the Acquisition of Assets
  3. Opinion of Independent Financial Advisor on the Acquisition of Assets
  4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Extraordinary General Meeting of Shareholders No.1/2015
  5. The Company's Articles of Association which are relevant to the shareholders' meeting and voting exercise
  6. Names and profiles of independent directors and Audit Committee who may be appointed by shareholders as their proxies to attend the Extraordinary General Meeting of Shareholders No.1/2015
  7. Location map of the meeting's venue of the Extraordinary General Meeting of Shareholders No.1/2015
  8. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2015 on 29 October 2015 at 01.00 p.m., at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok to consider the following agenda:

**Agenda 1** **To consider and adopt the minutes of the Annual General Meeting of Shareholders 2015 held on 27 April 2015.**

**Facts and rationale** The Company has prepared the minutes of the Annual General Meeting of Shareholders 2015 held on 27 April 2015, the copy of which was submitted to the relevant authority within the required period. Thus, the shareholders' meeting is recommended to adopt the minutes of the Annual General Meeting of Shareholders 2015 held on 27 April 2015. 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 2015 held on 27 April 2015, was correctly recorded and recommended that such minutes should be adopted.

**Remark** This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

**Agenda 2** **To consider and approve the acquisition of assets i.e. the investment in universal movie shooting project (New Home Project) according to the new investment plan**

**Facts and rationale** Reference is made to the resolution of the Extraordinary General Meeting of Shareholders No.1/2014 of the Company, held on 14 October 2014 to approve the Company or Matching Broadcast Company Limited (“**Matching Broadcast**”) to enter into the assets acquisition transaction i.e. the purchase of land for the purpose of development of universal movie shooting project under the name of New Home (the “**New Home Project**”) at the total purchase price of Baht 455 Million together with the expenses related thereto approximately Baht 18 million including the construction cost for the New Home Project amounting to Baht 296 million, resulting the total value of the project of Baht 769 million. In order to operate the New Home Project, the Management of the Company has reconsidered the appropriateness of a project layout and rearranged such layout for the utmost benefits of the land usage including changed the types of construction materials to strengthen the quality of the New Home Project to meet international standard, which shall affect the value of investment in New Home Project to materially increase. Hence, the Board of Directors’ Meeting No.9/2015 has resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2015 to consider and approve the investment in New Home Project according to the new investment plan which was changed in project layout and the types of construction materials in order to strengthen the quality of the New Home Project to meet international standard per the details as appeared in the Information Memorandum on the Acquisition of Assets as attached in Enclosure 2 (the “**New Investment Plan**”), with the total value of the project of Baht 1,187 million (which increased amounting to Baht 418 Million from the value approved by the Extraordinary General Meeting of Shareholders No.1/2014 or increased 54.33% of the previous value of the project), which is divided into Baht 714 Million of construction cost and Baht 473 Million of the purchase price of the Land including the expenses related thereto (Matching Broadcast has completed a payment for the land and accepted the transfer of ownership of such land in October 2014 pursuant to the resolution of the Extraordinary General Meeting of Shareholders No.1/2014).

In this regard, such transaction is classified as an acquisition of assets of the listed Company and/or its subsidiaries Class 1 pursuant to the Notification of the Capital Market Advisory Board No. Tor Chor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547, the total value and more details of the transaction are shown in the Information Memorandum on the Acquisition of Assets and the Opinion of Independent Financial Advisor on the Acquisition of Assets enclosed herein as Enclosure 2-3 respectively.

In addition, the Board deemed it appropriate to propose to the Shareholders' Meeting to consider and approve to empower the authorized director(s) and/or the person(s) entrusted by the authorized director(s) to do any other action which is necessary or in connection with such acquisition of assets as aforementioned in all respects.

**Board's opinion**

The Board of Directors is of the opinion that the acquisition of assets i.e. the investment in universal movie shooting project (New Home Project) according to the new investment plan as well as the authorization should be approved as the details aforementioned.

**Remark**

This Agenda requires an affirmative resolution of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote.

**Agenda 3 Other Business (if any)**

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

The shareholders are cordially invited to attend the meeting on the date, and at the time and venue as described above and are requested to prepare all evidence that will be used for the meeting as detailed in the guideline for the appointment of proxy to attend the meeting, the registration, and evidence to be presented on the meeting date of the Extraordinary General Meeting of Shareholders No. 1/2015 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. 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 Legal Department of the Company at Matching Maximize Solution Public Company Limited at 305/10 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit

District, Bangkok, 10300, Thailand, telephone no. 0-2243-6543-6, 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 26 October 2015.

For the custodians that represent overseas shareholders, the Proxy Form C may be used for the appointment of the proxy. This Proxy Form C 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 sets the Record Date on which the shareholders have the rights to attend the Extraordinary General Meeting of Shareholders No.1/2015 on 3 September 2015. Furthermore, 4 September 2015 shall be the Company's share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

Please be informed that the shareholders and proxies can register for the meeting attendance starting from 12.00 p.m. on the meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok and snack is also provided.

Sincerely Yours,  
**Matching Maximize Solution Public Company Limited**

(Mr. Poomchai Wacharapong)  
Chief Executive Officer

***(Translation)***

**Minutes of the 2015 Annual General Meeting of Shareholders of  
Matching Maximize Solution Public Company Limited**

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**Date, Time and Place**

The Meeting was held on 27 April 2015 at 10:00 a.m. at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330.

**Directors/Executives present at the Meeting**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee      | Chairman of the Board of Directors                       |
| 2. Mr. Poomchai Wacharapong    | Chief Executive Officer                                  |
| 3. Mr. Somboon Cheewasutthanon | Managing Director  |
| 4. Mr. Pattanapong Nuphan      | Director   |
| 5. Mr. Sansrit Yenbamrung      | Director   |
| 6. Mr. Nuttawit Boonyawat      | Director   |
| 7. Mr. Akarat Na Ranong        | Independent Director and<br>Chairman of Audit Committee  |
| 8. Mr. Kamol Ratanachai        | Independent Director and<br>Audit Committee              |
| 9. Mr. Wiroj Bunsirungruang    | Senior Executive Vice President and<br>Company Secretary |

**Director absent at the Meeting**

- |                           |  |
|---------------------------|--|
| 1. Mr. Nuttawut Phowborom | Independent Director and Audit Committee |
|---------------------------|--|

**Auditor and Legal Counsel in attendance**

1. Mr. Kajornkiet Aroonpirodkul from PricewaterhouseCoopers ABAS Company Limited
2. Mrs. Kulkanist Khamsirivatchara from Siam Premier International Law Office Limited

**Preliminary Proceedings**

Mr. Somrit Srithongdee, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). The Chairman announced that there were 92 shareholders present in person and by proxy, representing 272,540,158 shares, being 51.2650 percent of the total paid-up shares of the Company (total shares of the Company being 531,629,851 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting, thus, having shareholders in aggregate of 148 shareholders, representing 286,838,165 shares, being 53.9545 percent of the total issued shares of the Company. The quorum was thus constituted.

The Chairman then declared the Meeting duly convened and asked Mr. Wiroj Bunsirungruang, the Senior Executive Vice President and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, 3, 4, 5 and 7, to be approved by a simple majority of the total number of votes of the shareholders who in attendance and casting their votes, Agenda 6 to be approved by not less than two-thirds of the total number of votes of the shareholders in attendance at the Meeting and Agenda 2 as a matter for acknowledgement and no voting is required. The Chairman then introduced the Meeting to consider the following agenda:

**Agenda 1**      **To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014**

The Chairman proposed the Meeting to consider and adopt the minutes of the Extraordinary General Meeting of shareholders No.1/2014 held on 14 October 2014, the copy of which was sent to the shareholders together with the notice of this meeting (Enclosure 1).

**Resolution:** The Meeting unanimously resolved that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 be adopted as the Chairman proposed with the votes of 280,998,459 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining).

**Agenda 2**      **To acknowledge the Company's operating results for the year 2014**

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer, to present the Company's operating results for the year 2014 to the Meeting which can be summarized as follows:

1. The Company's assets have increased as the Company purchased land in Amphur Bang Bor and expanded investments into new businesses.
2. The Company's debts have increased as the debts of its subsidiaries have increased, which is in line with the Company's policy of making the subsidiaries self-sufficient.
3. In terms of the Company's revenue, when compared to other companies in the same industrial sector where revenues had the tendency to decrease, our Company's revenue has slightly increased.
4. The Company's net profit has decreased from 2013, as generally is the case for this industrial sector, due to changes in the media, decrease in marketing expenditure, high level of competition and an uncertainty in the current political situation.
5. Under the Company's revenue structure, its main revenue is generated by provision of equipment services and rental, which remains stable and profitable, while its television-related business has seen slightly decreased profits.

**Business Plan for the year 2015**

1. **Equipment rental services business** : The Company plans to expand its business in the One Stop Shop model. Originally, the Company only provided equipment services and rental for production of films, but currently it has expanded into the lower market by providing equipment services and rental for production of television dramas. Moreover, the Company plans to expand into the middle market by providing equipment services and rental for production of television programs and there is also planned expansion into other countries such as Cambodia and Vietnam.
2. **TV program production business** : such as "Plod Nee", "Kob Dek...Sarnng Ban" and the new show "Im Mee Pee Mon". In the future, the Company plans to utilize its strengths to enter into joint ventures with various ally entities such as creative film stars and actors in order to produce television programs. In the beginning, the Company will focus on producing on a hire basis, but once it feels more confident and if the

- profits are good, then it will consider buying television airtime for further exploitation.
3. **Printing business** : Under the current sluggish economy, the Company had to look for other ways to branch out into other businesses such as event organizing (e.g. product launches, etc.) and online business, which have both been very well received by consumers.
  4. **TV commercial production business** : The Company has the following plans:
    - 4.1. To employ more staff in order to increase operational efficiency, especially in positions of director and producer;
    - 4.2. To develop alliances with agencies and position itself as a production house; and
    - 4.3. Producing documentaries and other programs.
  5. **Events organizing business**: As this business sector is hotly competitive, the Company will select only projects that will be profitable.
  6. **Post production business**: This is a new operational direction for the Company. While it has as much capacity as leading post-production companies, at the early stage of entering the business sector, the Company needs to focus on effectively introducing itself to the public and build a memorable body of work. One of the Company's recent accomplishments is a documentary on elephants.
  7. **Comprehensive Studio City Project**: The studio site is currently in the ground preparation stage with modifications being made to design. Construction is expected to begin in the 2nd quarter of 2015.
  8. **Film production business**: The Company has invested jointly with True Corporation and Major Cineplex to produce films in Thai such as "Tookae-Ruk-Paeng-Mak" and "Single Lady". Moreover, in 2015 the Company will open two films: "Cha-Lui 3-Tae-Kob-Fa" and "Love in Thailand".

Miss Patcharin Charnmaytha, shareholder, inquired about: (1) profitability of buying 01.00am - 02.00am airtime on Channel 7 for a show produced by the Company, while suggesting the purchase of airtime on Digital TV; and (2) details of the film and television drama production operation. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting as follows: (1) the demand for prime airtime is extremely high, which makes its prices extremely high as well. Moreover, it is the proprietor channel who decides the content of each slot and the rating of the program. The Company's show which was aired between 01.00am - 02.00am has already been cancelled due to it not making the target revenue. The shareholder's suggestion will be taken into consideration; and (2) Gear Head Co., Ltd. is our company whose business is renting out filmmaking equipment. However, currently the techniques for making films and television dramas do not differ very much, so the Company has set up Handy Gear Brand to rent out equipment for making television dramas, and this company has been highly successful. In the future when the Studio is finished, the Company plans to commence using it for television program production as well.

Mr. Wichit La-or-sathienkul, shareholder, inquired on the reasons why the Company has set a larger allowance for bad debts in 2014. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that the allowance for bad debts was set in a larger amount because the Company has the policy of making an allowance for bad debts so that the accounts will reflect the Company's real value. Most of the Company's unpaid debts have resulted from cases where the client rented equipment for making a film but afterwards that film failed, making the client unable to settle their debts. However, the Company is still regularly following up on these debtors.

Mr. Sarayuth Thanatipukanont, shareholder and proxy holder, inquired why the Company cancelled the program on Golf which used to be aired on Channel 7. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that the program was losing money and had to be cancelled. At present, the Company has obtained a new airtime slot on Thursdays between 9.30am – 10.15am for the show “ Im Mee Pee Mon”, which started airing in April and has been highly popular.

The Chairman thanked every shareholder who has given his/her support and confidence in the Company and then made a pledge that the Board, Management and every employee will, indeed, continue to work with determination for the success of the organization and to return the trust it receives from every shareholder.

The Chairman further proposed the Meeting to acknowledge the Company's operating results for the year 2014 which the details were set out in the 2014 annual report of the Company that was sent to the shareholders together with the notice of this meeting (Enclosure 2).

**Resolution:** The Meeting acknowledged the Company's operating results for the year 2014 was as the Chairman proposed.

**Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2014 which have been audited by the certified auditor and acknowledge the Auditor's report**

The Chairman informed the details of the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2014 which have been audited by the certified auditor and to acknowledge the Auditor's report which the details were set out in the Company's financial statements which formed part of the 2014 annual report sent to shareholders together with the notice of this meeting (Enclosure 2) and can be summarized as follows:

Financial Statements ended 31 December 2014 (Consolidated)

Account Record	2014	2013	Increase (Decrease)	
			Amount	Percentage
Total Assets	1,497	1,353	144	10.64%
Total Liabilities	181	101	80	79.21%
Total Shareholders' Equity	1,316	1,252	64	5.11%

Statement of Comprehensive Income ended 31 December 2014 (Consolidated)

Account Record	2014	2013	Increase (Decrease)	
			Amount	Percentage
Total Revenue	704	691	13	1.88%
Total cost of sales and services	664	591	73	12.35%
Profit before income tax expense	40	100	(60)	-60.00%
Income Tax Expense	11	21	(10)	-47.62%
Annual Net Profit	29	78	(49)	-62.82%

Miss Patcharin Charnmetha, shareholder, asked the Meeting about the following issues: (1) Why has the Company's capacity to pay interests on loans decreased in 2014? (2) The amount of investment capital the Company will need for 2015. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting as follows: (1) In 2013 the Company did not take any financial



institution loans, but in 2014 the Company had a policy of letting its subsidiaries borrow from financial institutions in order to build financial discipline in the subsidiaries and improve the Company's liquidity for the studio building project. This has affected the Company's capacity to pay interests on loans, although the decreased capacity should still be considered at a good level. (2) The Company still cannot confirm the amount of investment because it is still waiting for the engineering team's conclusion. At the moment the Company is not in need of increasing its stock capital, but should the Company need to, it has very good capacity to borrow from a financial institution.

After that, the Chairman proposed the Meeting 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 2014 which have been audited by the certified auditor and to acknowledge the Auditor's report.

**Resolution:** The Meeting unanimously resolved that 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 2014 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged with the votes of 286,757,068 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining).

**Agenda 4 To consider and approve the appropriation of profit as the legal reserve and the distribution of dividend in respect of the operating results for the year 2014**

The Chairman informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535 (as amended), the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit and subtracted with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. Furthermore, the Company's dividend policy prescribes that the dividend payment shall be approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the condition that the company is not required to use such funds and the dividend payment shall not have material effect to the Company's normal business operations. The Company's operating results for the fiscal year ended as at 31 December 2014 (according to Separate Financial Statements ended 31 December 2014 audited by the certified auditors) has the net profit Baht 46,977,520.

Therefore, the Board of Director deemed appropriate to propose to the Meeting to consider and approve the appropriation of profit as the legal reserve in the amount of Baht 2,348,876 being 5 percent of the Company's annual net profit and the distribution of 2014 annual dividend payment to the shareholders whose names appear in the share register book as of 12 May 2015 (the "Record Date"), and collecting shareholders' names pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on 13 May 2015, the dividends payment would be made from the accumulated retained earnings and net profit of the Company, at the rate of Baht 0.055 per 1 ordinary share by the total dividend payment shall be Baht 29,239,641.81. The dividends shall be payable on 21 May 2015.

Miss Patcharin Charnmaytha, shareholder, inquired about: (1) the retained earnings amount the Company; and (2) the reasons why the net profits as appeared in the Consolidated Financial Statements decreased. Mr. Wiroj Bunsirirungruang, the Senior Executive Vice President and Company Secretary explained to the Meeting that (1) the retained earnings of the Company is Baht 65,745,368 as appeared in Separated Financial Statements of the Company, page 94 of the 2014 Annual Report; and (2) due to the decrease of 2014 profits and the dividend payment in respect of the operating results for the year 2013, the net profits of the Company therefore decreased.

Mr. Krairerk Pothiapiyarnvisut, shareholder made suggestion to the Meeting that the Company should pay the dividend at a higher ratio in order to enhance the Company's image and increase the stability of the Company's share. According the Company's dividend policy, the dividend payment shall be approximately 40 percent of the net profit, if in 2014 the Company paid lower dividends i.e. nearly equal to the Company's policy, the dividend payment of the year 2015 would be higher. The Chairman accepted the suggestion.

**Resolution:** The Meeting unanimously resolved that the appropriation of profit as the legal reserve and distribution of dividend in respect of the operating results for the year ended as at 31 December 2014 according to the above details be approved with the votes of 286,757,068 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining.

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

The Chairman informed the Meeting that according to the law and the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors must retire from office and the retired directors are eligible for re-appointment. There are 3 directors who retire by rotation at the Annual General Meeting of shareholders for the year 2015, namely:

1. Mr. Somrit Srithongdee Chairman of the Board;
2. Mr. Pattanapong Nuphan Director; and
3. Mr. Nuttawut Phowborom Independent Director and Audit Committee.

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the minority shareholders to propose person(s) to be elected as directors in advance of the Meeting through an announcement on the Company's website from 3<sup>rd</sup> November 2014 – 31<sup>st</sup> January 2015 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter. Nonetheless, no minority shareholder proposed any person to be elected as director to the Company at this Meeting.

The Nomination and Remuneration Committee has considered and is of the opinion that (1) Mr. Somrit Srithongdee, Chairman of the Board; (2) Mr. Pattanapong Nuphan, Director; and (3) Mr. Nuttawut Phowborom, Independent Director and Audit Committee, the 3 directors who must retire by rotation are knowledgeable persons, capable and have experience in the Company's business and have performed well as the directors of the Company in the past office period and also possess full qualification under the law. Therefore, it is appropriate to nominate 3 directors aforementioned to be reappointed as the Company's directors for another term.

The names and profiles of director who retired by rotation and the persons to be nominated for an appointment as the Company's directors are appeared in the document which was sent to the shareholders together with the notice of this meeting (Enclosure 3).

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

1. Mr. Somrit Srithongdee, Chairman of the Board, with the votes of 286,757,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining;
2. Mr. Pattanapong Nuphan, Director, with the votes of 286,757,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining; and
3. Mr. Nuttawut Phowborom, Independent Director and Audit Committee, with the votes of 286,757,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining.

#### **Agenda 6 To consider and approve the directors' remuneration for 2015**

The Chairman informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration according to the expansion of business, the profit growth of the Company as well as the duties and responsibilities of each director. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee) deemed it appropriate to determine the directors' remuneration for the year 2015 as follows:

##### **1. Monthly remuneration**

###### Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

###### Sub-committee Members

Chairman	Baht 30,000
Director	Baht 20,000

The Company currently has a sub-committee consisting of the Board of Executive Directors, the Audit Committee, and the Nomination and Remuneration Committee. The other sub-committee being in the position of the Director of the Company will also be paid the remuneration as being the Director.

##### **2. The Directors' remuneration for the result of the operation of the year 2014**

The amount of the Director's remuneration is not exceeding Baht 1,500,000. The allocation of the Directors' remuneration shall be specified by the Nomination and Remuneration Committee and the Board of Directors.

After that, the Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2015 and the gratuity for the result of the operation of the year 2014 as aforementioned.

**Resolution:** The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2015 and the gratuity for the result of the operation of the year 2014 according to the above details be approved with the votes of 286,428,382 shares (99.8745 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving and 359,783 votes abstaining (0.1255 percent of the total votes of the shareholders attending the meeting).

**Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2015**

The Chairman informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 (as amended) requires that every year the annual general meeting of shareholders appoint the Company's auditors and determine their remuneration. The existing auditors can be reappointed.

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

1. Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445;
2. Mr. Paiboon Tunkoon, Certified Public Accountant No.4298; and/or
3. Miss Sakuna Yamsakul, Certified Public Accountant No.4906

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 and its subsidiaries' auditor(s) for the fiscal year ended 31 December 2015. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company and its subsidiaries for the fiscal year ended as at 31 December 2015.

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

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 2015. The auditors' remuneration for auditing the Financial Statements of the Company and for auditing the Financial Statements of the Company's subsidiaries are fixed at the rate of Baht 765,000 and Baht 1,235,000, respectively, totaling Baht 2,000,000 which is higher than last year which has the auditors' remuneration amounting to Baht 1,700,000.

In addition, the Chairman further informed the Meeting that the total auditors' remuneration of the Company and subsidiaries for the year 2014 has increased from the amount previously fixed at Baht 1,700,000 to Baht 1,850,000 due to the incorporation of a new subsidiary in 2014.

**Resolution:** The Meeting resolved that, (1) Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445, and/or (2) Mr. Paiboon Tunkoon, Certified Public Accountant No.4298, and/or (3) Miss Sakuna Yamsakul, Certified Public Accountant No.4906 from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. be appointed as the Company's and its subsidiaries' auditor(s) for the fiscal year ended 31 December 2015. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company and its subsidiaries for the fiscal year ended as at 31 December 2015, and that the auditors' remuneration for auditing the Financial Statements of the Company and for auditing the Financial Statements of subsidiaries be fixed at the rate of Baht 765,000 and Baht 1,235,000, respectively, totaling Baht 2,000,000 as well as the increase of auditors' remuneration of the Company and subsidiaries for the year 2014 be acknowledged with the votes of 286,838,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining.

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

Mr. Pongpipat Vanichwong, representative of the Association of Thai Investors Promotion, asked the Meeting about the Company's policy on the Collective Action Coalition of the public sector's allied anti-corruption activities in Thailand. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified that the Company is in the process of making its consideration. The Company's current policy is, however, to mainly focus on transparency in business operations.

The shareholder further asked the Meeting about the operating results of the television show production. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that Year 2014 was the year television media made a shift towards Digital TV and be able to compete in market share. The Company had a plan to operate more content production since the Company was ready to renting out equipment and the studio, which is under construction. In the event TV advertising rates decreased, the Company had, however, other activities to increase revenue so that the revenue decrease from TV advertising rates would not affect the Company's operational results. The Chairman further explained that the change of TV media had more effect on the TV channel. Nevertheless, the Company was in the process of a modification strategy by producing content on a hire basis which will increase stable income to the Company. The Company was now looking for strategic partners to provide efficient production works.

Mr. Vichit La-or-sathienkul, shareholder, asked the Meeting about the marketing status of foreign film production crews. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that normally the Company was engaged by international film producers around the first and fourth quarter. Due to Section 44 of the Constitution of the Kingdom of Thailand (Interim), the Company did not have much international film producers' works as there would be in normal circumstances. Some producers chose Malaysia and Singapore instead. But producers still rented equipment from the Company since Gear Head Co., Ltd, a subsidiary of the Company, had readily skilled experts with a full range of equipment.

Mr. Sarayudh Thanati-Bhukanan, shareholder and proxy holder, asked the Meeting about: (1) The TV Program “ Plod Nee” show and what was the purposes of moving the run time from Saturday to Sunday and was it beneficial or a hindrance; and (2) what was the budget for shooting the Elephant Documentary. Mr.Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that (1) the Company found that it was a good opportunity to move the run time of “Plod Nee” to Sunday at the same time as the game show “Ching Ror Ching Lan”. “Plod Nee” had its run duration increased from 45 minutes to 60 minutes. Although ratings had decreased when compared with other entertainment programs, including “Ching Ror Ching Lan Show”, the decreased rate of “Plod Nee” show was only slightly lower; and (2) the Elephant Documentary was produced in the form of a “Documentary Drama” in which Channel 7 intended to have broadcasted as a corporate social responsibility show without aiming for profit. The Company, however, received profit from the Elephant Documentary Drama.

Shareholders asked the Meeting about the following issues: (1) The Company’s policy to cut down depreciation of the “New Home” project; (2) Is the building of the “New Home” project been on schedule; (3) The Company should provide more marketing support for its films; (4) The Company should also consider works by Pinewood Studio; (5) Rebates from studios in Thailand vs. the 30% rebate offered in Malaysia; and (6) Progress of the application for BOI support. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting as follows: (1) There is no depreciation for the Company’s lands, and for all buildings depreciation is calculated over 30 years, while it is calculated over 5 years for Gear Head’s equipment; (2) The completion of the New Home project may be 1-2 months late, mainly because the Company is still negotiating with the content producers about the drama set we are building at the back of the plot; (3) As for film production, the Company will focus on profitable films, and the Company has made an agreement with Transformation Film, who agrees to use Gear Head’s equipment whenever they are shooting in Thailand; (4) The Company’s studio will adhere to the international standards at a level equivalent to Malaysia’s Pinewood Studio. However, in other respects, the Company cannot invest as much capital as Malaysia because costs are very high and are not worth the returns; (5) The Company has discussed with the Film Board about rebates, but these have not been fruitful. At the moment this issue is under the Government’s consideration. Moreover, the Company’s studio rental rates are already lower than in Malaysia; and (6) In terms of the post-production business, BOI incentives for Time Lapse Co., Ltd. have been approved, but those for the studio are still being processed.

Mr. Narongchai SimaRoj asked the Meeting about: (1) the difference between martial law and Section 44 of the Constitution of the Kingdom of Thailand (Interim); and (2) the reason for producing the Elephant Documentary Drama. Mr. Poomchai Wacharapong, Chief Executive Officer, answered that (1) currently they were not able to compare the laws; and (2) Channel 7 hired the Company to produce this drama.

Ms. Sirisukant Somboonkittisuk, shareholder, asked the Meeting that: (1) regarding the agreement made with investors on the Film Transformation Business, whether there was a commitment to rent the Company’s equipment and studio space to produce the film; and (2) what the profit the Company received from the films – Tukkae Rak Pang Mak (Chiang Khan Story) and Single Lady. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the meeting that: (1) the Company did not have a written contract but a business arrangement among shareholders for the next film production after the first two films were completed; and (2) both films lost money.

Mr. Chaipong Karawawattana, shareholder, asked the Meeting about: (1) what the Company's reason was for setting a high income estimate in 2016; and (2) what is the possibility of a joint investment with GTH. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that: (1) the main income came from Gear Head Business and TV show production. The Company, however, may reconsider such income estimate; and (2) GTH was using services provided by the Company and competitors. The Company had greater advantages and was ready to provide full equipment. Nevertheless, GTH also owns shares in the competitor.

The Chairman thanked the shareholder and took the suggestion for further consideration.

No other business was 12.10 pm

(Signed by) \_\_\_\_\_ Chairman of the Meeting  
(Mr. Somrit Srithongdee)

(Signed by) \_\_\_\_\_ Company's Secretary  
(Mr. Wiroj Bunsirungruang)

*The English translation of this document is prepared solely for reference for non-Thai shareholders of the Company. It should neither be relied upon as the definitive nor the official document of the Company. The Thai version is the official document and shall prevail in all respects in the event of any inconsistency with the English translation.*

(Translation)

Information Memorandum Concerning the Acquisition of Assets

According to the resolution of the Extraordinary General Shareholders' Meeting of Matching Maximize Solution Public Company Limited ("**the Company**" or "**MATCH**") No.1/2014, held on 14 October 2014, which approved the Company or Matching Broadcast Co., Ltd. ("**Subsidiary**" or "**MB**"), a 99.99% owned subsidiary, to purchase a plot of land for Baht 473 million for the construction of the Universal Movie Town ("**New Home Project**") with a construction cost Baht 296 million, total project cost of Baht 769 million;

The management has decided to amend the project layout to maximize the best use of the land, as well as, reconsidered improving the quality of movie studio materials in order to effectively meet the needs of both local and foreign production houses seeking for shooting studio with international standard. As a consequence, such improvement causes the construction cost to increase by Baht 418 million, escalating the total project cost to Baht 1,187 million. The details of the transaction are as follows:

1. Transaction date

The Subsidiary will enter into the construction contract with Kree Thai Construction Co., Ltd. ("**Kree Thai**" or "**the Hiree**") within 31 October 2015, on condition that the contract shall become effective upon the date of approval from the Extraordinary General Shareholders' Meeting No.1/2015, which will be held on 29 October 2015. The Company expects to complete the construction within 1 year and partially start its operation within 2016.

2. The parties involved and the relationship with the Company

The Subsidiary has already acquired land for the project from Bangkok Commercial Asset Management Co., Ltd. ("**BAM**") in accordance with the resolution of the Extraordinary General Shareholders' Meeting held in October 2014.

For the construction phase, the Subsidiary has arranged an open bidding for construction contractor and there were five contractors participating in this bidding. The Board of Directors evaluated the bidder's qualification together with its competitive proposed price and finally awarded Kree Thai as a contractor for the construction of movie studios, screen set-up area and warehouse, and transportation maintenance building. The Company and its subsidiaries have no relationship with the Hiree. For the office building and warehouse of Gear Head Company Limited ("**Gear Head**"), the Company will select the contractor later. Nevertheless, the total investment cost for the project shall not be greater than Baht 1,187 million.

The Subsidiary will make cash payment related to construction project based on construction progress.



### 3. General characteristics of the Transaction

The Board of Director's Meeting No. 9/2015, held on 20 August 2015, has passed a resolution for the Subsidiary to amend the project layout and improved the quality of construction materials to meet an international studio standard. Such amendment incurs additional construction cost of Baht 418 million, causing the total project cost to increase from Baht 769 million to Baht 1,187 million, or 54.33% from previous project cost.

#### Detail of changes in project cost

Unit: Million Baht	Former Project <sup>1</sup>	New Project
Land cost <sup>2</sup>	473	473
Construction Cost	296	714
Studio, screen set-up area	144	417 <sup>3</sup>
Underwater studio	14	--
Office and warehouse and Transportation maintenance building of Gear Head	90	110
Land development cost	--	31
Preparation and Utility cost	27	91
Miscellaneous	21	65
<b>Total Project Cost</b>	<b>769</b>	<b>1,187</b>

Remark: <sup>1</sup> Former Project is the project for which the Extraordinary Shareholders' Meeting No.1/2014 approved.

<sup>2</sup> included other expenses related to land purchase.

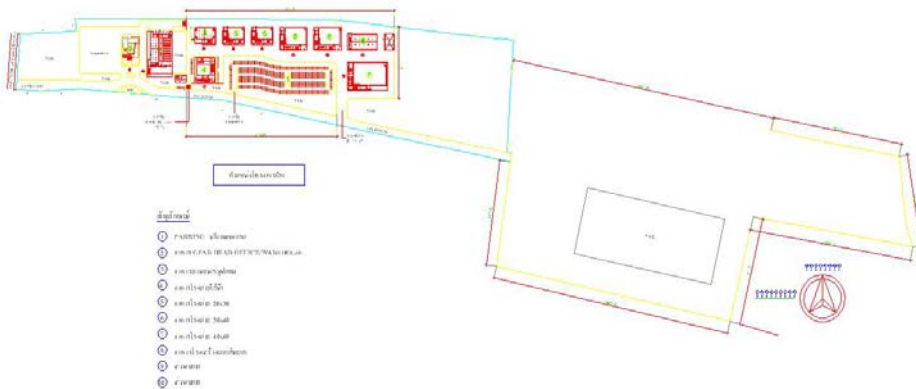
<sup>3</sup> The increasing of construction cost due to the Company reconsidered improving the quality of studio to be Sound stage NC 25 standard e.g Change door and wall air conditioning systems , adding lounges actors .

Due to significant change of total project cost, the Board of Directors resolved to propose to the Extraordinary General Shareholders' Meeting No. 1/2015 for approval of the transaction. The size of the transaction, calculated based on consideration value of Baht 1,187 million compared to the Company's total assets as of 30 June 2015, is equal to 80.72%, and is considered as the Acquisition Transaction Type 1 pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor 20/2551 Re: Rule of Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E 2547 and its amendment ("**the Acquisition and Disposition Notification**"), which requires the Company to seek prior approval from the Shareholders' Meeting and appoint an independent financial advisor to provide opinion to the shareholders.

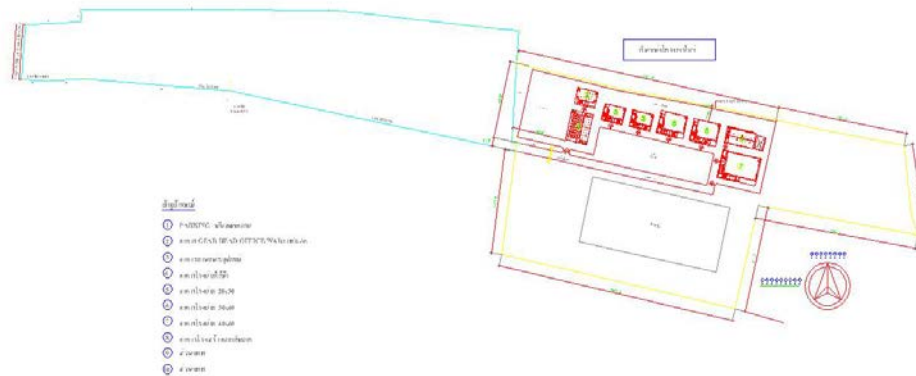
### 4. Details of changes

The project will still be in the same location, on the land plot acquired from BAM by the Subsidiary pursuant to the resolution of the Extraordinary General Shareholders' Meeting No.1/2014. However, in order to achieve the highest use of the land, the management has reconsidered the appropriateness of project layout and decided to revise the project plan by moving the project from the front, which connected to the main road, to the rear part of the land which away from main road about 1-2 kilometers in order to effectively manage noise control and allow rear-land environment to be adapted for shooting use. Accordingly, this incurs additional cost for land development as land in the rear part is significantly lower than the road level. Moreover, the Subsidiary can develop the front part of the land into a commercial area for the maximum benefit of the shareholders.

Illustrative former project layout



Illustrative new project layout



In addition, the Board of Directors resolved to cancel the construction of underwater studio but to remain five indoor studios, warehouse, screen set-up areas, office building and warehouse and Transportation maintenance Building of Gear Head, as capable to return better yields. The Board of Directors further approved the architectural designer to lift up the quality of materials used in those indoor studios to meet its international standard, in order to serve both local and foreign production houses which tend to increase in proportion to support from the Government in the domestic film industry.

5. Total consideration value and criteria for determining the consideration value

The revised construction cost for New Home project is approximately Baht 714 million, increased from the value approved by the Extraordinary General Shareholders' Meeting by Baht 418 million. The revised construction cost is based on the estimated project cost prepared by the Hiree as engaged, by letter of intent, to construct studios, screen set-up areas and warehouse, and Transportation maintenance Building with a proposed construction value of Baht 537 million, equivalent to 75.32% of total project construction cost. Whilst, the remaining construction costs of Baht 177 million is estimated for land development cost, construction cost for office building and warehouse for Gear Head, and project consulting fee. The Company is in the process of selecting contractor for constructing the remaining part and expects no relationship with the contractor. If the contractor is a related party, the Company will disclose information relating to the connected transaction according to relevant rules and regulations.

The Subsidiary has already paid for land value of Baht 473 million to BAM on October 2014.

6. The payment method

The Subsidiary plans to sign the construction contract within October 2015. The Subsidiary will be required to make disbursement of Baht 10 million to the contractor to mobilize construction machinery and equipment within 15 days after signing the contract. The Subsidiary will make disbursement for the remaining contract amount to the contractor based on percentage of completion.

7. Sources of fund for the Transaction and payment conditions

The project will be financed by the remaining fund raised from public offering for the New Home Project in 2013, internal cash flows and bank loans which expects to be sufficient to complete the project. The Subsidiary will make cash installment based on the percentage of completion.

8. Benefits to the Company as the result of the Transaction

The development of New Home Project consists of rental studio, equipment, and warehouse, to support both indoor and outdoor shooting. Such investment will support the Company's plan in expanding its business to capture the change in TV production business from the arrival of digital TV and the Government's policy to promote Thailand's film industry, which directly encourages activities of foreign filmmakers, and support the Company's goals to become a market leader in shooting equipment and studio rental business and one-stop service provider for film shooting in the next 3 years.

9. Opinion of the Board of Directors

The Board of Directors has an opinion that the transaction is appropriate and benefit to the Company and aligns with the Company's long-term strategic plan. The construction cost of the New Home Project is also appropriate compared to future benefits to the Company in terms of higher revenue and good returns. The Board of Directors, therefore, approved the change of the project cost and unanimously consents to propose to the Shareholders' Meeting for further approval.

10. Opinion of the Audit Committee and/or the Board of Directors which is different from 9

The Audit Committee Meeting No. 4/2015 held on September 18, 2015 considered the opinion of Independent Financial Advisor, Asia Plus Advisory Co., Ltd. for the reasonableness and benefit of the transaction, the appropriateness, the fairness of the price and condition. The Independent Financial Advisor is of the opinion that such investment will bring benefit to the company. The investment in New Home project is goes along with the Company's business plan. Additionally, rear part of land can be adapted for shooting area while front part of the land can develop to be commercial area. The New Home project would also create business synergy to the Group of the company. The project's IRR is exceeding the project's weighted average cost of capital (WACC). It then can be concluded that the investment will generate acceptable return to the Company. For the fairness of terms and conditions, the Independent Financial Advisor is of the opinion that terms and conditions specified in draft of construction contract are on normal contractual terms and will not make any particular parties benefit or unfairly lose benefits from entering into the agreements. Therefore, the Audit Committee has an opinion that the transaction is appropriate and benefit the Company. The Audit Committee therefore has passed a resolution to propose to the shareholders for further consideration and approval.

## 11. Company Information

See Enclosure 2.1

## 12. Condition of Transaction

The Transaction is considered as Acquisition Transaction in accordance with the Acquisition and Disposition Notification. Therefore, the Company must disclose the Transaction information to the Stock Exchange of Thailand and propose for further approval from the Shareholders' Meeting of the Company with the vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and entitled to vote, excluding the shareholders with vested interest. The Company must send a notice to attend the Shareholders' Meeting together with the opinion of an independent financial advisor to the shareholders no less than 14 days prior to the date of the Shareholders' Meeting. The Board of Directors' Meeting had a resolution to propose this Transaction to the Extraordinary General Shareholders' Meeting 1/2015, which will be held on 29 October 2015 for further consideration and approval.

The Company hereby certifies correctness and completeness of disclosed information.

\_\_\_\_\_  
(Mr.Poomchai Wacharapong)

Director

\_\_\_\_\_  
(Mr.Somboon Cheewasutthanon)

Director

## General Business Information and Trends of the Company and the subsidiaries

### 1. Nature of Business

Matching Maximize Solution Public Company Limited (formally known as Matching Studio Public Company Limited) (“**The Company**” or “**MATCH**”) was founded in 1992, with an initial registered capital of Baht 1 million by Mr. Somchai Cheewasutthanon and Mr. Thanisaphong Sasinmanop to operate TV commercials production business. The Company subsequently expanded its business to include TV program production, equipment rental services and event organizing, and printing business.

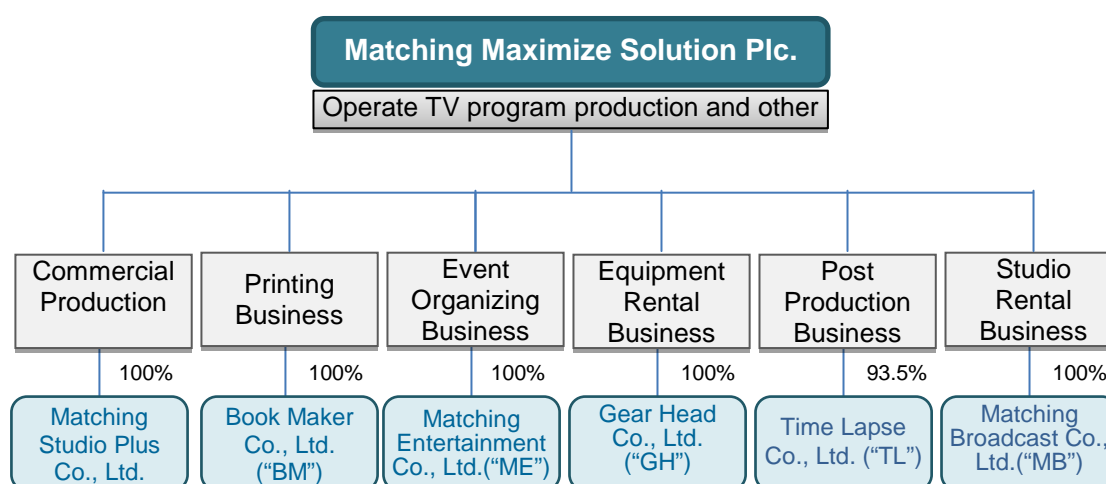
In 2003, the Company was listed in the Market for the Alternative Investment (MAI), with a registered capital of Baht 120million. In the following year, the Company issued and offered capital increase shares to BBTV Production Company Limited (“**BBTV Production**”) in order to support the Company’s expansion of TV program business, enhance business operation within the group and increase the market share. The Company also moved from trading in MAI to the Stock Exchange of Thailand (SET) in service; media and publishing sector.

In 2009 - 2010, the Company changed major shareholders. Three major shareholders decided to sell shares and the warrant to purchase ordinary share No.2 (“**MATCH-W2**”) to BBTV Production. As a result, BBTV Production became the major shareholder, with the shareholding 68.48% from 27.73% previously.

In 2013, the Company increased the registered capital to Baht 535 million by issuing shares of 271 million shares, with a par value of Baht 1 per share which separated into capital increase of 210 million shares for Public Offering to fund the universal movie town project and capital increase shares of 7.54 million shares to support the exercise of MATCH-W2.

In 2014, the MATCH-W2 was fully exercised and increased the Company paid-up capital to 531.63 million shares.

As of 30June 2015, there were six subsidiaries (Collectively referred to “**The Group of Company**”) with the structure classified by business type as follows;



At present, the Company and its subsidiaries operate six main businesses, i.e., the TV production business, the TV production business, the printing business, the event organizing business, the equipment rental business, and the post-production business.

### 1.1 The TV production business

The Group of Company's TV program production business is done by subleasing broadcast time slot from the TV stations for its own TV programs. The Company gains revenue from selling of commercial timeslot, promoting products/services during the program, and production fee.

As of 30 June 2015, there were three programs, namely "Plod Nee", "Kob DekSarng Ban", and "Im-Mee Pee-Mun".

### 1.2. Commercial production business

The Company runs production house to produce TV commercials promoting products or conveying messages from clients to their targeted customers. In addition, the Company also coordinates with and provides services for foreign crews to facilitate filming or shooting activities set in Thailand.

Examples of the Company's production during the first 6 months of 2015 are CIGNA Love Sick, and KFC Blackmagic Burger, and etc.

### 1.3. Equipment Rental Services

The Gear Head, a subsidiary, provides rental equipment for filming, shooting, and producing TV commercials, as well as supplying skillful personnel who know how to use such equipment. The rental equipment is delivered to filming sites. Examples for such service during the first 6 months of 2015 include the equipment for movies produced by GMM Tai Hub and international films from several countries including the United States, Germany, and France.

### 1.4. Event organizing business

The Company acts as an event organizer who plans public relation activities as well as managing events for clients both from state and private sectors. Being committed to meet the needs and objectives of the clients, the Company provides integrated services to meet demand of both domestic and international clients.

Examples of the services during the first 6 months of 2015 include CBU Back to School 2015, Honda LPGA 2015 Charity Night, and Channel 7 Party.

### 1.5. Printing business

The Company produces printing media, and magazines are released on a monthly basis and sometimes there are exclusive issues on special occasions. The major targeted readers are teenagers or those working in the fashion industry. As of 30 June 2015, The Group of Company's owned two monthly magazines, namely Cheeze, and Looker.

### 1.6. Post-production business

The Company provides post-production services, which include editing, special effects, and recording on various types of media, and related businesses. Post-production business began earning revenue during the first quarter of 2015; examples of services provided during the first 6 months of 2015 include CAT 009, advertisement for and Boss, Banner, and filmmaking project from Malaysia.

Moreover, The Company invests in a joint venture film production company to produce movies and released in various channels. Past productions include Single Lady, and Cha Lui Tae Khob Fa.

## 2. Shareholders

The Company's top 10 major shareholders as at 4 September 2015

Names of major shareholders	A number of share held	% of paid – up capital
1. BBTV Production Co., Ltd./ <sup>1</sup>	237,353,229	44.65
2. Klongprakit Group	34,192,600	6.43
2.1. Mr. Winai Klongprakit	16,989,200	3.20
2.2. Miss. Warisara Klongprakit	7,230,600	1.36
2.3. Miss Risara Klongprakit	5,973,600	1.12
2.4. Ms. Wipa Klongprakit	3,260,600	0.61
2.5. Mr. Warat Klongprakit	466,200	0.09
2.6. Miss Rattana Klongprakit	203,400	0.04
2.7. Ms. Pannee Klongprakit	69,000	0.01
3. Mongkolsuppaya Group	13,087,296	2.46
3.1. Mr. Panumas Mongkolsuppaya	13,020,628	2.45
3.2. Mr. Kritchai Mongkolsuppaya	65,468	0.01
3.3. Mr. Pinyo Mongkolsuppaya	1,200	0.00
4. Mr. Chatchawan Piyaphanpong	10,324,137	1.94
5. Sasinmanop Group	9,903,462	1.86
5.1. Mr. Thanitsaphong Sasinmanop	9,197,623	1.73
5.2. Mrs. Siripen Sasinmanop	705,839	0.13
6. Mr. Weera Suppratit	9,790,000	1.84
7. Cheewasutthanon Group	7,865,751	1.48
7.1. Mr. Somchai Cheewasutthanon	7,000,083	1.32
7.2. Mrs. Pantaree Cheewasutthanon	400,030	0.08
7.3. Mr. Soomboon Cheewasutthanon	359,783	0.07
7.4. Miss Supapan Cheewasutthanon	105,855	0.02
8. Karawawattana Group	7,548,000	1.42
8.1. Mr. Chanawat Karawawattana	3,835,800	0.72
8.2. Ms. Areewan Karawawattana	1,814,100	0.34
8.3. Mr. Chaiyapong Karawawattana	1,145,000	0.22
8.4. Mr. Chaithat Karawawattana	753,100	0.14
9. Tantimet Group	7,197,700	1.35
9.1. Mr. Tawat Tantimet	6,847,700	1.29
9.2. Mr. Thanitlec Tantimet	350,000	0.07
10. Chanpichai Group	5,260,240	0.99
10.1. Mr. Wirot Chanpichai	3,343,740	0.63
10.2. Mr. Kanin Chanpichai	1,113,500	0.21
10.3. Miss. Natthanan Chanpichai	803,000	0.15
<b>Total</b>	<b>342,522,415</b>	<b>64.43</b>

### Note

<sup>1</sup> BBTV Productions Co., Ltd. is the company under BBTV Channel 7 which consists of the shareholders as follows:

Bangkok Broadcasting & T.V. Co., Ltd.	30
BBTV Asset Management Co., Ltd.	25
BBTV Satelvision Co., Ltd.	25
Stronghold Assets Co., Ltd.	20

### 3. Board of Directors and the Management

As of 30June 2015, the Board of Directors comprises of 9members as follows:

	<u>Name</u>	<u>Position</u>
1.	Mr. Somrit Srithongdee	Chairman
2.	Mr. Poomchai Wacharawong <sup>/1</sup>	Director
3.	Mr. Somboon Cheewasutthanon	Director
4.	Mr. Pattanapong Nuphan <sup>/1</sup>	Director
5.	Mr. Sansrit Yenbamrung <sup>/1</sup>	Director
6.	Mr. Nuttawit Boonyawat <sup>/1</sup>	Director
7.	Mr. Akarat Na Ranong	Independent Director and Chairman of Audit Committee
8.	Mr. Nuttawut Phowborom	Independent Director and Audit Committee
9.	Mr. Kamol Ratanachai	Independent Director and Audit Committee

Remark

<sup>/1</sup>Representatives of BBTV Productions Co., Ltd. (Channel 7is a major shareholder)

As of 30June 2015, the Company's managements comprised of 8members as follows:

	<u>Name</u>	<u>Position</u>
1	Mr. Poomchai Wacharapong	Chief Executive Officer
2	Mr. Somboon Cheewasutthanon	Managing Director
3	Mr. Thanitsaphong Sasinmanop	Senior Executive Vice President Group of Advertising Production Services and Renting of Equipment
4	Mr. Wiroj Bunsirirungruang	Senior Executive Vice President Group of Organization Management and Business Support
5	Mrs. Siripen Sasinmanop	Executive Vice President Group of Advertising Production Services and Renting of Equipment
6	Mrs. Ladawan Khumsap	Senior Vice President Budgeting and Account Dept.
7	Mr. Natpatsakorn Jankod	Senior Vice President Office Management Dept. and Human Resources Dept.
8	Miss Usa Wannamolee	Senior Vice President Finance Dept. IT Dept. Legal Dept. and Account Receivable Dept.



#### 4. Connected Transactions

Connected Persons/Entities Type of business Relationship	Transactions	Transaction Value (Baht Million)		Necessity/Justification
		2014	6 first months 2015	
<b>Bangkok Broadcasting &amp; TV. Co., Ltd. (“BBTV”)</b> <u>Type of Business</u> Manage Channel 7  <u>Relationship with the Company</u> - Indirect major shareholder (holding 30 percent of shares in BBTV Production, which is the Company’s major shareholder) - Managing Director of BBTV is Mr. Pattanapong Nuphan, Assistant Managing Director of the Company.	<b><u>Produce TV programs (OEM)</u></b> Produce TV program called “ <i>Ta Lob Lang Ta Lad</i> ” on Channel 7 - Service Revenue - Account Receivable	21.01 -	- -	The Company was hired to produce the TV program for BBTV, which is a normal business. The service charge was calculated from cost plus profit. Payment conditions were set according to normal business practices.
	<b><u>Event Organizing</u></b> ME, a subsidiary, organizes events for BBTV, such as CBU Bangkok Bank, Channel 7 Booth (NET 2015) - Service Revenue - Service Cost - Account Receivable	3.77 0.50 -	3.90 - 1.50	ME organizes events for BBTV, which is the Company’s normal business. The service charge is calculated from cost plus profit, similar to the rate charged to third parties and the rate is normal for this business.
	<b><u>Subleasing the airtime</u></b> The Company subleases the airtime from BBTV to broadcast its TV program such as “ <i>Kob Dek Sang Ban</i> ” and “ <i>Im-Mee Pee-Mun</i> ” on Channel 7. - Service Cost	14.93	15.50	The Company subleases the airtime from BBTV to broadcast its TV program on Channel 7. The cost is based on the period of the airtime and the agreement, which is the same as the agreement made to third parties. The transaction is done in according to the Company’s normal trades.
<b>BBTV Asset Management Co., Ltd. (“BBTVAM”)</b> <u>Type of Business</u> Advertising business <u>Relationship with the Company</u> - Indirect major shareholder of the Company (holding 25% of shares in BBTV Production, which is the Company’s major shareholder)	<b><u>Subleasing the airtime</u></b> The Company subleases the airtime from BBTV to broadcast its TV program “ <i>Plod Nee</i> ” and “ <i>Plod Nee on Public Holidays</i> ” on Channel 7. - Service Cost	12.37	-	The Company subleases the airtime from BBTV to broadcast its TV program on Channel 7. The cost is based on the period of the airtime and the agreement, which is the same as the agreement made to third parties. The transaction is done in according to the Company’s normal trades.

Connected Persons/Entities Type of business Relationship	Transactions	Transaction Value (Baht Million)		Necessity/Justification
		2014	6 first months 2015	
<b>BBTV News Media Co., Ltd. (“BBTVNM”)</b> <u>Type of Business</u> Supply information <u>Relationship with the Company</u> - The Company’s directors, Mr. Pattanapong Nuphan is director of BBTVNM - BBTV, the indirect major shareholder of the Company, indirectly holds all shares of BBTVNM.	<b><u>Produce a TV program</u></b> BM, a subsidiary, has revenue from downloading magazines through application developed by BBTVNM. - Service Revenue - Other Income	0.001 0.08	0.001 -	BM (a subsidiary) received divided revenue from downloading magazines through application that BBTVNM was hired developed for BM. The service revenue is set in accordance with normal business practices.
	<b><u>Program Development Fee</u></b> BM, a subsidiary, asked BBTVNM to Develop and maintain BM’s websites for Cheese Plaza, Cheese Mag and Looker Mag - Computer System Expense - Deposit (Charge for additional website development) - Maintenance Expense (Website)	0.17 0.14 0.001	0.03 0.14 -	BBTVNM developed and maintained the Company’s websites, with the service fee and payment conditions being based on normal business practices and compared to the fee charged to third parties. Hence, the transaction was necessary and justified.
	<b><u>Website Development</u></b> BBTVNM develops and maintenance website for MMS - Prepaid Expense - Administrative Expense	0.02 0.09	- 0.02	BBTVNM developed and maintained the Company’s websites, with the service fee and payment conditions being based on normal business practices and compared to the fee charged to third parties. Hence, the transaction was necessary and justified.
<b>HR professional Consulting and Service Co., Ltd (“HRP”)</b> <u>Type of Business</u> Providing human resource-related services <u>Relationship with the Company</u>	<b><u>Service cost for security officers</u></b> MMS received the service from HRP who supplied security officers for the Company. - Administration Expenses - Accrued Expenses (Service cost for security officers)	2.43 0.16	0.84 0.17	HRP supplied security officers for the Company, with the service fee and payment conditions being set based on the market rate which is normal business practices. Thus, the transaction was necessary and justified.

Connected Persons/Entities Type of business Relationship	Transactions	Transaction Value (Baht Million)		Necessity/Justification
		2014	6 first months 2015	
	<p><b><u>Service cost for vehicle lease</u></b> ME, a subsidiary ,received the service from HRP who provide vehicle lease service for the Company.</p> <ul style="list-style-type: none"> <li>- Administration Expenses 0.05</li> <li>- Accrued Expenses (vehicle lease) 0.02</li> </ul>		0.02	HRP supplied vehicle lease for the Company, with the service fee and payment conditions being set based on the market rate which is normal business practices. Thus, the transaction was necessary and justified.
	<p><b><u>Service cost for security officers</u></b> MB, a subsidiary, received the service from HRP who supplied security officers for the Company.</p> <ul style="list-style-type: none"> <li>- Administration Expenses 0.09</li> <li>- Accrued Expenses (Service cost for security officers) 0.09</li> </ul>		0.37 0.07	HRP supplied security officers for the Company, with the service fee and payment conditions being set based on the market rate which is normal business practices. Thus, the transaction was necessary and justified.
	<p><b><u>Service cost for cleaning staffs</u></b> TL(a subsidiary) received the service from HRP who supplied cleaning staffs for the Company.</p> <ul style="list-style-type: none"> <li>- Administration Expenses -</li> <li>- Accrued Expenses (Service cost for cleaning staffs) -</li> </ul>		0.20 0.04	HRP supplied cleaning staffs for the Company, with the service fee and payment conditions being set based on the market rate which is normal business practices. Thus, the transaction was necessary and justified.
<p><b><u>Mr. Somchai Cheewasutthanon</u></b> <b><u>Relationship with the Company</u></b> He is Mr. Somboon Cheewasutthanon's brother, who is director and Managing Director</p>	<p><b><u>Leasing land and building</u></b> The Company leases the land and building No. 305/5 Soi Sukhothai 6, Sukhothai Rd, Dusit, Bangkok to use as the head office. The renewable lease contract lasts 3 years.</p> <ul style="list-style-type: none"> <li>- Administration expenses 0.84</li> </ul>		-	The Company leased the property from Mr.Somchai Cheewasutthanon to use as its head office. The rental rate was appropriate when compared to the rental rates for nearby properties. Payment conditions were set in accordance with the normal business practices.

Connected Persons/Entities Type of business Relationship	Transactions	Transaction Value (Baht Million)		Necessity/Justification
		2014	6 first months 2015	
<b>Mrs. Siripen Sasinmanop</b> <u>Relationship with the Company</u> Executive Vice President	<b><u>Leasing a building</u></b> GH (a subsidiary) leased a 3 <sup>rd</sup> floor town house No. 173/13-14 Soi Paholyothin 44, to use as its head office. The extendable lease contract lasts 1 year. - Administration expenses (Rental fee)	0.72	0.36	GH leased the property from Mrs. Siripen Sasinmanop to use as its head office. The rental rate was appropriate when compared to the rental rates for nearby properties. Payment conditions were set in accordance with the normal business practices.
	<b><u>Leasing land</u></b> GH (a subsidiary) leased the 405 square wah land, deed title No. 39485 and 39488 to use as a car park and an equipment warehouse. The leased contract lasted 1 year. - Administration expenses (Land rental fee)	0.40	0.20	GH leased the land from Mrs. Siripen Sasinmanop to use as a car park and an equipment warehouse. The rental rate was appropriate when compared to the rental rates for nearby properties. Payment conditions were set in accordance with the normal business practices.

## 5. Financial Performance and financial position

Financial Positions	31 Dec 2012		31 Dec 2013		31 Dec 2014		30 Jun 2015	
	million	%	million	%	million	%	million	%
<b>Assets</b>								
Cash and cash equivalents	137.7	23.6	105.3	7.8	316.8	21.2	265.5	18.1
Short – term investments	1.0	0.2	713.2	52.7	100.5	6.7	50.4	3.4
Restricted cash-current portion	-	-	0.2	0.0	1.1	0.1	-	-
Trade and other receivables	141.3	24.3	159.6	11.8	167.5	11.2	170.3	11.6
Inventories	9.2	1.6	9.6	0.7	7.4	0.5	15.9	1.1
VAT receivable	0.8	0.1	0.2	0.0	1.5	0.1	2.6	0.2
Withholding tax deducted at sources	11.8	2.0	3.0	0.2	6.3	0.4	9.0	0.6
Other current assets	1.3	0.2	1.4	0.1	3.2	0.2	0.7	0.1
<b>Total current assets</b>	<b>303.1</b>	<b>52.0</b>	<b>992.5</b>	<b>73.3</b>	<b>604.3</b>	<b>40.4</b>	<b>514.4</b>	<b>35.1</b>
Investment in joint venture, net	-	-	-	-	5.7	0.4	10.9	0.7
Restricted cash – noncurrent portion	2.6	0.5	2.6	0.2	2.6	0.2	3.0	0.2
Investment properties	10.3	1.8	10.3	0.8	10.3	0.7	10.3	0.7
Property and equipment, net	87.9	15.1	92.7	6.9	577.3	38.6	591.4	40.2
Assets for rent, net	173.1	29.7	250.6	18.5	290.8	19.4	335.2	22.8
Intangible assets, net	2.1	0.4	1.3	0.1	0.8	0.0	0.6	0.0
Deferred tax assets	1.4	0.2	0.2	0.0	1.8	0.1	2.1	0.1
Other non-current assets	1.8	0.3	2.7	0.2	3.1	0.2	2.4	0.2
<b>Total non-current assets</b>	<b>279.2</b>	<b>48.0</b>	<b>360.4</b>	<b>26.7</b>	<b>892.4</b>	<b>59.6</b>	<b>955.9</b>	<b>64.9</b>
<b>Total assets</b>	<b>582.3</b>	<b>100.0</b>	<b>1,352.9</b>	<b>100.0</b>	<b>1,496.7</b>	<b>100.0</b>	<b>1,470.3</b>	<b>100.0</b>
<b>Liabilities</b>								
Bank overdrafts	-	-	4.5	0.3	-	-	8.7	0.6
Trade and other payables	63.1	10.8	60.1	4.4	54.1	3.6	58.2	4.0
Current portion of long – term borrowing from financial institution	5.0	0.8	0.4	0.0	18.1	1.2	19.1	1.3
Current portion of liability under lease	0.5	0.1	0.5	0.0	0.5	0.0	2.1	0.1
Accrued income tax	4.1	0.7	0.9	0.1	3.1	0.2	1.3	0.1
Other current liabilities	12.1	2.1	13.5	1.0	17.7	1.2	17.5	1.2
<b>Total current liabilities</b>	<b>84.8</b>	<b>14.5</b>	<b>79.9</b>	<b>5.8</b>	<b>93.5</b>	<b>6.2</b>	<b>106.9</b>	<b>7.3</b>
Long – term borrowing from financial institution	0.4	0.1	-	-	66.2	4.4	61.0	4.1
Liability under financial lease	0.5	0.1	2.4	0.2	1.8	0.1	8.9	0.6
Deferred tax liabilities	1.5	0.3	2.9	0.2	0.8	0.1	0.5	0.0
Employee benefit obligations	13.0	2.2	15.5	1.2	18.9	1.3	20.0	1.4
<b>Total non – current liabilities</b>	<b>15.4</b>	<b>2.7</b>	<b>20.8</b>	<b>1.6</b>	<b>87.7</b>	<b>5.9</b>	<b>90.4</b>	<b>6.1</b>
<b>Total liabilities</b>	<b>100.2</b>	<b>17.2</b>	<b>100.7</b>	<b>7.4</b>	<b>181.2</b>	<b>12.1</b>	<b>197.3</b>	<b>13.4</b>
<b>Shareholders' equity</b>								
Share capital	535.0		535.0		535.0		535.0	
Paid – up share capital	259.1	44.5	469.2	34.7	531.6	35.5	531.6	36.2
Share premium	141.5	24.3	640	47.3	658.3	44.0	658.3	44.8
Retained earnings								
Appropriated	4.3	0.8	5.0	0.4	8.3	0.6	10.7	0.7
Unappropriated	77.0	13.2	137.0	10.1	116.0	7.8	71.6	4.9
Equity attributable to owners of the parent	481.9	82.8	1,251.3	92.5	1,314.3	87.8	1,272.2	86.5
Non – controlling interests	0.2	0.0	0.9	0.1	1.2	0.1	0.8	0.1
<b>Total shareholders' equity</b>	<b>482.1</b>	<b>82.8</b>	<b>1,252.2</b>	<b>92.6</b>	<b>1,315.5</b>	<b>87.9</b>	<b>1,273.0</b>	<b>86.6</b>
<b>Total liabilities and shareholders' equity</b>	<b>582.3</b>	<b>100.0</b>	<b>1,352.9</b>	<b>100.0</b>	<b>1,496.7</b>	<b>100.0</b>	<b>1,470.3</b>	<b>100.0</b>

Financial Performance	31 Dec 2012		31 Dec 2013		31 Dec 2014		30 June 2014		30 June 2015	
	million	%	million	%	million	%	million	%	million	%
Revenues from services	516.8	83.8	612.7	88.7	635.9	90.4	310.5	89.3	302.9	93.1
Sales	87.7	14.2	59.7	8.6	48.1	6.8	25.6	7.4	18.0	5.5
Other income	12.3	2.0	18.4	2.7	19.6	2.8	11.5	3.3	4.5	1.4
<b>Total revenues</b>	<b>616.8</b>	<b>100.0</b>	<b>690.8</b>	<b>100.0</b>	<b>703.6</b>	<b>100.0</b>	<b>347.6</b>	<b>100.0</b>	<b>325.4</b>	<b>100.0</b>
Cost of providing services	306.7	49.7	377.9	54.7	410.3	58.3	193.9	55.8	202.4	62.2
Cost of sales	61.2	9.9	39.9	5.8	36.6	5.2	19.6	5.6	16.0	4.9
Selling and administrative expenses	170.7	27.7	171.8	24.9	207.0	29.4	102.1	29.4	103.3	31.7
Other expenses	-	-	0.9	0.1	7.2	1.0	-	-	7.3	2.2
<b>Total expenses</b>	<b>538.6</b>	<b>87.3</b>	<b>590.5</b>	<b>85.5</b>	<b>661.1</b>	<b>93.9</b>	<b>315.6</b>	<b>90.8</b>	<b>329.0</b>	<b>101.0</b>
Profit (Loss) before financial cost and income tax	78.2	12.7	100.3	14.5	42.5	6.1	32.0	9.2	(3.6)	(1.0)
Financial cost	0.6	0.1	0.3	0.1	2.4	0.3	0.4	0.1	3.0	0.9
Income tax expenses	19.1	3.1	21.5	3.1	10.7	1.5	10.5	3.0	6.6	2.0
<b>Net Profit for the year</b>	<b>58.5</b>	<b>9.5</b>	<b>78.5</b>	<b>11.3</b>	<b>29.4</b>	<b>4.3</b>	<b>21.1</b>	<b>6.1</b>	<b>(13.2)</b>	<b>(3.9)</b>

Cash Flow (Unit: Million Baht)	2012	2013	2014	6 month of 2014	6 month of 2015
Cash flows provided by (used in) operating activities	101.5	118.5	67.9	37.9	22.0
Cash flows provided by (used in) investing activities	(19.7)	(841.7)	31.1	(77.8)	(47.4)
Cash flows provided by (used in) financing activities	(16.2)	690.8	112.4	78.4	(25.9)
<b>Net cash and cash equivalent increased (decreased)</b>	<b>65.7</b>	<b>(32.4)</b>	<b>211.4</b>	<b>38.4</b>	<b>(51.3)</b>
Cash and cash equivalent at the beginning of the year	72.1	137.7	105.4	105.4	316.8
Cash and cash equivalent at the ending of the year	<b>137.7</b>	<b>105.4</b>	<b>316.8</b>	143.8	265.5

## 5.1 Analysis of Financial Operation

Under the strategy to drive business growth on a sustainable basis, The Group of Company is engaged in six businesses: 1) TV Program Production, 2) TV Commercial Production, 3) Equipment Rental Services, 4) Printing Business 5) Event Organizing, and 6) Post-Production Business.

According to financial performance during 2012-2014, major revenue of the Company comes from equipment rental service business, TV commercial production business, and printing business. The combined revenue from these business accounts for 97-99% of total revenue, or Baht 604-684 million. In 2014, Company's major revenue increase by Baht 11.6 million comparing with 2013, or equivalent to 1.7%. The primary source of revenue was contributed by the equipment rental service business with 11.4% growth from the previous year. The Group of Company primary source of revenue during the first-six-month of 2015 was Baht 320.9 million, decreased by Baht 15.2 million from the economic downturn.

## Revenue Structure

Consolidated Financial Statement	Audited						Reviewed			
	2012		2013		2014		6 first month of 2014		6 first month of 2015	
	million	%	million	%	million	%	million	%	million	%
TV program production	186.8	30.3	181.9	26.3	153.6	21.8	78.4	22.6	62.6	19.2
TV commercial production	44.2	7.2	44.5	6.4	44.4	6.3	19.6	5.7	2.6	0.8
Equipment rental services	257.4	41.7	348.4	50.4	388.0	55.1	204.3	58.8	214.7	66.0
Event organizing	28.4	4.6	37.8	5.5	49.9	7.1	8.2	2.3	20.4	6.3
Printing business	65.2	10.6	52.2	7.6	40.6	5.8	21.7	6.2	14.5	4.4
Post-production business	-	-	-	-	-	-	-	-	2.6	0.8
Selling products	22.6	3.6	7.6	1.1	7.5	1.1	3.9	1.1	3.5	1.1
<b>Total core revenue</b>	<b>604.6</b>	<b>98.0</b>	<b>672.4</b>	<b>97.3</b>	<b>684.0</b>	<b>97.2</b>	<b>336.1</b>	<b>96.7</b>	<b>320.9</b>	<b>98.6</b>
<b>Other incomes</b>	<b>12.2</b>	<b>2.0</b>	<b>18.4</b>	<b>2.7</b>	<b>19.6</b>	<b>2.8</b>	<b>11.4</b>	<b>3.3</b>	<b>4.5</b>	<b>1.4</b>
<b>Total revenue</b>	<b>616.8</b>	<b>100.0</b>	<b>690.8</b>	<b>100.0</b>	<b>703.6</b>	<b>100.0</b>	<b>347.5</b>	<b>100.0</b>	<b>325.4</b>	<b>100.0</b>

## Revenue separated into Business Units

### 1) TV Program Production Business

Revenue from TV program production decrease from Baht 186.8 million in 2012 by Baht 4.9 million to Baht 181.9 million in 2013, a decrease of 2.6% from 2012, due to the cancellation of airtime by TV channel to broadcast of special programs or events. In 2014 the Company has revenue from TV program production decreased by Baht 28.3 million, a decrease of 15.6%, to Baht 153.6 million when compared to the same period of previous year. The decrease in revenue was due to 1) the decrease in advertising rate, and 2) the cancellation of Talob Lang Talad TV program in September 2014.

For the first 6 months of 2015, The Group of Company has revenue from TV program production of Baht 62.6 million decreasing from Baht 78.4 million from the same period in 2014 due to 1) decrease in advertising revenue from economic downturn and reduced the advertising rate to maintain broadcasting time, and 2) the termination and lack of revenue from production for hire activity.

### 2) TV Commercial Production Business

Revenue from TV commercial production remained stable from 2012-2014 at Baht 44.2 million, Baht 44.5 million, and Baht 44.4 million. In 2011, The Group of Company changed business strategy to slow down this business and moved from being a big production house to be an agent providing integrated services. This leads to the lack of growth in revenue from TV commercial production business for the past 3 years.

For the first 6 months of 2015, The Group of Company has revenue from TV commercial production in the amount of Baht 2.6 million, decreasing from Baht 19.6 million from the same period in 2014. The decrease was due from the economic downturn that pressured customers to reduce their marketing promotion expenses and the slowdown of movie producer from foreign coming to Thailand.

### 3) Equipment Rental Services Business

Major revenue from equipment rental services business comes from renting equipment and supplying experienced technician. The Group of Company has policy to focus on equipment rental services, keep the standard and quality of services as well as offer the up-to-date equipment to both Thai and foreign customers' need, the revenue of equipment rental services business grows continually from Baht 257.4 million in 2012 to Baht 348.4 million and Baht 388 million in 2013 and 2014 respectively, equivalent to an increase of 35.4% and 11.4% respectively.

For the first 6 month in 2015, The Group of Company has revenue from equipment rental of Baht 214.7 million, equivalent to 66% of total revenue or equivalent to growth rate of 5.1%. This results from the Company's policy that emphasizes on service improvement and continually investing in equipment.

#### **4) Printing Business**

The Group of Company's revenue from printing business continues to decrease from 2012-2014 with revenue in the amount of Baht 65.2million, Baht 52.2 million, and Baht 40.6 million, a decrease of Baht 13million and Baht 11.6 million respectively, or equivalent to the decrease of 19.9% and 22.2% respectively. Total sales of printing media of printing industry continues to decrease because of the market sharing by other media such as internet online, social network, and shows on Cable TV.

For the first 6 month in 2015, The Group of Company has revenue from printing business of Baht 14.5 million decreasing by Baht 7.2 million compared to 2014 because of the reason stated above.

#### **5) Event Organizing Business**

The Group of Company's revenue from event organizing business in 2014 amounts to Baht 49.9 million, an increase of Baht 12.1 million or equivalent 32% increase from year 2013, due to an increase in marketing campaigns, public relation activities, and event organizing activities from state and private sectors.

For the first 6 month in 2015, The Group of Company has revenue from event organizing business of Baht 20.4 million an increase of Baht 12.2 million compared to the same period in 2014 from organizing events such as the CBU Back to School 2015 event, and Honda LPGA 2015 Charity Night.

#### **6) Other Business**

Apart from the aforementioned core revenue from 5 major businesses, The Group of Company also has income from revenue from post-production business, and from selling products in the amount of Baht 4-22 million or equivalent to 1-3% of total revenue. For the first 6 month in 2015, revenue from other business amounts to Baht 6.1 million, an increase from Baht 3.9 million from the same period in 2014, because post-production business begins to earn revenue during the first quarter of 2015.

#### **7) Other revenue**

In 2012-2014, The Group of Company has other revenue about Baht 12-19million or equivalent to 2% of total other revenue. In 2015 other revenue amounted to Baht 19.6million came from gain from change in fair value of temporary investment-trading security of Baht 14.4million and interest receives from deposits. For the first 6 month in 2015, The Group of Company has other revenue about Baht 4.5 million; primarily consist of interest revenue from deposits.

### **Summary of Cost of Goods Sold and Selling and General Administrative Expenses**

The Group of Company's cost of goods sold and services provided consists of salary, wage, other employees' benefits, airtime lease for the TV program production business, the depreciation cost for the equipment rental service business, printing cost for the printing business, production cost for the TV commercial production business and other expenses. Cost of goods sold and services of the Company is about 60-65%of total revenue. As a result, the Company's overall gross profit margin accounted for 34-39% of the total revenue from core businesses.

In 2012-2014, the Company had selling and general administrative expenses of Baht 170-207million or 24-29% of total revenue. Selling and general administrative expenses in 2012-



2013 remained stable at Baht 170.7 million and Baht 171.8 million respectively or equivalent to 24.9% of total revenue in 2013. In 2014, The Group of Company had selling and general administrative expenses of Baht 207 million, an increase of Baht 35.2 million from 2013, due to the management restructuring in 2014 to support the business expansion while the total revenue increased by 1.9%, resulting in the increase in proportion of administrative expense to total revenue to 29.4%.

In the first 6 months in 2015, The Group of Company had cost of goods sold and services about Baht 218.4 million, an increase of Baht 4.9 million from the same period of the previous year, as a result of the economic downturn. This leads to a decrease in gross profit margin from 36.5% to 31.9%. Selling and general administrative expenses remained stable at Baht 103.3 million in the same period of the previous year.

### **Operating Profit and Net Profit**

The Group of Company's operating profit excluding other revenue in 2012-2014 amounted to Baht 65.9 million, Baht 81.9 million, and Baht 22.9 million, respectively and had operating profit margin of 10.9%, 12.2% and 3.3%, respectively. The decrease in operating profit in 2014 of Baht 59 million or a 72% decrease was due to higher management expense. The Group of Company had net profit in 2012-2014 of Baht 58.5 million, Baht 78.5 million, and 29.4 million, respectively with net profit margin of 9.5%, 11.4%, and 4.2% respectively. Net profit continues to decrease as a consequence of 1) the decrease in revenue and gross profit margin due to the economic downturn, and 2) the increased in management expense.

In the first 6 months of 2015, The Group of Company has net income of Baht 13.2 million decreasing from Baht 21.1 million during the same period in the previous year because of the decrease in revenue and gross profit margin as stated above..

## **5.2 Financial Position Analysis**

### **Asset**

As of 2012-the end of June 2015, The Group of Company has the total assets of Baht 582.3million, Baht 1,352.9million, Baht 1,496.7 million, and Baht 1,470.3 million respectively. The assets are primarily consist of property and equipment-net, which accounts for 6-40% of the total asset, from the purchase land for the universal movie project in 2014, and assets for rent-net, which accounts for 18-22% of the total asset, mainly consist of GH's equipment for rent. The increase in inventories during 2014-June 2015 from Baht 7.4 million to Baht 15.9 million was due to the reclassification of consumable items from Equipment Rental Services Business, which aligns with the overall increase in assets for rent-net.

### **Liabilities**

The Group of Company had the total liabilities at the end of 2012-the end of June 2015 in the amounts of Baht 100.2 million, Baht 100.7 million, Baht 181.2 million, and Baht 197.3 million. Liabilities in the amount of Baht 80.1 million, or over 40% of the total liabilities, were long-term borrowing from financial institution to invest in GH's equipment for rent. The increased in total liabilities from 2014-June 2015 from Baht 181.2 million to Baht 197.3 million was primarily due to bank overdrafts in the amount of Baht 8.7 million to use as working capital.

### **Equity**

In 2014, the Company had total shareholders' equity of Baht 1,315.5 million, increasing by Baht 63.3 million or 5.1% increased from 2013. The increase in 2014 was due to the warrant holders (MATCH-W2) exercising the rights to purchase ordinary shares of 57,657,032 units, at 1 unit of warrant to 1.082 ordinary shares, at exercise price of Baht 1.293 per share, with

the total proceed of Baht 80.7 million. The Group of Company now has fully registered paid-up capital at 531,629,851 shares.

At the end of June 2015, The Group of Company had total shareholders' equity of Baht 1,273 million, decreasing by Baht 42.5 million or 3.2% decrease from year ended 2014. The decrease came from net loss in the first 6-month in 2015 with the amount of Baht 13.2 million, and dividend paid for the 2014 operating performance in the amount of Baht 29.2. The book value per share as of June 30 2015 was at Baht 2.38 per share.

## 6. Liabilities

### 1) Total Debt Instrument

-None-

### 2) Liabilities at present

As of 31 December 2014 and 30 June 2015, the Company has total liabilities of Baht 181.2 million and Baht 197.3 million or 12.1% and 13.4% of total assets respectively.

### 3) Contingent Liabilities

Long-term rental contract liabilities

As of 30 June 2015, the Company had 20 rental agreements to be used as the operation building. The rental period ranges between 1 – 30 years.

The minimum amount of money to pay in the future as the following details

	<b>Unit : Baht Million</b>	
	<b>Consolidated</b>	
	<b>30 June 2015</b>	<b>31 December 2014</b>
Less than 1 year	15.01	7.11
More than 1 year but less than 5 years	18.84	9.05
More than 5 years	12.06	12.47
	<u>45.91</u>	<u>28.63</u>

### 4) Other liabilities

As of 30 June 2015, The Group of Company has a bank guarantee issued by a commercial bank to be used as the collateral for the airtime sublease agreement. The bank guarantee is to pledge for retention and electricity uses of the Company and its subsidiaries with the total value at Baht 3.24 million (31 December 2014: Baht 3.81 million). The Company uses fixed deposit and saving accounts totaling Baht 3.04 million to use as the collateral for the bank guarantee.

## 7. Contract Summary

### 7.1 Rental Contract for broadcast periods

As of 30 June 2015 the Company is the producer of 3 TV programs such as Plod Nee, Kob Dek Sang Ban, and Im-Mee Pee-Mun. As of March 2015, the Company has terminated the broadcast of Klua Khon Suay. For subleasing airtime slot to broadcast Plod Nee, Kob Dek Sang Ban, and Im-Mee Pee-Mun, the Company will make a contract quarterly. The details of contracts are as follows:

#### 1) Plod Nee

Contract parties	Lessor : BBTV Management Plc. Lessee : MATCH
Objectives	In order to sublease airtime slot to broadcast on BBTV Channel 7 and every network stations
Broadcast details	Name of the program : Plod Nee On-air type : Television Tape Broadcast time : Every Sunday, 16.30 – 17.30 Broadcast date : From Sunday 4 January 2015 to Sunday 28 June 2015 Total shows : 22shows Show time exclude : 43minutes Advertisement Advertisement per show : 10minutes
Terms of Contract	3 months and can renew the contract in every quarter if not terminated.  (Contract was extended for the period between Sunday 5 July 2015 – Sunday 27 September 2015)

#### 2) Kob Dek Sang Bane

Contract parties	Lessor : Bangkok Broadcasting & T.V. Co., Ltd. Lessee : MATCH
Objectives	In order to sublease airtime slot to broadcast on BBTV Channel 7 and every network stations
Broadcast details	Name of the program : Kob Dek Sang Ban On-air type : Television Tape Broadcast time : Every Wednesday and Thursday, 15.30 – 16.00 Broadcast date : From Thursday 1 January 2015 to Thursday 25 June 2015 Total shows : 38shows Show time exclude : 21minutes Advertisement Advertisement per show : 5minutes
Terms of Contract	3 months and can renew the contract in every quarter if not terminated.  (Contract was extended for the period between Wednesday 1 July 2015 – Wednesday 30 September 2015)

### 3) Im-Mee Pee-Mun

Contract parties	Lessor : Bangkok Broadcasting & T.V. Co., Ltd. Lessee : MATCH
Objectives	In order to sublease airtime slot to broadcast on BBTV Channel 7 and every network stations
Broadcast details	Name of the program : Im-Mee Pee-Mun On-air type : Television Tape Broadcast time : Every Thursday, 9.30 – 10.15 Broadcast date : From Thursday 2 April 2015 to Thursday 25 June 2015 Total shows : 13 shows Show time exclude : 33 minutes Advertisement Advertisement per show : 7.30 minutes
Terms of Contract	3 months and can renew the contract in every quarter if not terminated.  (Contract was extended for the period between Thursday 2 July 2015 – Thursday 24 September 2015)

## 7.2 Rental Contracts

As of 30 June 2015, The Group of Company's Office and Land Rental Contract to use for operation. Details are as follows:

No	Contract Parties	Details	Terms of Contract	Rental Rate per Months
1.	Lessee: MMS Lessor: Rucharat Mansion Co., Ltd.	Rent house no.305/10 for office	3 years	120,000
2.	Lessee: MMS Lessor: KhunSomchai Cheewasutthanon	Rent office and house no. 305/5 for office	3 years	120,000
3.	Lessee: MMS Lessor: Khun Sumruay Chuenka	Rent land and building with title deed no.37027-37028 and house no. 23/3ART Home 112 for studio	3 years	73,684
4.	Lessee: MMS Lessor: The Crown Property Bureau	Rent land and Varichaves Palace to be a welcome house for customers	10 years	50,000
5.	Lessee: MMS Lessor: Sangaroon Ltd. Part.	Rent land for a car park	6 months	68,421

No	Contract Parties	Details	Terms of Contract	Rental Rate per Months
6.	Lessee: GH Lessor: KhunSiripen Sasinmanop	Rent title deeds no.39485 and no. 39488 for a car park	1 year	33,157
7.	Lessee: GH Lessor: KhunSiripen Sasinmanop	Rent townhouse, 3 floors with title deeds no. 39483 and 166843 for office	1 year	60,375
8.	Lessee: GH Lessor: KhunTawin Petcharat	Rent land to use as a car park with title deeds no.39474 for a car park	1 year	17,368
9.	Lessee: GH Lessor: KhunTawin Petcharat	Rent land to use as construction with title deeds no.39474, for warehouse and car park	1 year	17,368
10.	Lessee: GH Lessor: KhunPrapaipan Nimakorn	Rent townhouse with 3 floors to use equipment storage	3 years	25,473
11.	Lessee: GH Lessor: KhunMayuree Leesakun	Rent house no.173/11 as employee accommodation	1 year	10,000
12.	Lessee: GH Lessor: KhunAnuruth Sukhontaman	Rent 2 title deeds no. 362258 and 362259 for a car park	1 year	77,000
13.	Lessee: GH Lessor: Miss. Umaporn Sangchawee	Rent a title deed no. 2442to use as a canteen	3 years	9,263
14.	Lessee: GH Lessor: Maj.Gen,and Miss. Pomsoong	Rent a title deed no. 39501 for a warehouse and a car park	1 year	15,000
15.	Lessee: GH Lessor: KhunPrachum Kasemsawat	Rent a title deed no. 39491 for a warehouse	3 years	15,789
16.	Lessee: GH Lessor: KhunNawat Sanongkhunworakun	Rent land for building construction no. 39499 for equipment warehouse	3 years	25,473
17.	Lessee: GH Lessor: Mr.Tanodom Uonnasuwan	Rent land, title deeds no. 36260 and 36261 for parking	3 years	45,000

No	Contract Parties	Details	Terms of Contract	Rental Rate per Months
18.	Lessee: GH Lessor:Khun Anan Chanmanee	Rent land title deeds no. 1686foroffice	3 years	189,473
19.	Lessee: BM Lessor:Rucharat Mansion Co., Ltd.	Rent office no. 305/9with additional areas for office	3 years	180,000
20.	Lessee: TL Lessor:Arada Asset Co., Ltd.	Rent office no. 1679/8for office	1 year	180,000

(Translation)

**Guideline for the appointment of proxy to attend the Shareholders' Meeting, the registration, and evidence to be presented on the date of the Extraordinary General Meeting of the Shareholders No.1/2015**

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All shareholders and proxies are requested to bring their Notice of the Meeting, proxy form and other required documents to register their attendance of the Extraordinary General Meeting of Shareholders No.1/2015 on 29 October 2015 of Matching Maximize Solution Public Company Limited (the "**Company**").

**1. Documents Required Prior to Attending the Meeting**

For Individuals

1. Self-Attending

Valid identification issued by governmental authorities e.g. identification card, governmental identification card, driver's license or passport, including evidence of change of name or last name (if any).

2. Proxy

- 2.1 One Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Certified true copy of valid identification of the Shareholder as specified in Item 1 for individuals.
- 2.3 Valid identification of the Proxy as specified in Item 1 for individuals.

For Juristic Person

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

- 1.1 Valid identification of the authorized director(s) as specified in Item 1 for individuals.
- 1.2 Certified true copy of shareholder's Letter of Certification by the authorized director(s). The letter must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.

2. Proxy

- 2.1 One Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Certified true copy of Shareholder's Letter of Certification by the authorized director(s). The letter 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 of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.
- 2.4 Valid identification of the Proxy as specified in Item 1 for individuals.

3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy

### 3.1 Document from Custodian

- a. Proxy Form (Form C.) (available to be downloaded from the Company's website [www.matchinggroup.com](http://www.matchinggroup.com)) completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty.
- b. Certified true copy of a document confirming that the Custodian has the permission to conduct the Custodian business by the Custodian's authorized person(s).
- c. Certified true copy of Custodian's Letter of Certification by the authorized person(s). The letter must show a statement that the authorized person(s) has the authority to act on behalf of the Custodian.
- d. Certified true copy of valid evidence of the authorized person(s) signing the Proxy Form as specified in Item 1 for individuals.

### 3.2 Document from the Shareholder

- a. Power of Attorney from the Shareholder assigning the Custodian to execute the proxy on his/her behalf.
- b. Certified true copy of Shareholder's Letter of Certification by the authorized director(s). The letter must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.
- c. Certified true copy of valid evidence of the authorized director(s) signing the Power of Attorney as specified in Item 1 for individuals.

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

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

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

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

## 2. **Proxy Form**

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

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

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



- (1) Shareholders other than foreign shareholders appointing a Custodian in Thailand as their proxy shall complete either Proxy Form A or Form B. Foreign shareholders appointing a Custodian in Thailand as their proxy may choose to use either Proxy Form A, Form B, or Form C. In any case, each Shareholder shall complete only one of the above Proxy Forms;
- (2) Authorize a person to attend and vote at the Meeting on behalf of the shareholder not able to attend by specifying the name with details of the person or an Independent Director of the Company (as attached) to be the shareholder's proxy and sign the form as the Grantor;
- (3) Affix Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Return the completed Proxy Form to the Legal Department of the Company by 26 October 2015 or half an hour before the Meeting starts for document verification.

In this regard, the Shareholder shall authorize only one Proxy to cast votes equal to the shares held by him/her and cannot allocate his/her shares for divided votes, with the exception of foreign shareholders appointing custodian in Thailand as their proxy where the shares can be divided for allocation of the votes.

### **3. Meeting Registration**

The commencement for registration to attend the Meeting will be not less than 1 hour before the Meeting or from 12.00 p.m. on 29 October 2015 at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok. Please refer to the venue map attached.

### **4. Voting**

#### **1. Voting Regulation**

- (1) Voting for each agenda item will use the voting card system where one share will count as one vote. Shareholders or proxies shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote, with the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.
- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the Proxy shall be authorized to consider and vote on such matter on behalf of the Shareholder as deemed appropriate.

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

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

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

#### **3. Resolution of the Meeting**

- General case: Majority vote of the Meeting
- Other case which the laws or the Company's Articles of Association provide otherwise: The resolution shall be in accordance with the laws or the Company's

Articles of Association. The Chairman shall inform the Meeting before the voting of each Agenda.

- (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 and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

#### 4. Counting and Announcement of the Vote

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

\* Please return all voting cards 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**

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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 call a shareholder meeting, which is an annual ordinary general meeting of shareholders, within 4 months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meeting. The Board of Directors may call an extraordinary general meeting of shareholders at any time as the Board deems appropriate. In addition, shareholders holding shares amounting to not less than 1/5 of the total number of shares sold or shareholders numbering not less than 25 persons holding shares not less than 1/10 of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall have to be clearly stated in such request. In such event, the Board of Directors shall have to proceed to call a shareholder meeting to be held within 1 month of the date of receipt of such request from the said shareholders.

**Article 30.** To call a general meeting, the board of directors shall draft a notice of the summoning of a general meeting and specify the place, the day and the hour of the meeting and the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the board's opinion on the topics. The notice of summoning of a general meeting shall be sent to the shareholders not later than seven days before the date of the meeting and published in a local newspaper for three days consecutively and three days before the date fixed for the meeting.

The board of directors or person designated by the board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or branch of the company is located or other provinces nationwide as the board of directors deem appropriated.

**Article 31.** At the general meeting, a shareholder may authorize another person to attend and vote in the meeting as a proxy. A written authorization or proxy must be dated and signed by the authorizing shareholder and conform to the format prescribed by the Share registrar.

The written authorization shall be submitted to the chairman of the board of directors or a person to be named at the meeting before the proxy attends the meeting.

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

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

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

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

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

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

**Article 36.**

A resolution of the shareholder meeting shall require:

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

**Article 37.**

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

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

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

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

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

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

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

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

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

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**(Translation)**

**Names and profiles of independent directors who may be appointed  
by shareholders as their proxies to attend  
the Extraordinary General Meeting of Shareholders No.1/2015**

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**Name** : Mr. Akarat Na Ranong

**Position** : Independent Director and Chairman of Audit Committee

**Age** : 61 years

**Address** : 256 Soi Sukhumvit 55, Klongton-nua, Wattana  
Bangkok 10110

**Family relationship with  
executives of the  
Company** : None

**Educational background** : Master's Degree, Business Administration (Management),  
Marshall University ,U.S.A.

**Training relating to role  
and duties of director** : - Audit Committee Program (ACP)  
- Director Accreditation Program (DAP)  
- Role of the Compensation Committee (RCC)  
- Director Certification Program (DCP)  
Thai Institute of Directors Association (IOD)

**Shareholding in the  
company** : None

**Direct or indirect interest  
in the agenda proposed to  
the Extraordinary General  
Meeting of Shareholders  
No.1/2015 for  
consideration** : None

**Names and profiles of independent directors who may be appointed  
by shareholders as their proxies to attend  
the Extraordinary General Meeting of Shareholders No.1/2015**

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<b>Name</b>	:	Mr. Kamol Ratanachai
<b>Position</b>	:	Independent Director, Audit Committee and Nomination and Remuneration Committee
<b>Age</b>	:	49 years
<b>Address</b>	:	54 Soi Ramkhamhaeng 58/3 sepsrstion 4 Hua Mak, Bangkapi , Bangkok 10240
<b>Family relationship with executives of the Company</b>	:	None
<b>Educational background</b>	:	- Master of Business Administration (MBA), Bangkok University - Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A.
<b>Training relating to role and duties of director</b>	:	- Director Accreditation Program (DAP) - Audit Committee Program (ACP) - Successful Formulation & Execution of Strategy - How to Measure the Success of Corporate Strategy, Thai Institute of Directors Association (IOD)
<b>Shareholding in the company</b>	:	None
<b>Direct or indirect interest in the agenda proposed to the Extraordinary General Meeting of Shareholders No.1/2015 for consideration</b>	:	None



**Location map of the meeting's venue of the Extraordinary General Meeting of Shareholders No.1/2015**

Ratchadamnoen Room

Royal Princess Hotel Lam Luang ,Bangkok

No. 269, Lam Luang Road, Pomrab District, Bangkok



**แบบหนังสือมอบฉันทะ แบบ ข.**

**Proxy Form B.**

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ทำประกาศกรมพัฒนาธุรกิจการค้า 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) เป็นผู้ถือหุ้นของบริษัท 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 3)

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

(1) ..... อายุ ..... ปี

อายุ age years,

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code or

(2) ..... อายุ ..... ปี

อายุ age years,

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ

District Province Postal Code or

(3) ..... อายุ ..... ปี

อายุ age years,

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....

District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2558

Anyone of the above as my/our proxy holder to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2015

ในวันที่ 29 ตุลาคม 2558 เวลา 13.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง กรุงเทพฯ เลขที่ 269  
to be held on 29 October 2015 time 01.00 p.m. at Ratchadamnoen Room, Royal Princess Hotel LarnLuang, Bangkok, 269 LarnLuang 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 พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี 2558 เมื่อวันที่ 27 เมษายน 2558  
Agenda Item 1 Subject To consider and adopt the minutes of the 2015 Annual General Meeting of Shareholders held on 27 April 2015
- (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 พิจารณานอญมติการเข้าทำรายการได้มาซึ่งสินทรัพย์อันได้แก่การลงทุนในโครงการก่อสร้างเมืองถ้ำหยงนครบวงจร (โครงการ New Home) ตามแผนการลงทุนใหม่  
Agenda Item 2 Subject To consider and approve the acquisition of assets i.e. the investment in universal movie shooting project (New Home Project) according to the new investment plan
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 3 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)  
Agenda Item 3 Subject To consider other matters (if any).
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

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

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
( ..... )

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
( ..... )

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
( ..... )

**หมายเหตุ :**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
3. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
  - (1) นายอัครรัตน์ ณ ระนอง หรือ
  - (2) นายกมล รัตนไชย(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. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form B. as attached.
3. The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
  - (1) Mr. Akarat Na Ranong or
  - (2) Mr. Kamol Ratanachai(Information of independent directors were shown in the Enclosure 6)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Allonge of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **บริษัท แมทซิ่ง แมกซ์โซลูชั่น จำกัด (มหาชน) (“บริษัท”)**  
The appointment of proxy by the shareholder of **Matching Maximize Solution Public Company Limited (“The Company”)**  
ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2558  
At the Extraordinary General Meeting of Shareholders No.1/2015

ในวันที่ 29 ตุลาคม 2558 เวลา 13.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง กรุงเทพฯ เลขที่ 269  
to be held on 29 October 2015 time 1.00 p.m. at Ratchadamnoen Room, Royal Princess Hotel LarnLuang,  
Bangkok, 269 LarnLuang 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  
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Approve Disapprove Abstain

วาระที่ ..... เรื่อง .....  
Agenda Item Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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Approve Disapprove Abstain