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Enclosure 2

Information Memorandum Regarding with the Allocation of New Ordinary Shares to Existing Shareholders of Matching Maximize Solution Public Company Limited

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited ("Company" or "MATCH") No. 7 /2016, held on 28 July 2016, passed a resolution approving the issuance and offering of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering) and to propose to the Extraordinary General Meeting of Shareholders for approval, as detailed below:

1. Details of the Offering

To issue and allocate 250,000,000 newly issued ordinary shares with par value of Baht 1.00 per share to existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 1 existing share to 0.4702 newly issued shares, at the offering price of Baht 2.00 per share, determined by the weighted average market price of the Company's share during the previous 7 to 15 business days prior to the Board of Directors Meeting on 28 July 2016 (from 5 to 27 July 2016) which is between Baht 2.02 - 2.09 per share. The Board of Directors deems that the offering price of Baht 2.00 per share is reasonable; reflecting fair value and potential growth of the Company. The offering, either one time or multiple times, entitles the existing shareholders to subscribe for the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issues shares in excess of their entitlement, the remaining shares will be allocated to each shareholder wishing to subscribe for the newly issued ordinary shares in excess of their rights on a pro rata basis which shall be based on the shareholding proportion. The process would be repeated until there are no remaining shares available.

The existing shareholders entitled to receive the Rights Offering shall be the shareholders whose names appear in the share register book on the Record Date as of 15 September 2016, whereby the Company shall close its share register book on 16 September 2016 to collect the name of the shareholders pursuant to section 225 of the Securities and Exchange Act B.E. 2535. Nevertheless, the right to subscribe the newly issued shares is conditional upon the approval of the Shareholders' Meeting for the increase in capital and the allotment of the newly issued shares. The subscription period will be preliminarily scheduled on 3 to 7 October 2016.

The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized directors shall be empowered to consider, determine and/or modify the conditions and/or details of the allocation and the offering of such newly issued shares set out above i.e. the subscription period, the payment method, and the allocation and offering of newly

issued shares at either one time or multiple times. The authorized person(s) shall also be empowered to sign any relevant documents and to do any other action which is necessary or appropriate for, or in connection with the issuance and offering as well as the allocation of newly issued shares including but not limited to providing information, submission of documentary evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce and any other relevant authorities as well as listing such newly issued shares on the Stock Exchange of Thailand.

2. Purpose of Share Issuance and Capital Utilization Plan

The Company plans to use the proceeds from the capital increase for capital restructuring purpose as follows:

- (a) The proceeds of Baht 300 million shall be used to repay bank loan for the Universal Movie Town Project ("**New Home Project**") to reduce the Company's financial cost and Baht 100 million to further invest in the New Home Project; and/or
- (b) The proceeds of Baht 100 million shall be used as working capital for the Group Companies, operating in various media-related business including equipment rental service, TV production, TV commercial production, and studio rental business.

The Universal Movie Town ("New Home Project**")**

The Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 October 2015 had approved the revision of total project cost of the New Home Project, from Baht 769 million to Baht 1,187 million, or increased by Baht 418 million due to the change in project layout to maximize benefit from the land and the change in construction materials to improve its studio's quality to support the demand from foreign production houses.

The New Home Project enables the Company to differentiate itself and enhances its competitiveness by being the first integrated service provider in equipment rental and international standard studio to support both domestic and foreign clients. The Project also enables the Company to diversify the source of income and generate long-term return to shareholders.

The New Home Project may not be well-received by the clients which will result in lower revenue than expected, losses during the early stage of investment, and lower investment return. Nevertheless, the New home Project will be the first international studio project in Thailand which provides full range of service covering indoor and outdoor shootings to support both domestic and foreign clients. Moreover, the management has experience and relationship with numbers of film producers in the industry, the Company, therefore, expects to acquire clients as planned. Additionally, the transformation to the digital TV era will enhance the demand for shooting studio, together with the business of the Company's subsidiary (Gear Head Company Limited) which operates equipment rental services and one-stop service studio with team's expertise, and the

well-supported project location shall bring about the good response from film producers, related parties in the industry, and also the activity or event organizer.

In this regards, the Independent Financial Advisor had an opinion that the revised project cost is appropriate and will generate sound returns to the Company. The Project's Internal Rate of Return is 9.64 percent and the Net Present Value is Baht 118 million with the payback period of 16 years . Further information concerning the New Home Project is provided in the Information Memorandum of Asset Acquisition and the Opinion of the Independent Financial Advisor Regarding the Asset Acquisition which were publicly disclosed on the Stock Exchange of Thailand's website on 20 August 2015 and 13 October 2015, respectively.

As of 13 July 2016, the New Home Project is 30 percent completed and is expected to partially operate in February 2017, and fully operate in April 2017.

3. Shareholder Effects from Share Issuance

3.1 Price Dilution

Price Dilution	= (Market Price – Market Price after offering)/ Market Price
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Whereby:

Market Price = The weighted average market price during the previous 7 business days prior to the Board of Directors' Meeting dated on 28 July 2016 (during 15 - 27 July 2016) which is equivalent to 2.09 Baht per share (Data from SETSMART)

Market Price after offering = [(Market Price x Paid-up Shares) + (Offering Price x Newly Issued Shares)] / (Paid-up Shares + Newly Issued Shares)
 = [(2.09 x 531,629,851) + (2 x 250,000,000)] /
 (531,629,851 + 250,000,000)
 = 2.06 Baht per share

Price Dilution = 1.44%

In the event that all existing shareholders have subscribed all newly issued ordinary shares according to their rights, the price dilution is equivalent to 1.44%.

3.2 Earnings Per Share Dilution

EPS Dilution	= (EPS before offering – EPS after offering) / EPS before offering
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Whereby:

$$\begin{aligned}\text{EPS before offering} &= \text{Last 12-month Net Profit}^1 / \text{Paid-up Shares} \\ &= (38,795,640) / 531,629,851 \\ &= (0.073) \text{ Baht per share}\end{aligned}$$

$$\begin{aligned}\text{EPS after offering} &= \text{Last 12-month Net Profit}^1 / (\text{Paid-up Shares} + \text{Newly Issued Shares}) \\ &= (38,795,640) / (531,629,851 + 250,000,000) \\ &= (0.050) \text{ Baht per share}\end{aligned}$$

$$\text{EPS Dilution} = 31.98\%$$

Remark: ¹ Net profits (losses) from April 2015 to March 2016

In the event that all existing shareholders have subscribed all newly issued shares according to their rights, the EPS dilution is equivalent to 31.98%.

3.3 Control Dilution

Control Dilution	= Newly Issued Shares / (Paid-up Shares + Newly Issued Shares)
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$$= 250,000,000 / (531,629,851 + 250,000,000)$$

$$\text{Control Dilution} = 31.98\%$$

In the event that all existing shareholders have subscribed all newly issued shares according to their rights, there shall be no control dilution. Nonetheless, if any existing shareholders choose not to subscribe shares while the others exercise all their rights, the control dilution is equivalent to 31.98%.

4. Opinion of the Board of Directors

The Board of Directors of the Company has considered and opined as follows:

4.1 Reason and necessity of capital increase

The capital increase is aimed to refine the capital structure of the New Home Project by paying off the bank loan and further invest in the Project and/or use as working capital for the Group Companies to provide long term benefits to the Company and its shareholders.

The Extraordinary General Meeting of Shareholders No.1/2015 had approved the revision of the project cost of the New Home Project of Baht 1,187 million which shall be funded by the public offering of new shares of Baht 700 million in year 2013, the Company's internal cash flow, and loan from financial institution.

At present, the Company has obtained loan facility for the New Home Project of Baht 500 million and partially drawn down the loan which the outstanding loan as of 1 August 2016 was Baht 300 million. The Company shall use the proceeds from the Rights Offering to pay-off such loan to lessen the interest burden and improve financial position of the Group Companies.

The Board of Directors has considered that the offering of newly issued ordinary shares to the existing shareholders allows all existing shareholders to subscribe for shares and receive return and benefits from the Project in the future.

4.2 Feasibility of the plan for utilizing proceeds received from the offering

The Board of Directors has considered that the Company's proceeds utilization plan to pay-off loan for and further invest in the New Home Project, as approved by the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015, and to use as working capital for the Group Companies is appropriate and feasible. At present, the Project is under construction with approximately 30 percent completion and expected partial operation in February 2017. Once opened, the Project will strengthen the Company's operation, by being the first integrated film production service provider in the country, and help diversify its source of income to studio rental business and support overall business of the Group Companies.

4.3 Reasonability of the increase of capital, the plan for utilizing proceeds received from the offering

The capital increase and the proceeds utilization plan are reasonable, in line, and sufficient for the Company's current development project.

4.4 Effect on the business operation, financial position, and company performance

The proceeds from the capital increase will be used to expand the Company's business, reduce financial burden, and strengthen the financial status which will enable the Company to pursue the sustainable business operation.

As of 30 June 2016, the Debt to Equity ratio of the Company was 0.06 times. After the Company drawn down of Baht 300 million project loan, Debt to Equity ratio will be increased to 0.31 times. The Company expects that capital increase completed in October 2016 shall decrease the Debt to Equity ratio and significantly reduce the Company's financial cost.

5. Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to the increase of capital. However, in case that the performance of duty causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E. 2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

By considering the fact and reason above, the Board of Directors has resolved to approve the agenda of capital increase by Rights Offering of the Company.

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

(Mr.Soomboon Cheewasutthanon)

Director

(Mr.Poomchai Wacharapong)

Director