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**Minutes of the Extraordinary General Meeting of Shareholders No.1/2015  
of  
Matching Maximize Solution Public Company Limited**

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**Date, Time and Place**

The Meeting was held on 29 October 2015 at 01.00 p.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok.

**Directors/Executives present at the Meeting**

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|--------------------------------|-------------------------------------------------------|
| 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 Chairman of Audit Committee  |
| 8. Mr. Kamol Ratanachai        | Independent Director and Audit Committee              |
| 9. Mr. Wiroj Bunsirunguang     | Senior Executive Vice President and Company Secretary |

**Director absent at the Meeting**

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| 1. Mr. Nuttawut Phowborom | Independent Director and Audit Committee |
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**Auditor and Legal Counsel in attendance**

1. Mrs.Ratchada Klewpatinond and Team from Asia Plus Advisor 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 97 shareholders present in person and by proxy, representing 276,413,073 shares, being 51.9935 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 149 shareholders, representing 288,294,569 shares, being 54.2284 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 Bunsirunguang, the Senior Executive Vice President and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1 to be approved by a simple majority of the total number of votes of the shareholders who in attendance and casting their votes; and Agenda 2 to be approved by not less than three-fourth of the total number of votes of the shareholders in attendance and are entitled to vote. The Chairman then introduced the Meeting 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**

The Chairman proposed the Meeting to consider and adopt 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 and sent to the shareholders together with the notice of this meeting (Enclosure 1).

**Resolution:** The Meeting unanimously resolved that the Minutes of the Annual General Meeting of Shareholders 2015 be adopted as the Chairman proposed in all respects with the votes of 287,677,317 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 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**

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer, to explain the details of this Agenda to the Meeting.

Mr. Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that according to the resolution of the Extraordinary General Meeting of Shareholders No.1/2014 of the Company, held on 14 October 2014 approving the Company or Matching Broadcast Company Limited 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.

Mr. Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that the New Home Project's not required to be adjacent to the main road. The Company therefore decided to use the area in front of the Land adjacent to the main road for future projects and deemed it appropriate for the New Home Project to be located at the back of the Land, far away from noise pollution. The Company also agreed to change and increase the quality of the material used for studio construction in the New Home Project in order to provide better services to customers in Thailand and other countries. The New Home Project would therefore attract more foreign film production companies for use of the Company's studio services in Thailand.

Mr. Poomchai also clarified to the Meeting about the bidding process in that there were 5 well-known contractors joining the bidding. The Contractors' bidding prices and presentations of their innovations and construction material to be used on the NC 25-Sound Stage were the key factors being looked at for selecting a contractor.

Additionally, the total area of the studio and the functions provided in various rooms under the new investment plan were increased. Mr. Poomchai Wacharapong, Chief Executive Officer, further informed the Meeting about the progress of land preparation, and that the foundation's pile construction will start in December 2015 .

Moreover, the Company acknowledged that the investment value of foreign film production in Thailand has been increasing and that an incentive scheme for foreign movie shooting in Thailand as proposed to the Cabinet by the Ministry of Tourism and Sports is likely to be announced. The Company, therefore, believed that the New Home Project will make a profit for the Company and its shareholders in the future.

Mr. Prawit Jedsada-apimook, shareholder, inquired to the Meeting about: (i) the reason for increasing the investment in the New Home Project; (ii) the source of the funds to be used in the New Home Project; (iii) the location of the Project and the possibility of shareholders visiting the Project site; (iv) the marketing plan for the New Home Project; and (v) the advantages of the Project in comparison with other competitors. Mr. Poomchai Wacharapong, Chief Executive Officer, answered to the Meeting that: (i) it was a time constraint in the previous meeting to approval the investment funds due to the necessity of making the decision to purchase the land which had the characteristics conforming to the needs of the Company. After purchasing the land, it was further considered and opined that the Company should invest in the New Home Project at the standard level as informed earlier; (ii) the Company will take out a loan from a financial institution; (iii) the Project is located at BangNa-Trad Road, on the right hand side of the ABAC junction. The Company is welcoming all shareholders to visit the project; (iv) the Marketing Plan is divided into 2 parts, (a) contacting the foreign film producers through the co-producers in Thailand,

and (b) creating direct marketing to promote studio services to other countries; and (v) the studio is an “All Media” studio type which has the capacity for films, soap operas and game show productions, including arranging event activities.

Mr. Narin Chanawittayasithikul, proxy, asked the Meeting about: (i) the Payback Period of the New Home Project; (ii) whether the proposed investment funds as to be approved in the Meeting included funds to be used for construction of Gearhead’s office; (iii) whether there will be any unexpected incidents with neighboring landlords during the construction; (iv) the advantages and disadvantages for the onetime investment of the whole project construction in comparison with the step-by-step construction investment; and (v) the effect on the company’s cash flow from its investment in the Project and the dividend payment ratio. Mr. Poomchai Wacharapong, Chief Executive Officer, answered to the Meeting that: (i) the Payback period is very long, due to the size of the land which has an area of 216 Rai; (ii) the investment funds as approved in the Meeting already include the construction cost of Gearhead’s office, but the Company has not yet selected the contractor; (iii) the construction works are carried out in accordance with the systems and in conformity with the relevant regulations as provided by law. If someone claims on this issue, there will be no problem accordingly; (iv) the step-by-step construction was a disadvantage. The completed studio is not yet usable for movie shooting due to the interruptions incurred from vibrations and noise pollution of other ongoing construction works; and (v) the investment in New Home Project is unlikely to cause any problem to the Company’s cash flow since the Company currently has good cash flow with no burden on liabilities. The Company is under the negotiation process with a financial institution for taking out a loan. Under the first year of investment, it may, however, cause some problem on dividend payment ratio. The dividend payment ratio may be based on other criteria caused in the future.

Mr. Wichit La-orsathiensakul, shareholder, asked about: (i) the target customers of the New Home Project; and (ii) the business plan of Gearhead.

Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) the Company focused on both Thai and foreign customers; and (ii) the main business of Gearhead was equipment rental services for movie shooting. The Company currently extended the business to cover soap opera shooting. In addition, the Company acquired a business to be managed under the brand Handy Gear, which provides soap opera shooting, and arranging concerts and other activities which can support and enhance the strength of Gearhead.

Mr. Narin Chanawittayasithikul, proxy, asked the Meeting about: (i) the average income of Pinewood Studio in Malaysia (“Pinewood”); and (ii) the contractor’s punctuality on working on the New Home Project.

Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) the Company had not received any information about the income of Pinewood; and (ii) the Company was under the proceedings in selecting a contractor from major contractors. The selected contractors had good performance records with high potential. The Company, therefore, ensures that the construction will be completed on time.

Mr. Thara Chonpranee, shareholder, inquired the Meeting about: (i) the source of capital of Matching Broadcast Co., Ltd.; (ii) whether the level of the NC 25-Sound Stage was the same standard or higher in comparison with the standard of Pinewood; (iii) the reason why the area of the studio was 11,226 square meters as appeared in page 41 of the independent financial advisor report; and (iv) the maintenance cost for the studio and risks to health and safety from the construction material. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) Matching Broadcast Co., Ltd used the funds from

its increase of the company's capital; (ii) NC 25 was the standard level of studio for movie shooting; (iii) the area as specified in the report included an area of function and other facility rooms for providing services; and (iv) the studios in the New Home Project were in the long term investment which had a small amount of additional cost and that strict safety measures are in place. Mr. Wiroj Boonsiriroongrueng, Deputy Managing Director and Secretary of the Company clarified further that the maintenance cost of the studio was very low because of the good and durable material used in construction.

After that, the Chairman proposed the Meeting to consider and approve the investment in universal movie shooting project according to the new investment plan and the authorization as aforementioned.

**Resolution:** The Meeting unanimously resolved that the acquisition of assets i.e. the investment in universal movie shooting project (New Home Project) according to the new investment plan and the authorization be approved with the votes of 287,924,418 shares (100 percent of the total votes of the shareholders attending and are entitled to vote at the meeting), with 0 vote disapproving and 0 vote abstaining).

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

Mr. Prawit Jedsada-apimook inquired about the 3rd Quarter operating profit of the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the current economic situation was under recession. All operators are facing the same situation because of the country's economy.

Mr. Bhumsith Sathananonndha, shareholder, praised the Board of Directors and Executives of the Company for their contribution and also made a recommendation of a well-known person and his experiences to the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, noted the consideration.

Mr. Thara Chonpranee, shareholder, inquired the Meeting about: (i) the description of NC-25; (ii) the sample of any other studios with a standard higher than NC25; (iii) the ratio of estimated revenue received in and outside Thailand of the New Home Project; (iv) the film production business plan; and (v) cooperation between the Company and Channel 7. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) NC-25 is a basic standard which can control and adjust the sound level without any noise interruption incurred during film shooting; (ii) the studio having higher than NC-25 standard is located in England; (iii) the largest market of the Project is in Thailand and the estimated revenue received from the foreign market is 20-30 percent; (iv) the Company is currently delaying operating film production in order to further study the movement and direction of the market; and (v) the Company does not have any special cooperation with Channel 7 which has been operating under normal business manners.

Mr. Vichit laorsathirakul, shareholder, inquired about the information and operating result of Handy Gear. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that since 2 years ago, the Company acquired a business and managed under the brand Handy Gear, which had a rapid increase in profit. Handy Gear currently receives the most market share.

The Shareholder inquired about the Timelapse business. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company invested in the Timelapse business with the help of Siam Film Development's personnel. This business is under the first inauguration and is starting to provide services to foreign customers.

Mr. Prawit Jedsada-apimook, shareholder, suggested to the Meeting that the New Home Project be developed to be similar to Universal Studios in Singapore. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that he will keep this for consideration and it needs to be considered with other criteria for making decision.

Mr. Krairerk Pothiapiyarnvisoot, shareholder, inquired to the Meeting on: (i) what the effect will be to the New Home Project since the BOI will become more focused and prioritize its incentives by the importance of the activity. Consequently, zone-based incentives will end as new regional clusters are promoted; (ii) what the quality control of the land preparation of New Home Project will be; (iii) what the facilities provided to the employees in case relocating of the office will be; (iv) the reason of the independent financial advisor estimating the ratio of using the studio area of the New Home Project at 40 percent in Year 2017 (B.E. 2560) and 70 percent in Year 2023 (B.E.2566). Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that: (i) the Company is under ongoing operations and expects to receive the privilege from the BOI; (ii) the Company area is located higher than other neighboring lands and soil increased by 1.5 meters high. Therefore, it is unlikely to have any flood problems or soil subsidence. Moreover, the Company hired the Project Manager to carefully control the construction quality of the Project; (iii) the Company offered the employees to choose either staying at the Company's apartment provided around the Project or obtaining remuneration substituting the cost of accommodation; and (iv) the ratio of using the area of studio is not 100 percent covered because film producers in Thailand normally rent the area and pay rental in full only on the day of film shooting. They pay partial rental fee for the day of construction or assembling or relocating the scene.

A shareholder asked about the effect to the New Home Project cost increase resulting from high quality services without increasing the fee. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the fee is the introductory rate which can be used in order to study the project feasibility. The Company will fix the fee for studio services based on the needs of customers and future market direction.

Shareholders inquired about the possibility to switch from customers in Thailand to customers in other countries. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company already has a marketing plan for other countries but customers in Thailand are very significant.

Mr. Krairerk Pothiapiyarnvisoot, shareholder, inquired about the opportunity to raise funds through the Stock Exchange of Thailand to take low risk on loan interest rate fluctuation. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company will take a loan from the financial institution with no intention to bother the shareholders. The Company however accepted this for consideration.

A shareholder inquired about the possibility of extending the road at the front of the Project to have four (4) lanes. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company acknowledged that the Klong-Dan-BangBor Road at the front of the Project will be built higher but the Company did not know about the extension to a four (4) lane road.

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

No other business was 02.50 pm

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

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