

(Translation)

**Minutes of the 2016 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 27 April 2016 at 10:00 a.m. at Rachadamnoen Hall, Royal Princess Larn Luang Hotel , Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100.

Directors/Executives present at the Meeting

- | | |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors and Chairman
Nomination and Remuneration Committee |
| 2. Mr. Poomchai Wacharapong | Chief Executive Officer and Chairman of the
Executive Committee |
| 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 Bunsirirungruang | Executive Committee, Senior Executive Vice
President, Head of Finance Department and
Company Secretary |

Director/Executive absent at the Meeting

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

Auditor and Legal Counsel in attendance

1. Ms. Warangkana Pakpien 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 62 shareholders present in person and by proxy, representing 295,972,034 shares, being 55.67 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 in person and by proxy, thus, having shareholders in aggregate of 84 shareholders, representing 299,582,584 shares, being 56.35 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 Bunsirirungruang, Executive Committee, Senior Executive Vice President, Head of Finance Department 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 attending and casting their votes at the Meeting, Agenda 6 to be approved by not less than two-thirds of the total number of votes of the shareholders attending at the Meeting and Agenda 2 as a matter for acknowledgement and no voting is required. In this regard, the Company invited Ms. Pornpilai Kosolprapha, an Independent Legal Counsel to verify the voting procedure

accompany with OJ International Company Limited. 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.1/2015 held on 29 October 2015

The Chairman proposed the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015, the copy of which was sent to the shareholders together with the invitation to this meeting (Enclosure 1).

Resolution: The Meeting unanimously resolved that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2015, held on 29 October 2015 be adopted as the Chairman proposed with the votes of 296,074,184 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s).

Agenda 2 To acknowledge the Company's operating results for the year 2015

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, to present the Company's operating results for the year 2015 to the Meeting which can be summarized as follows:

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, reported to the Meeting about the reason of the loss of profit that the Company's loss of Baht 51 million in its operation for 2015 are due to the following internal and external factors:

- The political situation as a consequence of the events at the end of 2014 deterred the foreign film production crews from overseas from seeking services within Thailand due to lack of confidence. The operation provision of equipment services and rental thus was unable to achieve the set target since the first quarter of 2015. In addition, due to the unrest caused by the bombing in the vicinity of the Erawan Shrine (Thao Maha Brahma), causing the reservation from oversea customers to be cancelled. Therefore, the amount of income from the provision of equipment services and rental in 2015 did not reach the set target.
- As for the production of television shows/series/documentaries business in 2015, the Company created a new show called "Battle of the Seven Stars". However, due to insufficient support from sponsors, the show was discontinued. Nonetheless, the Company will try to create new shows with good rating and which can generate income for the Company.
- As for the publication business, due to the lack of expansion in the publication industry, the Company has shifted its emphasis to event organization to supplement the publication business. Nonetheless, it has encountered issues of insufficient income to pay its expenses, forcing it to reduce the business size.
- The post production business which commences in 2015 was still unable to generate income for the Company within short-term. The Company is therefore required to give it continued support to create opportunity for this business to supplement and go hand-in-hand with the Studio Project to be completed in the future.
- As for the film production business, the Company has invested jointly with True Corporation, Major Cineplex Group, and Bangkok Film to set up a company called Transformation Films Co., Ltd. ("Transformation"). The Company opined that each investor has a business which complements each other. Nonetheless, the films of Transformation have not yet generated sufficient rating.

- Due to the reasons above, the Company has analyzed and revised, and adopted a structure to reinforce and strengthen its business operation such as (1) reducing expenses such as reduction of rental office space, which nevertheless is still affected by depreciation in Q4 of 2015 or (2) reducing the size of unsuccessful business.

In addition to various restructuring in 2016, the Company still continues to undertake analysis of the overall situation including the Company's expertise and strengthen in the future, which comprises of (1) provision of equipment services and rental under the operation of Gear Head Co., Ltd. ("Gear Head"), a leader in the market with regard to the provision of service in connection with film and advertisement production business. Furthermore Gear Head also has part of its work under the brand of "Handy Gear", which provides services to television series production crew and which is highly successful. It also provides various product services such as mobile lavatories and air-conditioned tents to facilitate the production crew. In addition, the Company is considering expanding the business of Gear Head under the brand of "Foot Gear" to provide service to film producers who conduct marketing through Social Medias (Viral) with limited budget (2) furthermore, the Company has a business plan in relation to the Comprehensive Studio City Project ("Studio Project") under the operation of Matching Broadcast Co., Ltd. as follows:

The Studio Project includes 5 indoor studios under the standard of Sound Stage Noise Criterion 25 ("NC25") and large outdoor studio which can provide comprehensive services since the Company has various equipment and production infrastructure as well as a team of professional personnel who are able to meet the customers' needs such as production equipment, post production which can support customers who are producers of films, advertisements, shows, series, advertising medias and other activities etc. In the future, the Company has a work plan after the completion of the studio i.e. work with respect to Art Department for use in assembling of scenes as additional service to the customers. This will help the customers reduce burdens and costs. Moreover, in the future, the Company has other business plans that are related to the basic business (Diversification) the operation of which has potential and readiness such as production of television series etc. Details as to the progress in the building of studio are as follows:

- Studios B1 and B2 are small-sized studio of 20 x 30 with truss structure installed and the progress of both are relatively similar.
- Studio B3 is middle-sized studio of 30 x 40 and is a Mock Up studio estimated to be completed within November for the purpose of testing various utilities. Currently, the roof structure is being installed.
- Studio B4 is a middle-sized studio of 30 x 40 with relatively similar progress.
- Studio B5 is a big-sized studio of 40 x 60 located at the far back. Currently, the footing structure is being installed.
- Building B6 is the building for the assembling and storage of scenes. The construction is now underway.
- Building B7 is the building for motor vehicles of Gear Head. The construction is now underway.
- The construction of warehouse of Gear Head is now underway.

The building project is progressing according to the set target. The shareholders can participate in the groundbreaking ceremony at the location of the project on 29 April 2016 at 14.00 hr.

As for the marketing plan, currently the Company has undertaken the following:

- (1) Coordinate with governmental agencies to receive various supports as follows:
 - (1.1) The Company has proposed its products and services to the Department of International Trade Promotion for consideration and will further propose them at the film festival in Cannes approximately in mid-May 2016.
 - (1.2) The National Film and Video Committee ("Film Committee") is in the process of proposing to the Cabinet meeting matters regarding incentives to foreign production crews filming in Thailand such as in the case of Malaysia with the special rebate of 30%. It would be of great benefit to the Company if the aforesaid matter is approved since the Film Committee has put emphasis on the standard of studios, and the standard of the Company's studios has been recognized at an international level.
- (2) Establishing a relationship with Co-Production in Thailand which is a coordinator with oversea producers carrying on production in Thailand by facilitating the oversea production crew in all respects.
- (3) Carrying out marketing through various film festivals such as Adfest and film festival.

Before opening the floor to questions from the shareholders, Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that the Company has indicated its intention to be a member of the Private Sector Collective Action Against Corruption ("CAC"). At present, the Company is in the process of preparing itself for the evaluation of its measures to combat corruption and is seeking certification from the CAC Council.

Ms. Sudarat Dilokkomol, shareholder, inquired about (1) the ratio of the construction of studios which are already completed, (2) the rate of studios reservation prior to the construction is complete, (3) the adequacy of the Company's capital.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) at present, the construction of studios has been completed about 30% and it is estimated that the construction will be according to schedule; in this regard, 1 middle sized studio will be completed in advance for the purpose of testing its efficiency from actual use, (2) the Company's business is different from real estate business with prior reservation; whereas for the reservation of studios, the users of the service is required to see the actual conditions of studios as well as various standards of the studios and services to be provided to customers, hence no prior reservation is taken; nonetheless, the Company has commenced its offensive marketing campaign, (3) the Company has no issues with regard to capital.

Ms. Rujira Bangkultam, Shareholder Right Protection Volunteer, Thai Investors Association, inquired about the timeframe during which the Company will announce its intention to enter the CAC.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, answered to the Meeting that, as for the Company's being a member of CAC, at present it is in the process of verification for the purpose of evaluating itself and improving its internal procedure to suit the practice guideline according to the policy framework prescribed by the Company. After such process is complete, the matter will be proposed to the Audit Committee for consideration, and proposed to the Board of Directors before proposal to the CAC Council for further certification. It is estimated that such process will be complete in the first quarter of 2017.

Mr. Chatchai Mongkolphan, shareholder, inquired about (1) schedule for the opening of studios and for the moving of Gear Head's equipment, (2) the tendency of advertising fee received from television shows, (3) the meaning of 'reducing the size of business', and the possibility that the Company will cease operating certain businesses such as film production.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of Executive Committee, clarified to the Meeting that (1) the Company expects that the studios will be open for operation around the first quarter of 2017; as for the moving of Gear Head's equipment, it is estimated that that would take place roughly at a similar time, (2) in 2015, the advertising fee received from television shows has decreased dramatically as sponsors have changed their advertising practice to gain maximum access to consumers, thus generating maximum profit, through advertising in the form of 'On Ground' in conjunction with the original advertising practice; in this regard, "Plod Nee", of the Company has been produced and proposed to the customers in the form of 'On Ground', and this has well generated additional income for the business, (3) the Company is in the process of considering reducing the business size for each individual business, some of which are unable to generate better income and whose operation may be discontinued such as publication business, or initially reducing the size of events organizing business; as for the film production business for which there is a joint-investment, the Company is still operating that business as far as part of its investment is concerned.

Mr. Maethee Anadirekkul, proxy, inquired about (1) the possibility that the Company will consider changing its target group from foreign production crews that depends in large part on political situation, (2) the volume of demand of the market for business in relation to provision of studios and the risk that Company's studios will not obtain a return according to the set target, (3) advantages and disadvantages of the anti-corruption policy for work related to official, (4) sponsorship from BBTV Productions Co., Ltd., the Company's major shareholder.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, accepted the shareholder's recommendations and clarified to the Meeting that (1) the Company has devised a business plan for the adjustment to suit all types of customers and not to solely rely on customers engaged in film business; in this regard, there is already in place a marketing plan for the provision of equipment services and rental to suit all levels of customers for top-tier market for the production of films and advertisements, mid-tier market under the brand of "Handy Gear" for television shows and series, and in the future for low-tier market for the production of films or advertisements marketed through Social Medias (Viral) with limited budget; this enables the Company to provide services to its customers both in high and low seasons, (2) the Company's studios have the highest standard in the country and is well equipped for the services at all levels (Studio All Media), thus the Company believes that it will receive a good return; Also, the Company has undertaken the study of market demands and it turned out that all the studios in Thailand have been mostly reserved during the period appropriate for filming; furthermore, if the government approves the grant of incentive to foreign production crews, it would be highly advantageous to the studios and the Company's equipment services and rental; nonetheless, the executive team is still always aware of the various risks and is trying to effect improvement continuously to achieve progress and good income for the Company's business, (3) prevention of corruption is the Company's policy devised to reduce risks, (4) at present, the Company's certain television shows are still broadcast on Channel 7; nevertheless, the Company is still trying to create new contents to generate maximum rating and income, for which at present there is a high level of competition.

Ms. Sirisukant Somboonkittisuk, shareholder, inquired about (1) the certainty that the Company will cease operating its publication business and events organizing business and the possibility that the Company will cease operating Transformation's film production business, (2) the Company's plan for the business of production of television shows/series/documentaries for which the number of shows and profit decreased significantly, (3) the certainty that the studios will be completed at the end of 2016.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) the Company will cease operating the publication business and estimates that will cease operating the events organizing business in an event there is no improvement in its operating result; as for Transformation, such business is still of benefit to the Company such as the use of services from Gear Head for film production, (2) the television shows in 2015 which are the Company's contents include "Plod Nee", and "Battle of the Seven Stars" which have been discontinued; while other television shows in 2014 are produced for customers; nonetheless, the Company is in the process considering proposing new shows to the television station, and it is estimated that in 2016 the income generated from television shows will increase, (3) the construction of studios is still in accordance with schedule.

Mr. Sathaporn Koteeranuwat, shareholder, supported the anti-corruption policy of the Company and inquired about (1) the change in the rate of return from the investment in Studio Project, (2) human resources policy of the Company, and the incentives offered to the personnel.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) the rate of return from the investment in Studio Project still remains the same at approximately 11-12%, (2) the main personnel of the Company will be under Gear Head with the remuneration calculated hourly according to the amount of work done as well as monthly salary received; in this regard, the Company will regularly discuss with the personnel to achieve satisfaction on both sides, and is focusing on compliance with labor law in all respects.

Mr. Maethee Anadirekkul, proxy, proposed to the Meeting that (1) the Company should produce shows broadcasting popular sport competitions, (2) the Company should arrange for shareholders to visit Studio Project of the Company.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) at present, the Company is already providing services to sport shows since "Handy Gear" is providing equipment services to Thai Rath TV boxing shows, (2) after the completion of studios, the Company will invite the shareholders to visit the project.

Mr. Nakorn Panusitthikorn, shareholder, inquired about (1) the possibility that some studios will open some studio for operation prior to the full completion in order that the Company engage certain producers to carry out testing such as HBO channel etc. so as to allow the project to generate some income, (2) the efficiency of the studios are still within budget.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) it is expected that 1 middle-sized studio and acoustic system will be completed in November 2016, and the Company will test the sound proof system and invite co-production to visit as well as undertaking marketing to seek customers to come and test out the studio services under attractive conditions, (2) as for the efficiency of the studios, it is up to standard and its sound proof system is complete and within the budget approved by the shareholders.

The Chairman thanked all the shareholders for their support and confidence in the Company, and promised that the Board of Directors, executives and all staff will continue to perform and work hard for the success of the Company and in order to repay the shareholders for their confidence.

The Chairman further proposed the Meeting to acknowledge the Company's operating results for the year 2015 which the details were set out in the 2015 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 2015 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 2015 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 2015 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 2015 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 (Consolidated)

Account Record	2015	2014	Increase (Decrease)	
			Amount	Percentage
Total Assets	1,421	1,497	(76)	-5.08%
Total Liabilities	190	181	9	4.97%
Total Shareholders' Equity	1,231	1,316	(85)	-6.39%

Statement of Comprehensive Income ended 31 December (Consolidated)

Account Record	2015	2014	Increase (Decrease)	
			Amount	Percentage
Revenue	600	684	(83)	-12.28%
Other Revenue	7	20	(13)	-65.00%
Total Revenue	607	704	(97)	-13.78%
Total cost of sales and services	652	664	(12)	-1.81%
Profit (Loss) before income tax expense	(45)	40	(85)	-212.50%
Income Tax Expense	6	11	(5)	-45.45%
Annual Net Profit (Loss) of the Company	(50)	29	(79)	-272.41%

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 2015 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 2015 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged with the votes of 299,582,584 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

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 2015**

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 2015 (according to Separate Financial Statements ended 31 December 2015 audited by the certified auditors) has loss, the Board of Directors has considered and deems appropriate to propose the Meeting as follows:

1. No appropriation of profit as the legal reserve since the Company has loss from the operation of the year 2015; and
2. No dividend payment from the operating result of the year 2015 since the Company requires the working capital in order to develop the investment project of the Company.

After that, the Chairman proposed the Meeting 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 2015.

Resolution: The Meeting unanimously resolved that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2015 as the Chairman proposed in all respects be approved with the votes of 299,582,584 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

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 2016, namely:

- | | |
|--------------------------------|---|
| 1. Mr. Poomchai Wacharapong | Director; |
| 2. Mr. Somboon Cheewasutthanon | Director; and |
| 3. Mr. Kamol Ratanachai | 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 1st October 2015 – 31st December 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 3 directors who must retire by rotation purpose to leave the Meeting room while discussions and voting took place on this agenda in order to support the Good Corporate Governance Principles of the Company.

The Nomination and Remuneration Committee has considered and is of the opinion that (1) Mr. Poomchai Wacharapong, Director; (2) Mr. Somboon Cheewasutthanon, Director; and (3) Mr. Kamol Ratanachai, 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).

After that, the Chairman proposed the Meeting to consider and approve the re-appointment of directors who are due to retire by rotation to be in position for another term.

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 a majority vote of total number of votes of Shareholders attending and casting their votes at the Meeting as follows:

1. Mr. Poomchai Wacharapong, Director, with the votes of 295,592,584 shares (98.6681 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,990,000 votes disapproving (1.3319 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s));
2. Mr. Somboon Cheewasutthanon , Director, with the votes of 295,592,584 shares (98.6681 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,990,000 votes disapproving (1.3319 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)); and

3. Mr. Kamol Ratanachai, Independent Director and Audit Committee, with the votes of 295,592,584 shares (98.6681 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 3,990,000 votes disapproving (1.3319 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

Agenda 6 To consider and approve the directors' remuneration for 2016

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 2016 which is the same rate as the year 2015 as follows:

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 Executive Committee, 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. Since the Company has loss from the operating results of the year 2015, there is no Directors' gratuity proposed to Meeting for the year 2015. In addition, the Company has no policy to offer the other benefits other than money to the Directors.

After that, the Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2016 as aforementioned which shall be effective until a shareholders' meeting resolves to change otherwise.

Resolution: The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2016 and no gratuity for the result of the operation of the year 2015 according to the above details be approved to be effective until a shareholders' meeting resolves to change otherwise, with the votes of 298,406,562 shares (99.6074 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,176,022 votes abstaining (0.3926 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot(s)).

Agenda 7

To consider and approve the appointment of the Company's auditors and their remuneration for 2016

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 auditor(s) for the fiscal year ended 31 December 2016. 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 2016.

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. Ms. Kajornkiet Aroonpirodkul has performed his duty as an auditor of the Company since 2012; Mr. Paiboon Tunkoon and Miss Sakuna Yamsakul have never performed any services as an auditor of the Company.

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 2016. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 780,000 (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 1,420,000; therefore, the total auditors' fee is Baht 2,200,000).

In this regard, PricewaterhouseCoopers ABAS Ltd. has reviewed and audited the Financial Statements of the Company and its subsidiaries since the fiscal year 2012 and duly performed their duties all along. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm and certified by the Office of Securities and Exchange Commission, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The shareholders expressed their opinion on the objection to the increase in remuneration of auditors that must be undertaken annually.

Mr. Maethee Anadirekkul, proxy, proposed to the Meeting that the Audit Committee should give other audit offices which are non-international audit offices the opportunity to propose fees for consideration and comparison, and to be proposed later at the next Shareholders' Meeting.

Mr. Akarat Na Ranong, Independent Director and Chairman of Audit Committee, accepted the observations of the shareholder for further consideration.

Mr. Kamol Ratanachai, Independent Director and Audit Committee, informed further that since in considering the auditors and their remuneration, the Company took into account the quality of service, standard of performance and sufficiency of the number of auditors to provide service to the Company. In this year, the audit standard has undergone changes including the increase in the amount of work due to the internal reorganization of business group, which is considered an improvement in the standard of the business group of the Company causing the increase in the fees of the auditing profession.

After that, the Chairman proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2016.

Resolution: The Meeting resolved by a majority vote of the total number of votes of the shareholders attending and casting their votes at the Meeting 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 auditor(s) for the fiscal year ended 31 December 2016. 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 2016, and that the auditors' remuneration for auditing the Financial Statements of the Company be fixed at the rate of Baht 780,000 as the Chairman proposed in all respects (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 1,420,000; therefore, the total auditors' fee is Baht 2,200,000), with the votes of 299,380,066 shares approving (99.9326 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 201,900 votes disapproving (0.0674 percent of the total votes of the shareholders attending and casting their votes at the meeting), 618 votes abstaining and 0 vote voided ballot(s).

Agenda 8 Other Business (if any)

The Chairman informed the Meeting that Mr. Pattanapong Nuphan, Director and Executive Director, has informed the Board of Directors' Meeting on 21 April 2016 that he has taken a position of an authorized director of Bangkok Broadcasting & TV Co., Ltd., which does not operate business in competition with the Company, since 8 April 2016.

The shareholders inquired about the reason why the Company paid the tax of Baht 6 million while it has experienced a loss. Mr. Poomchai Wacharapong informed the Meeting that Gear Head has generated profit and must subsequently pay the tax.

Mr. Wichit La-or-sathienkul, shareholder, inquired about (1) the source of additional capital for the construction of studios and the certainty of the

construction schedule, and (2) the news about Gear Head being listed in the Stock Exchange of Thailand (“**SET**”).

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that (1) the source of additional funds for the construction of studios has been brought by the Company from the revolving fund obtained from capital increase and loan from financial institution which has been approved, thus confirming that the construction will be completed according to set target, and (2) the Company is in the process of studying the details of having Gear Head listed in the SET.

Mr. Maethee Anadirekkul, proxy, proposed to Mr. Pattanapong Nuphan, Director, as an authorized director of Bangkok Broadcasting & TV Co., Ltd. to sponsor the Company’s shows.

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

No other business was 12.05 pm

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

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