

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2014 of
Matching Maximize Solution Public Company Limited**

Date, Time and Place

The Meeting was held on 14 October 2014 at 10:00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok.

Directors/Executives present at the Meeting

- | | |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors |
| 2. Mr. Poomchai Watcharapong | Chief Financial 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 | Chairman of the Audit Committee and Independent Director |
| 8. Mr. Kamol Ratanachai | Member of the Audit Committee and Independent Director |

And Mr. Wiroj Bunsirungruang Senior Executive Vice President and Company Secretary

Director absent at the Meeting

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

Independent Financial Advisor and Independent Legal Counsel

1. Mrs.Ratchada Klewpatinond 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 132 shareholders present in person and by proxy, representing 293,450,960 shares, being 55.1984 percent of the total paid-up shares of the Company (total paid-up 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 162 shareholders, representing 298,755,651 shares, being 56.1962 percent of the total paid-up shares of the Company. The quorum was thus constituted. The Chairman then declared the Meeting duly convened and asked Mr. Wiroj Bunsirungruang, the Deputy Managing Director and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, to be approved by a simple majority of the shareholders who in attendance and casting their votes, Agenda 2-3 to be approved by not less than three-fourths of the total number of votes of the shareholders who attend the meeting 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 2014 held on 28 April 2014

The Chairman proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of shareholders 2014 held on 28 April 2014, the copy of

which was 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 2014 be adopted as the Chairman proposed in all respects with the votes of 293,978,801 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 vote disapproving and 0 vote abstaining.

Agenda 2 **To consider and approve the acquisition of assets i.e. the purchase of land and warehouse from Bangkok Commercial Asset Management Co., Ltd., as well as the construction cost for universal movie shooting projects.**

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 the Company plans to develop a universal movie shooting projects, which comprises of a studio, an equipment warehouse and an office under the name "New Home Project" in order to support both indoor and outdoor movie shooting, as well as underwater shooting for the business expansion of the Company to capture the change in movie and TV media production with the arrival of Digital TV and contribute to the Company's goals of becoming the market leader in equipment and studio rental business. Therefore, the Board of Directors' Meeting No. 10/2014 passed the resolution to propose to the Shareholders' Meeting to consider and approve the Company or Matching Broadcast Company Limited (a subsidiary which the Company holds 99.99% of its shares) ("**Matching Broadcast**") to enter into the assets acquisition transaction, i.e. the purchase of 18 plots of land from Bangkok Commercial Asset Management Co., Ltd. ("**BAM**"), which is not classified as a connected person of the Company, with the total area of 216 rai, 1 ngarn, 56 square wah (or 86,556 square wah) located on Bang Bo-Khlong Dan Road (TorLor.3117) / Bang Na-Trat Road (TorLor.34) Tambol Bang Phriang, Bang Bo, Amphoe Bang Bo, Samut Prakan Province (the "**Target Land**"), for the purpose of the development of universal movie shooting, at the total purchase price of Baht 455 million and the expenses related thereto approximately Baht 18 million, where are the Company or Matching Broadcast shall pay the whole amount of the purchase price for such Target Land in cash, as well as approve of the construction cost for universal movie shooting project amounting to Baht 296 million, resulting the total value of the project to Baht 769 million. In the case that Matching Broadcast is the purchaser for such Target Land, Matching Broadcast shall increase its capital in the amount not exceeding Baht 770 million and the Company shall subscribe all new issued shares in order for Matching Broadcast to use such amount to support its payment for the Target Land

In addition, the Company has carefully considered the Target Land, which is completed in terms of location, price and transportation. The Company purchased such land at the price 31% percent lower than the estimated price. Such land is also ready to be developed, where the Company can construct a studio at once, and it is expected that the shareholders will be able to see the picture of universal movie shooting project Phase 1 around the 1st quarter of the year 2016 (B.E. 2559), in which the Company has a plan to operate as follows:

Phase 1

1. The first part is an area in front of the Target Land, adjacent to the main road of around 10 rai. The Company decided to keep it for the future project, while currently the Company uses it for an outdoor event to promote marketing.

Enclosure1

2. The second part is the equipment warehouse, with the utility space of 3, 200 square meters. The Company will add to it, making it approximately 5,000 square meters and develop it as warehouse for movie/soap opera shooting equipment and office of Gearhead Co., Ltd. (“**Gearhead**”)
3. The third part is an underwater studio, a size of 25x25 square meters, a first of its kind in Thailand
4. The fourth part is the vehicles garage and stage props
5. The fifth part will be 5 studios for shooting movie, which include 2 small studios, 2 medium studios, and 1 large studio, and backdrop warehouse.

Phase 2

The Board and the Executive of the Company will further consider Phase 2 if the Phase 1 is successful and make profits for the Company. In addition, the Company will use the Target Land adjacent to the Phase 1 to develop more studios and outdoor studios.

Nonetheless, the project is adjustable in accordance with the situation, market nature and other related factors.

In this regard, such purchase of the Target Land is classified as an acquisition of assets of the Company 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 the Independent Financial Advisor enclosed herein.

The Company or Matching Broadcast shall enter into such transaction if and only if the Shareholders’ Meeting has approved the Company to enter into the transaction and all related parties have completely signed the relating Agreements including all condition precedents specified in the Agreements having been fulfilled.

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 purchase of the Target Land in all respects.

Shareholders inquired to the Meeting on why the Company chose to purchase land from BAM, while at the shareholders, at the last meeting, were informed that the Company selected 3 plots of land, i.e. Rangsit, Rangsit-Nakhon Nayok and Nuanchavee Pathum Thani Province. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company searched for more information concerning those 3 plots of land and found that those lands face flood problem. Therefore, the Company has to search for other plots of land and decided to purchase Target Land because (1) the location is convenient for transportation because it is near Suvarnabhumi Airport, (2) the price is not high and (3) Amphoe Bang Bo is one of the choice of the future entertainment industry area.

Mr. Krairerk Pothiapiyarnvisut, shareholder, inquired to the Meeting about (1) flood problem of the Target Land and (2) whether the development of the Company will

cause noise pollution and (3) Payback Period plan of the Company, and he suggested to the Meeting that the frontal area of the Target Land, adjacent to the main road, the Company should search for partner/alliance for commercial development to reduce the cost of the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting as follows: (1) 92 rai of the Target Land's elevation is 1 meter higher than the adjacent land, therefore, it should not have any flood problem and (2) the development of the project will not cause noise pollution and (3) the Target Land is big, the Payback Period calculated from the investment capital, of which includes cost of land and expenses related to the land of 216 rai 1 ngarn 56 square wah. Whereas, the income information and the expected cash flow in the future are calculated from the development of Phase 1 project on an area of 33 rai only, which does not include the income from the future phases of development. In reality, the Company has a plan to develop the rest of the land further, e.g. constructing more studios, construct outdoor studios and development of frontal area of the Target Land. The Company's project will be the first Asian standard universal services in Thailand. Therefore, the Payback Period should not certainly be as long as 21 years.

Mr. Chatchai Mongkolphan, shareholder, inquired to the Meeting about (1) whether the Projection Finance does not include the outdoor studio (2) the time frame of the commencement of the Phase 2, (3) a backup plan in case the project does not go as expected, (4) rental service fee rate and (5) the current method for underwater shooting. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) Projection finance does not include outdoor studio as well as expected return from investment promotion of the Board of Investment (2) since the Company must consider other factors, the Company cannot determine the exact time frame for the commencement of the Phase 2 project, (3) the Company has a backup plan to develop the Company's project as a universal service. The Company plans to purchase the plot of the land at the back of 124 rai and develop it as forest garden, ponds and creates various venues for soap opera shooting, which will alternatively create income, estimated from the circulated investment of the Company (4) rental service fee rate will be similar to other studios in Thailand and (5) Currently, since there is no underwater studio, mostly it is done at Chulabhorn pond or Chao Phraya River.

Mr. Surasak Satchadev, proxy holder, propose to the Meeting that (1) consider moving the Phase 1 project of the Company to the land at the back so that the frontal area can be used in the future (2) for the capital increase, the Company should consider the necessity and time frame for the Company's need of capital. He thinks that it is not appropriate since the capital increase by the Company last year for purchasing the land, resulting in a low return. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) if the Company moves the whole project to the land at the back, the Company will have to prepare the land at a very high price; therefore, the Company plans to develop Phase 1 of the project rapidly to create an income as a cost to develop other phases of the project and (2) since the selection of lands must be done carefully, it takes a long time and the timeframe of capital increase does not match the timeframe for the development of project.

Mr. Krairerk Pothiapiyarnvisut, shareholder, propose to the Meeting to consider about (1) the worthiness and benefit of moving the whole project of the Company to the land at the back, (2) tax planning and (3) increase in Wifi connection speed within the area of the Company's studio. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the plan proposed to the shareholders for consideration is the plan that has been carefully considered by the Board and the Executives of the Company which will save cost for the preparation of land and even if the rest of the land is surrounded by the Company's, it is accessible by the main road. Therefore, if there is an outsider who

is interested in buying or leasing such land, it will not be a problem because every part of the land has clear entrance and exit separately. For other suggestions, the Company shall take into consideration.

Shareholders inquired to the Meeting about (1) the management of the Company's capital increase of approximately 700 million THB, (2) the possibility that the Company loan money as a cost for additional project development and (3) the problems of deterioration of tools and equipment of the Company due to the sea breeze and lastly, he agrees with the Board and the Executive for the selection of lands for development and proposes to the Meeting to arrange for an excursion of the Company's studio and collect fee to make an alternative income for the Company. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) the Company invested in low-risk funds (2) the Board and the Executive decided that the Company should consider the market tendency in the future before deciding to develop additional project. The Company does not have any plan to take out a loan from the outside and (3) the Company's tools are securely kept up to the international standard in air-conditioned rooms where sea air cannot penetrate; therefore, there will be no problem regarding the deterioration from sea air.

Shareholders inquired to the Meeting about (1) the reason why the Target Land's price is lower than the market price, (2) the Company's competitiveness in Asia and (3) the income making of the universal movie shooting project. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) BAM wanted to sell 18 plots of land at once and there has been a negotiation so the purchase price is lower than the market price (2) the Company's project is considered a high-standard in Southeast Asia and (3) the income of the Company will certainly be increased, especially from equipment rental services, studio rental services and other universal/integrated businesses, e.g. post production.

Mr. Nara Sripetch, shareholder, inquired to the Meeting about the transportation route of the Target Land. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Target Land could be accessed by many routes, e.g. National Highway No. 43 Bang Na – Nong Mai Daeng (Bang Na-Trat Road), Kanchanaphisek Road or National Highway No. 9 (Bangkok Outer Ring Road), National Highway No. 3117 Khlong Dan-Bang Bo, National Highway No. 3268 Samrong-Bang Bo (Thepharak Road) and Buraphawithi Expressway.

Shareholders, inquired to the Meeting about the source of capital the Company will use for the project development and the possibility that the Company will issue and offer for Warrant to purchase ordinary shares of the Company No. 3 ("Warrant No.3"). Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the source of capital received from the capital increase should be sufficient for the project development. If it is not sufficient, the Company will use the circulated capital of the Company. Currently, the Company thinks that it is not necessary to loan out for project development. Moreover, the Company will inform the shareholders immediately once there is a plan for an issuance or offer of Warrant No. 3.

After that, the Chairman proposed the Meeting to consider and approve the acquisition of assets i.e. the purchase of land and warehouse from Bangkok Commercial Asset Management Co., Ltd., as well as the construction cost for universal movie shooting projects and the empowerment as aforementioned.

Resolution: The Meeting unanimously resolved that the acquisition of assets i.e. the purchase of land and warehouse from Bangkok Commercial Asset Management Co., Ltd., as well as the construction cost for universal movie shooting projects and the empowerment be

approved as proposed in all respects, with the votes of 298,755,651 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 0 votes abstaining.

Agenda 3 To consider and approve the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company by including 17 new objectives of the Company, totaling 91 items.

The Chairman asked Mr. Somboon Cheewasutthanon, Managing Director, to explain the details of this Agenda to the Meeting.

Mr.Somboon Cheewasutthanon, Managing Director, informed the Meeting that for the benefits of business operation of the Company, the Board of Directors' Meeting No. 10/2014 has resolved to propose to the Shareholders' Meeting to consider the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company by including 17 new objectives of the Company, totaling 91 items which details are sent together with the Notice of this Meeting.

In addition, the Board deems it appropriate to propose to the Shareholders' Meeting to consider empowering the authorized director(s) and/or the person(s) entrusted by the authorized director(s) to be authorized to modify, add and amend the wordings in such objectives of the Company, as it deems necessary and appropriate, in order to be in compliance with the order of the public limited company's registrar for the purpose of registration of the objectives of the Company with the Department of Business Development, the Ministry of Commerce.

Mr. Pramote Libratanasakul, shareholder, inquired the Meeting about nuclear power plant business as appeared in the Draft Objectives Item 88. Mr. Somboon Cheewasutthanon, Managing Director, clarified to the Meeting that the purpose of the amendment of Objectives is to allow the Company to operate in various businesses relevant and/or connected with the business of the Company. Mr.Poomchai Wacharapong, Chief Executive Officer, further clarified to the Meeting that the Company wished to amend the Objectives completely following general standard. Since there are outsiders contacted the Company and offer to install solar cell generator; therefore, the Company amended the Objectives to cover these businesses. However, the Company still places importance on the main business of the Company.

Mr. Tara Cholapranee, shareholder, inquired the Meeting about (1) Draft Objectives Item 77 concerning the agency supervising broadcasting, radio and television, which currently is an independent agency, not government agency, and (2) Draft Objectives Item 88 and 89 concerning nuclear power plant and other energy business, which is understood that in order to operate such business, one must obtain prior license. Mr. Kamol Ratanachai, member of the Audit Committee and Independent Director, clarified to the Meeting that since the committee submitted to the Meeting for an approval of assigning power to the authorized director of the Company and/or person delegated power from the authorized director, having the power to amend or modify terms in such Objectives. Therefore, the Draft Objectives may be amended as appropriate and in compliance with the public company registrar's order.

The Chairman proposed the Meeting to consider and approve the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum

of Association of the Company by including 17 new objectives of the Company, totaling 91 items as aforementioned.

Resolution: The Meeting unanimously resolved that the amendment of objectives of the Company and the amendment to Clause 3 of the Memorandum of Association of the Company by including 17 new objectives of the Company, totaling 91 items be approved as the Chairman proposed in all respects, with the votes of 298,755,651 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 0 votes abstaining.

Agenda 4 Other Business (if any)

Shareholders inquired the Meeting why the gross profit and net profit of the company are decreased and what were the reasons for management expense rate to be increased compared with the year 2013 (B.E. 2556). Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that due to the recession Thailand is currently facing, together with the past political instability, and the Company is facing problems with human resources, thus the profit of the company is decreased. However, the Company is under the process of changing its business model to conform to the current market, in order to create profit for the Company.

Shareholders inquired the Meeting whether the Company's office at Dusit district will be moved. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company's office at Dusit district will not be moved, but the Gearhead's office at Phaholyothin 44 Alley will be moved to Amphoe Bang Bo, while Studio at Phetchakasem 112 Alley, the Company will lease it out to the other.

Mr. Krairerk Pothiapiyarnvisut, shareholder, further inquired the Meeting about (1) cost of transporting tools in the case that the Company moves Gearhead warehouse to the purchased land and (2) the Company's policy on certain businesses that has low income rate or suffering loss. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1) normally, customers are responsible for the transport cost but in case the Company moves the warehouse and causes the customers to pay more in terms of transport cost, the Company may consider compensating the additional expense partially in a certain period of time (2) the Company is still considering the direction for businesses that suffer loss. The Company will try to change direction and find ways to operate such businesses to create income and decrease loss for the Company, because those businesses still have value, in which the Company needs some time to consider.

Mr. Tara Cholapranee, shareholder, inquired the Meeting about the possibility of establishing a company to produce films. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that currently the Company has Matching Studio Plus Co., Ltd., which produce documentary programs and advertising films. For the production of films, the Company will consider it.

Shareholder further inquired the Meeting about the origin of the estimated revenue of project as appeared in the independent auditor's opinion. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the estimated revenue came from a conservative basis hypothesis from Phase 1 Project.

Mr. Krairerk Pothiapiyarnvisut, shareholder, inquired the Meeting about (1) the direction used in the estimated revenue as appeared in the independent auditor's opinion and (2) the Company's image which is still stuck with Channel 7. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that (1)

Enclosure1

the Company estimated the numbers from assessing number of customers using Gearhead services and (2) the Company's studio is open to everyone; moreover, Channel 7 produces soap operas but the Company's studio mainly produces films.

Mr. Surasak Satchadev, proxy holder, inquired the Meeting how many rounds of service used by customers per day are assessed as income base. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that in assessing income, the Company rely on 1 round of service used by customers.

Mr. Bunyong Thitiwatthanakun, shareholder, inquired the Meeting about the advantages of the Company's studio compared with production at the actual venue. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company's studio can be modified into various venues as wanted by the producer, which is one of the advantages the studio has compared with production at the actual venue. Moreover, production at actual venue uses a lot of budget and working period more than production in studio. Mr. Somboon Cheewasutthanon, Managing Director, further clarified that from his experience, advertising films production at actual venue has a very high cost and takes longer to produce. On the other hand, for the production at the studio, the producer can complete the production in one time, saving a lot of time and money. Moreover, the Company may develop the project into a production city, like Universal Studio in the future as well.

Shareholders inquired the Meeting whether the customers of the Company are mostly foreigners. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified to the Meeting that the Company's customers are both Thais and foreigners.

No other business was proposed to the Meeting.

The Meeting was adjourned at 12:05 p.m.

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

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