



Invitation to the 2021 Annual General Meeting of Shareholders

Matching Maximize Solution Public Company Limited

Wednesday 28<sup>th</sup> April 2021 at 2.00 p.m.

Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok,

269 Larn Luang Road, Pomprab, Bangkok 10100

Registration starts at 1.00 p.m.

Please bring the Notification of Meeting with barcode to the meeting

Neither lunchbox nor coffee or tea will be served as well as printed copies of 2020 Annual registration statement / Annual report (56-1 One Report) and Invitation Report will not be provided at the meeting in order to minimize personal direct contact in which may risk the infection of the disease.

(Translation)

**Precautionary Measures and Guidelines for attending the 2021 AGM meeting of Shareholders, regarding the outbreak of Coronavirus 2019 (COVID-19)**

Due to the ongoing situation of COVID-19 in Thailand, Matching Maximize Solution Public Company Limited (“Company”) is concerned over the risk of the infection at the shareholders’ meeting. Company, therefore, kindly asks shareholders to be informed and cooperate with the following measures:

**1. Request for Shareholders’ cooperation to giving a proxy to Company’s Independent Director to attend the meeting on behalf of Shareholders**

To prevent and reduce the risk of spreading possibility of COVID-19 virus from the crowding of shareholders on the meeting day, Company asks for Shareholders’ kind cooperation to grant a proxy to Company’s Independent Director to attend the meeting. By sending the proxy duly affix with the Baht 20 stamp duty and the supporting documents to the Legal and Company Secretary Department, Matching Maximize Solution Public Company Limited at 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2669-4200-9 and facsimile no.0-2243-1494 before 27<sup>th</sup> April 2021.

**2. Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:**

- 2.1 Sending with the proxy
- 2.2 Email : nanat@mmsbangkok.com

**3. In the case that any shareholder or proxy-holder still wants to attend in person, Company would like to request attendees for cooperation to follow company’s measures as follows:**

- 3.1 Company shall conduct health screening, in compliance with the guidelines of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, company reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to Company’s Independent Director to attend the meeting.

Each attendee will be required to stand at any line for health screening, documents check and registration, with 1.5 meters space from each other.

- 3.2 Attendees will be assigned to a seat with appropriate social distancing at the minimum of 1.5 meters from each other. This will significantly reduce the number of seats available in the meeting venue. Company reserves the right to arrange seating with first come first serve basis. After the Registration, each attendee will be assigned a seating number and required to sit as specified for the sake of the disease prevention or following up in case of any unforeseen circumstances. When the seats are fully occupied, no more participants will be allowed to enter the meeting venue. To protect shareholder voting right, Shareholders who attend the meeting in persons, are required to grant proxy to the Company’s Independent Directors to attend the Meeting instead of participating in persons.
- 3.3 The venue will be cleaned with alcohol prior to the meeting. **Company kindly requests everyone to prepare and wear a facemask at all times.**

- 3.4 **Neither lunchbox nor coffee or tea will be served at the meeting in order to minimize personal direct contact in which may risk the infection of the disease.**

**Printed copies of 2020 Annual Report and Invitation Report will not be provided at the meeting.**

- 3.5 If there are any changes in the situation or additional AGM-related measures from the Government Official, Company will inform Shareholders via the Company's website ([www. matchinggroup.com](http://www.matchinggroup.com)).

If there are many attendees or they arrive at the same time, there may be delay in screening and registration for the meeting. Company hereby apologizes for any such inconvenience that may arise.

Please be informed accordingly.

Yours Sincerely,

Matching Maximize Solution Public Company Limited

(Translation)

MMS-AC 64/005

25<sup>th</sup> March, 2021

**Re:** Invitation to the Annual General Meeting of Shareholders for the year 2021

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

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2020 held on 24 July 2020
  2. The 2020 Annual Registration Statement / Annual Report (56-1 One Report) comprising of copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2020 in the form of E-books via QR Code on the Notice of Meeting with barcode
  3. Names and profiles of directors who are nominated to be reappointed as the Company's directors for another term as well as definition of independent directors
  4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Annual General Meeting of Shareholders for the year 2021
  5. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
  6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2021
  7. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2021
  8. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Annual General Meeting of Shareholders for the year 2021 on 28 April 2021 at 2.00 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 for the year 2020 held on 24 July 2020**

**Facts and rationale** The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2020 held on 24 July 2020, the copy of which was submitted to the relevant authorities within the required period. Thus, the Shareholders' Meeting is requested to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2020 held on 24 July 2020. The copy of the Minutes is attached as Enclosure 1.

**Board's opinion** The Board of Directors is of the opinion that the Minutes of the Annual General Meeting of Shareholders for the year 2020 held on 24 July 2020, was correctly recorded and should be proposed to the Annual General Meeting of Shareholders for adoption.

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

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

**Facts and rationale** The Board of Directors has prepared the information relating to the Company's operating results for the past year 2020, which is shown in the 2020 Annual registration statement / Annual report (56-1 One Report) sent to shareholders as per Enclosure 2. It was sent for the shareholders acknowledgement of the overview of the Company's operating results.

**Board's opinion** The Board of Directors is of the opinion that the report on the Company's operating results for the year 2020 should be proposed to the Annual General Meeting of Shareholders for acknowledgement.

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

**Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2020 which have been audited by the certified auditor and acknowledge the Auditor's report**

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

and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2020, which were appeared in the 2020 Annual Report sent to the shareholders as per Enclosure 2.

**Board's opinion**

The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2020 which were audited by the certified auditor and the Auditor's report should be proposed to the Annual General Meeting of Shareholders for approval and acknowledgement.

**Remark**

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

**Agenda 4 To consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2020**

**Facts and rationale**

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

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

According to Separate Financial Statements ended 31 December 2020 audited by the certified auditor, the Company has accumulated deficit, the Board of Directors therefore propose the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve; and
2. No dividend payment from the operating result of the year 2020.

**Board's opinion**

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

**Remark**

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

**Agenda 5**

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

**Facts and rationale**

According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to retire by rotation at the Annual General Meeting of Shareholders for the year 2021, namely:

1. Mr.Chatrapee Tantixalerm      Independent Director and  
Chairman of Corporate  
Governance Committee
2. Mr.Komkrit Sirirat              Director; and
3. Mr.Neil Wayne Thompson      Director

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the shareholders to propose the person(s) to be elected as directors in advance of the Meeting, through an announcement on the Company's website from 8 October 2020 – 31 December 2020 regarding the criteria of proposing nominees so that the Compensation and Nominating Committee could consider the matter. Nonetheless, no shareholder proposed any person to be elected as director to the Company at this Meeting.

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

The name, profile and other positions of directors who are due to retire by rotation and the person who are nominated to be reappointed as the Company's directors for another term

including the definition of Independent Directors have been sent to the shareholders as per Enclosure 3.

**Board's opinion**

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

**Remark**

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

**Agenda 6**

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

**Facts and rationale**

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2021 and proposed at the Board of Directors' Meeting to consider and approve to propose to the Shareholders' Meeting. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to determine the directors' remuneration for the year 2021 as follows:

**Monthly remuneration (per person)**

Board of Directors

Chairman of the Board Baht 60,000

Director Baht 30,000

Other Sub-Committees

Chairman Baht 30,000

Committee Baht 20,000

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

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

Nomination and Remuneration Committee

Chairman of Nomination and Remuneration Committee

Baht 30,000

Nomination and Remuneration Committee Baht 20,000

Corporate Governance Committee

Chairman of Corporate Governance Committee Baht 30,000

Corporate Governance Committee Baht 20,000

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

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

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

Comparison Table of Directors' Remuneration

**Monthly remuneration (per person)**

Position	Thai Baht	
	Year 2021 (Proposed Year)	Year 2020
<b><u>Board of Directors</u></b>		
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<b><u>Other Sub-Committee</u></b>		
<b>Audit Committee</b>		
Chairman	30,000	30,000
Committee	20,000	20,000
<b>Executive Committee</b>		
Chairman	30,000	30,000
Committee	20,000	20,000

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

Position	Thai Baht	
	Year 2021 (Proposed Year)	Year 2020
<b><u>Other Sub-Committee</u></b>		
<b>Nomination and Remuneration Committee</b>		
Chairman	30,000	30,000
Committee	20,000	20,000
<b>Corporate Governance Committee</b>		
Chairman of Corporate Governance Committee	30,000	30,000
Corporate Governance Committee	20,000	20,000

**Board's opinion**

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2021 should be proposed

to the Annual General Meeting of Shareholders for approval as the details mentioned above.

**Remark**

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

**Agenda 7**

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

**Facts and rationale**

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

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

1. Mr. Sa-nga Chokenitisawat , Certified Public Accountant no. 11251; and/or
2. Mr. Krit Chatchavalwong, Certified Public Accountant No.5016; and/or
3. Mrs. Anuthai Poomsurakul, Certified Public Accountant No.3873

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31 December 2021. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2021.

None of the proposed auditors has any relationship with or interest in the Company, its subsidiaries, management, majority shareholders or the related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for seven fiscal years. Mr.Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017-2020. Mr.Krit Chatchavalwong and Mrs.Anuthai Poomsurakul have never performed any services as an auditor of the Company.

Moreover, the Board of Directors (according to the consideration and recommendation of the Audit Committee) proposes that the Shareholders' Meeting determines the Company's auditor remuneration for the fiscal year ended as

at 31 December 2021. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 850,000. (The auditors as aforementioned shall also be appointed as the auditors of the subsidiaries of the Company with the fee for auditing the financial statements of the subsidiaries at Baht 1,310,000; therefore, the total auditors' fee is Baht 2,160,000). In this regard, PricewaterhouseCoopers ABAS Ltd. has duly performed its duties of reviewing and auditing the Financial Statements of the Company and its subsidiaries since the fiscal year 2012. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration compared between the fiscal year ended as at 31 December 2020 and the fiscal year ended as at 31 December 2021 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2021 (Baht)		The fiscal year ended at 31 December 2020 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	850,000	-	850,000	-
Subsidiaries (for information only)	1,310,000		1,460,000	
<b>Total</b>	<b>2,160,000</b>	<b>-</b>	<b>2,310,000</b>	<b>-</b>

**Audit Committee's opinion**

The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of Mr.Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr.Krit Chatchawalwong, Certified Public Accountant No.5016; and/or Mrs.Anuthai Poomsurakul, Certified Public Accountant No.3873, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year

ended 31 December 2021, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 850,000.

**Board's opinion**

The Board of Directors is of the opinion that the appointment of Mr.Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr.Krit Chatchavalwong, Certified Public Accountant No.5016; and/or Mrs.Anuthai Poomsurakul, Certified Public Accountant No.3873, of PricewaterhouseCoopers ABAS Ltd. and entrusted by the PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2021,with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 850,000, should be proposed to the Annual General Meeting of Shareholders for approval.

**Remark**

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

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

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

The shareholders are invited to attend the Meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the Meeting as detailed in the guideline for the appointment of proxy to attend the Meeting, the registration, and evidence to be presented on the Meeting date of the Annual General Meeting of Shareholders for the year 2021 as appeared in Enclosure 4. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2243-6543-6, 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 27<sup>th</sup> April, 2021.

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

Following the discussion among the Securities and Exchange Commission, the Stock Exchange of Thailand and other relevant authorities, the Company would like to kindly request for the shareholders' cooperation to appoint the independent director as the proxy to attend the meeting on the shareholders' behalf in order to protect and mitigate the situation of the Coronavirus 2019

(COVID-19) outbreak and for the benefit of the shareholders' health and wellbeing. In addition, the shareholders are welcomed to send the question(s) or suggestion(s) to the Company in advance to the address as aforementioned before 27<sup>th</sup> April, 2021.

The Board of the Directors of the Company determined the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2021 on 9 March 2021.

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 13.00 hrs. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10110.

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

A handwritten signature in blue ink, appearing to read 'Chayanont Ulit', with a long horizontal flourish extending to the right.

(Mr. Chayanont Ulit)  
Chief Executive Officer