

(F 53-4)

Capital increase report form
Matching Maximize Solution Public Company Limited

22 February 2017

We, **Matching Maximize Solution Public Company Limited**, hereby report the report the resolutions of the Board of Directors' Meeting No. 2/2017, held on 22 February 2017 from 10.30 to 12.30, in respect of share allotment as follows:

1. Capital increase

None, The allocation of the remaining shares is based on the resolution of the Extraordinary General Meeting of shareholders No.1/2016 held on 7 September 2016 has passed the resolution to increase the registered capital in the amount of Baht 250,000,000 at a par value of Baht 1 each from Baht 531,629,851 to Baht 781,629,851 by authorizing 250,000,000 newly issued ordinary shares at a par value of Baht 1 each, offering price 2 Baht per share, in order to allocate and offer to the existing shareholders in proportion to their respective shareholdings, (Rights Offering). The Company has finished the offering the newly issued ordinary shares according to the resolutions of the EGM 1/2016, in the amount of 112,399,101 shares at a par value of Baht 1 each, shares remaining 137,600,899 shares. The Board of Directors has considered the appropriate ways to maximize company's benefit and propose to allocated the remaining shares to existing shareholders of the Company in proportion at offering price 2.00 Baht per shares, by ratio 1 existing shares to 0.213656 newly issued ordinary shares and The existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement.

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares

2.1. Specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Offering price (THB/share)	Subscription and payment period	Remark
Right Offerings	Not exceeding 137,600,899	1 existing share : 0.213656 newly issued shares	2.00	11-12 and 15-17 May 2017	Details as in Remark 1 and 2

Remark: The Board of Directors' Meeting No. 2/2017 held on 22 February 2017 passed the resolutions for;

1. Allocate the newly issued ordinary shares not exceeding 137,600,899 shares with a par value of Baht 1.00 each to the existing shareholders of the Company (Right Offerings) with the following conditions:
 - 1.1 The offering price of Baht 2.00 per share, by ratio 1 existing share to 0.213656 newly issued ordinary shares.
 - 1.2 The existing shareholders are entitled to subscribe 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.
 - 1.3 If there are any shares remaining after the allocation as aforementioned, the Company shall propose the Shareholders' Meeting to consider and approve the reduction of registered capital by cancelling the authorized but unissued ordinary shares and/or determine any other appropriate ways accordingly.
 - 1.4 In this regard, the Company has set the subscription and payment period which is preliminarily determined as 11-12 and 15-17 May 2017. However, the right to subscribe newly issued ordinary shares is not confirmed until having an approval by the Annual General Shareholders' Meeting 2017.
 - 1.5 Any fraction of shares remaining from allotment shall be disregarded.
 - 1.6 The existing shareholders of the Company whose names appear in the share register book as of 12 April 2017 (Record Date), and collecting shareholders' names pursuant to section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book on 17 April 2017 will be entitled to obtain the right to purchase the newly issued Company's ordinary shares.
 - 1.7 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 with regard to the allocation and offer of such newly issued ordinary shares set out above, for example, the subscription period, the payment, etc., the allocation and offering of newly issued ordinary shares at either one time or from time to time. 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 ordinary shares including but not limited to provide 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
- 2.2. The Company's plan in case where there is a fraction of shares remaining

In case there is any fraction of shares remaining, any fraction of shares shall be disregarded.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Annual General Shareholders' Meeting 2017 is scheduled to be held on 3 April 2017 at 10.00 am at Ratchadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok , 269 Larn Luang Road , Pomprab , Bangkok, 10110.

The Annual General Shareholders' Meeting 2017	
The date fixed to determine the names of shareholders who entitle to attend the Annual General Shareholders' Meeting 2017 (Record Date)	8 March 2017
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	9 March 2017
Subscription of Newly Issued Ordinary Shares	
The date fixed to determine the names of shareholders who entitle to be subscribed the newly issued shares.	12 April 2017
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	17 April 2017

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

The Company shall register the capital increase and paid-up capital with Business Development Department, Ministry of Commerce and apply for approval from the Stock Exchange of Thailand to accept its newly issued ordinary shares as listed securities for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company plans to use the proceeds received from capital increase to restructure company financial position which will use the proceeds from the capital increase for investing in The Studio Park (Thailand) (Former New Home Project) as approved by the Extraordinary General Meeting of Shareholders No. 1/2015 held on 29 October 2015 and/or debt repayment and/or supporting company working capital.

6. Benefits which the Company will receive from the capital increase/share allotment

The proceeds from the capital increase will be used to reduce debt burden which will decrease Company's financial cost.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1 Dividend policy

The Company has policy to pay dividend at the rate of not less than 40% of net profit after tax of the Company financial statement, subject to any necessity that it cannot be paid, the paying of the dividend must bring the various factors to consider.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from the date that shareholders' name appear on the share registration book.

8. Other details necessary for shareholders to approve the capital increase/share allotment

-None-

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

Procedures of the capital increase	Date
The Board of Directors' Meeting No. 2/2017 to approve the capital increase and share allotment	22 February 2017
The date fixed to determine the names of shareholders who entitle to attend the Annual General Shareholders' Meeting 2017 (Record Date)	8 March 2017
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	9 March 2017
The Annual General Shareholders' Meeting 2017 to approve the share allotment	3 April 2017
The date fixed to determine the names of shareholders who entitle to be subscribed the newly issued shares. (Record Date)	12 April 2017
The date of closure of share register book to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E.2535 (as amended)	17 April 2017
Subscription and payment period	11-12 and 15-17 May 2017
Registration of paid-up capital increase with the Ministry of Commerce	Within 14 days after the complete of share payment

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

(Mr.Somboon Cheewasutthanon)
Director

(Mr.Poomchai Wacharapong)
Director

(Authorized directors sign with the Company's stamp)