

(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

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