

(Translation)

**Minutes of the 2014 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited**

Date, Time and Place

The Meeting was held on 28 April 2014 at 10:00 a.m. at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330.

Directors in Attendance

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| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors |
| 2. Mr. Poomchai Wacharapong | Director and Chairman of the Executive Committee |
| 3. Mr. Somboon Cheewasutthanon | Managing Director |
| 4. Mr. Pattanapong Nuphan | Director |
| 5. Mr. Akarat Na Ranong | Chairman of the Audit Committee and Independent Director |
| 6. Mr. Nuttawut Phowborom | Member of the Audit Committee and Independent Director |
| 7. Mr. Kamol Ratanachai | Member of the Audit Committee and Independent Director |
| 8. Mrs. Watchanee Watanathawanwong | Director who retired due to rotation |
| 9. Mr. Sansrit Yenbamrung | Person who was nominated to be a Director |
| 10. Mr. Nuttawit Boonyawat | Person who was nominated to be a Director |

Mr. Wiroj Bunsirirungruang Deputy Managing Director and Company Secretary

Attending Auditor and Legal Counsel

1. Mr. Kajornkiet Aroonpirodkul from PricewaterhouseCoopers ABAS Company Limited
2. Mrs. Araya Sunlakawit 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 84 shareholders present in person and by proxy, representing 241,094,204 shares, being 51.38 percent of the total paid-up shares of the Company (total shares of the Company being 469,244,974 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting, thus, having shareholders in aggregate of 122 shareholders, representing 246,020,974 shares, being 52.43 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, the Executive Vice President and the 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 shareholders who in attendance and casting their votes, Agenda 6 to be approved by not less than two-thirds of the total number of votes of the shareholders in attendance at the Meeting, Agenda 8 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 and Agenda 2 as a matter for acknowledgement and no voting is needed. 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 2013 held on 29 April 2013

The Chairman proposed the Meeting to consider and adopt the minutes of the Annual General Meeting of shareholders 2013 held on 29 April 2013, 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 2013 be adopted with the votes of 245,057,504 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 500 votes abstaining).

Agenda 2 To acknowledge the Company's operating results for the year 2013

The Chairman asked Mr. Poomchai Wacharapong, Managing Director, to present the Company's operating results for the year 2013 to the Meeting which can be summarized as follows:

The Company's businesses may be categorized under 5 main areas as follows:

- 1) **Provision of equipment services and rental** handled by Gearhead Company Limited ("Gearhead") (the Company's subsidiary) in which the Company is well-equipped to provide services and up-to-date equipment such that there is a high potential for growth in this operation. Gearhead's performance is achieved at a good level such that it has been able to build up a key income which is also a source of stable profits for the Company.
- 2) **Production of television shows/series/documentaries.** Several television shows/series/documentaries of fame have been produced such as "Get Rids of the Debts", "Houses built by kids", "Cheeze TV D.I.Y.". It is also contracted to produce one television show, i.e. "Get behind the back of the Market" in which its revenue and profits derived from this type of business is quite solid.
- 3) **Advertising production.** In the recent past, advertising production is a highly competitive business with entry of numerous small production houses into the scene such that income and profits from this business have dropped continually albeit the Company's performance in 2013 started to pick up somewhat.
- 4) **Publication business.** The Company's publishes the following magazines: "Cheeze", "Looker" and free copies of "SNACK" which are popular among teenagers. However, its revenue from this type of business has been on the decline in the face of rapid growth in today's social network media which has veered off consumer's demand for information from publications. Magazine sales turnover, therefore, have dropped even though advertising income from these magazines are still maintained at a good level. Efforts are made by the Company to improve its operating trends in this area with introduction of sales promotion activities such as the "Cheeze Awards" project and the "Opening the Rear End" show, etc. The Company continues to seek new marketing strategies in the furtherance of this type of operations.
- 5) **Event organizing business.** With a great number of competitors in today's market in this area, there is a drop, therefore, in its operating results. However, the Company screens events/activities with profitability only such that even though its workload may not be as high as it should be, the work produced is, indeed, quality work.

Overview of the Company's revenue and profits show trends for gradual growth. In 2013, the Company's main consolidated revenue and other income amount to a total of Baht 691 million and a net annual profit of Baht 79 million, with the structure of its main income stemming from the provision of equipment services and rental and production of television shows/series/documentaries. The Company uses the strong points in these two business areas for its further development. And, even though there may be a drop in the rate of its profits per share, the Company is confident, however, that after the New Home Project starts to generate earnings for the Company, this rate of profits will definitely be boosted.

The Chairman thanked every shareholder who has given his/her support and confidence in the Company and then made a pledge that the Board, Management and every employee will, indeed, continue to work with determination for the success of the organization and to return the trust it receives from every shareholder.

The Chairman further proposed the Meeting to acknowledge the Company's operating results for the year 2013 which the details were set out in the 2013 annual report of the Company that was sent to the shareholders together with the notice of this meeting (Enclosure 2).

Resolution: The Meeting unanimously resolved that the Company's operating results for the year 2013 be acknowledged.

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 2013 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 2013 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 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 2013 (Consolidated)

| Account Record | 2013 | 2012 | Increase (Decrease) | |
|----------------------------|-------|------|---------------------|------------|
| | | | Amount | Percentage |
| Total Assets | 1,353 | 582 | 771 | 132% |
| Total Liabilities | 101 | 100 | 1 | 1% |
| Total Shareholders' Equity | 1,252 | 482 | 770 | 160% |

Statement of Comprehensive Income ended 31 December 2013 (Consolidated)

| Account Record | 2013 | 2012 | Increase (Decrease) | |
|----------------------------------|------|------|---------------------|------------|
| | | | Amount | Percentage |
| Total Revenue | 691 | 616 | 74 | 12% |
| Total cost of sales and services | 591 | 539 | 51 | 10% |
| Profit before income tax expense | 100 | 78 | 22 | 29% |
| Income Tax Expense | 21 | 19 | 2 | 12% |
| Annual Net Profit | 79 | 58 | 20 | 34% |

Mrs. Siriporn Kattapong, a representative from the Association of Thai Investors Promotion asked the meeting about: 1) the Company's investment plan on real property for investment and 2) details of short-term loans extended to subsidiary (ies) of Baht 88 million, and provisioning for debts doubtful as loss of Baht 35 million as well as the likelihood of recovery of debts from them. Mr. Wiroj Bunsirungruang, Deputy Managing Director and the Company's Secretary gave the meeting an explanation as follows: 1) the Company has 2 plots of land i.e. in the Provinces of Prachuabkhirikant and Karnchanaburi for which it plans to use them as site for personnel-training in order to expand its business horizons and 2) the Company has a plan in place to administer debts between companies under its affiliation for the sake of flexibility in business management as each subsidiary's capability to repay its debts differs such that consideration is given by the Company on a case-by-case basis in order to set up a provisioning for debts doubtful as loss along auditing guidelines from past auditors. At any rate, the Company holds 99.99% equity in most of its subsidiaries such that there should not be any problem in this respect while the subsidiary's repayment ability will have to be considered in line with appropriateness for each of such company.

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 2013 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 2013 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged with the votes of 245,875,587 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 500 votes abstaining).

Agenda 4 To consider and approve the appropriation of profit as the legal reserve and the distribution of dividend in respect of the operating results for the year 2013

The Chairman informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535, 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 2013 (according to Separate Financial Statements ended 31 December 2013 audited by the certified auditors) has the net profit Baht 65,941,514.

Therefore, the Board of Director deemed appropriate to propose to the Meeting to consider and approve the appropriation of profit as the legal reserve in the amount of Baht 3,297,076 being 5 percent of the Company's annual net profit and the distribution of 2013 annual dividend payment to the shareholders whose names appear in the share register book as of 22 April 2014 (the "Record Date"), and collecting shareholders' names pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on 23 April 2014, the dividends payment would be made from the accumulated retained earnings and net profit of the Company, at the rate of Baht 0.10 per 1 ordinary share by the total dividend payment shall be Baht 47,160,729. The dividends payment shall be payable on 21 May 2014.

Resolution: The Meeting unanimously resolved that the appropriation of profit as the legal reserve and distribution of dividend in respect of the operating results for the year ended as at 31 December 2013 according to the above details be approved with the votes of 245,880,674 shares (100 percent of the total votes of the shareholders attending and voting at the meeting), with 0 votes disapproving and 500 votes abstaining.

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 2014, namely:

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|------------------------------------|---|
| 1. Mr. Akarat Na Ranong | Independent Director and Chairman of Audit Committee; |
| 2. Mrs. Watchanee Watanathawanwong | Director and Executive Committee;and |
| 3. Mr. Chakrapun Leelamasavat | Director and Executive 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 2nd December 2013 – 31st January 2014 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 Nomination and Remuneration Committee has considered and is of the opinion that Mr. Akarat Na Ranong 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 him to be reappointed as the Company's directors for another term. The other 2 directors whose terms expired due to rotation i.e. (1) Mrs. Watchanee Watanathawanwong, Director and Executive Committee; and (2) Mr. Chakrapun Leelamasavat, Director and Executive Committee have shown their intention not to serve as directors of the Company, the Nomination and Remuneration Committee therefore recommended to propose (1) Mr. Sansrit Yenbamrung; and (2) Mr. Nuttawit Boonyawat, who are knowledgeable

persons, capable and have experience in the Company's business to be new directors in place of Mrs. Watchanee Watanathawanwong and Mr. Chakrapun Leelamasavat, respectively.

The Chairman therefore proposed the Meeting to consider and approve the appointment of Mr. Akarat Na Ranong to be the Company's directors for another term and the appointment of (1) Mr. Sansrit Yenbamrung; and (2) Mr. Nuttawit Boonyawat to be new directors in place of Mrs. Watchanee Watanathawanwong and Mr. Chakrapun Leelamasavat, respectively.

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).

Mrs. Siriporn Kattapong, a representative from the Association of Thai Investors Promotion asked the meeting if Mr. Sansrit and Mr. Nuttawit who have been nominated as directors are representatives from BBTV Productions Co. Ltd. (under the "Channel 7" group") which is the Company's major shareholder, or not and whether these two individuals would be coming in to support work in the area of Digital TV as well. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the meeting that both Mr. Sansrit and Mr. Nuttawit are, indeed, representatives of Channel 7, the Company's major shareholder and that they would be helping to support the New Home Project as well as relevant work in the area of Digital TV.

Resolution: The Meeting resolved that a director retired by rotation be approved for re-appointment as a director of the Company for another term and nominated person be approved for appointment as new directors of the Company, with majority votes as follows:

1. Mr. Akarat Na Ranong, Independent Director and Chairman of Audit Committee, with the votes of 242,936,474 shares (99.99 percent of the total votes of the shareholders attending and voting at the meeting), with 27,100 votes disapproving and 2,917,600 votes abstaining;
2. Mr. Sansrit Yenbamrung, Person who was nominated to be a Director in place of Mrs. Watchanee Watanathawanwong, with the votes of 245,862,374 shares (99.99 percent of the total votes of the shareholders attending and voting at the meeting), with 18,300 votes disapproving and 500 votes abstaining; and
3. Mr. Nuttawit Boonyawat, Person who was nominated to be a Director in place of Mr. Chakrapun Leelamasavat, with the votes of 245,862,374 shares (99.99 percent of the total votes of the shareholders attending and voting at the meeting), with 18,300 votes disapproving and 500 votes abstaining.

Agenda 6 To consider and approve the directors' remuneration for 2014

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 2014 as follows:

1. Monthly remuneration

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|----------------------------------|-------------|
| <u>Board of Directors</u> | |
| Chairman | Baht 60,000 |
| Director | Baht 30,000 |
| <u>Sub-committee Members</u> | |
| Chairman | Baht 30,000 |
| Director | Baht 20,000 |

The Company currently has a sub-committee consisting of the Board of Executive Directors, 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.

2. The Directors' remuneration for the result of the operation of the year 2013

The amount of the Director's remuneration is not exceeding Baht 3 Million. The allocation of the Directors' remuneration shall be specified by the Nomination and Remuneration Committee and the Board of Directors.

After that, the Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2014 and the gratuity for the result of the operation of the year 2013 as aforementioned.

Resolution: The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2011 and the gratuity for the result of the operation of the year 2013 according to the above details be approved with the votes of 233,508,768 shares (94.91 percent of the total votes of the shareholders attending the meeting), with 2,999,300 votes disapproving and 9,512,906 votes abstaining.

Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2014

The Chairman informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 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 and its subsidiaries' auditor(s) for the fiscal year ended 31 December 2014. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company and its subsidiaries for the fiscal year ended as at 31 December 2014.

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.

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 2014. The auditors' remuneration for auditing the Financial Statements of the Company and for auditing the Financial Statements of the Company's subsidiaries are fixed at the rate of Baht 750,000 and Baht 950,000, respectively, totaling Baht 1,700,000 which is higher than last year which has the auditors' remuneration amounting to Baht 1,600,000.

Resolution: The Meeting resolved 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 and its subsidiaries' auditor(s) for the fiscal year ended 31 December 2014. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company and its subsidiaries for the fiscal year ended as at 31 December 2014, and that the auditors' remuneration for auditing the Financial Statements of the Company and for auditing the Financial Statements of subsidiaries be fixed at the rate of Baht 750,000 and Baht 950,000, respectively, totaling Baht 1,700,000 with majority votes of 246,002,174 shares (99.99 percent of the total votes of the shareholders attending the meeting), with 18,300 votes disapproving and 500 votes abstaining.

Agenda 8 **To consider and approve the amendment of Articles of Association of the Company, Articles 23 and 23**

The Chairman informed the Meeting that pursuant to the administration direction of the Company, the Board of Directors' Meeting No.3/2014 deems it appropriate to amend the Articles of Association of the Company, Articles 23 and 26. The Chairman therefore proposed to the Meeting to consider the amendment of Articles of Association of the Company, Articles 23 and 26 by cancelling current wordings and using new wordings as following details:

Current Wordings

"Article 23 The Board shall assign one (1) director to be Chairman of the Board of Directors and another one (1) director to be Managing Director.

The Board of Directors may assign one (1) director or several directors to be Vice Chairman/Chairmen as it deems appropriate. Additionally, the Board of Directors may assign one (1) director or several directors to perform any acts on behalf of the Board of Directors.”

“Article 26 The Board of Directors shall have the power and duties as follows:

(1) To manage the Company in compliance with the laws, the Company’s objectives, Articles of Association of the Company and the legitimate resolutions of the shareholders’ meeting with integrity, honesty and due care in the protection of benefits of the Company.

(2) To prescribe the target, method, policy, framework and budget of the Company, to control, supervise the administration and management of the executive committee to be in line with the assigned policy except the following matters i.e. the matters which are required by the law to be approved by the Meeting of Shareholders before the execution, for example, the capital increase, the capital reduction, the issue of debentures, the sale or transfer of the whole or substantial parts of the business of the Company to other persons, the purchase or acceptance by the Company of transfer of the business of other companies, the amendment of Memorandum of Association and Articles of Association, etc.

(3) The Board of Directors may appoint some directors to be the Executive Committee, as it deems appropriate, to perform any business assigned by the Board of Directors, and the Board of Directors shall appoint one (1) Executive Committee member to be Chairman of the Executive Committee. The Executive Committee shall be entitled to receive remuneration and pension as approved by the Board of Directors’ Meeting which shall not prejudice the rights of such Executive Committee in respect of their entitlement to receive remuneration and benefits as director or staff of the Company.

(4) The Board of Directors may appoint other persons to operate the business of the Company subject to the control of the Board of Directors or may empower such person to have a power as the Board of Directors deems appropriate and within the period of time as the Board of Directors deems appropriate. And the Board of Directors may cancel, revoke, change and modify such power.”

New Wordings

“Article 23 The Board shall assign one (1) director to be Chairman of the Board of Directors.

The Board of Directors may assign one (1) director or several directors to be Vice Chairman/Chairmen as it deems appropriate. Additionally, the Board of Directors may assign one (1) director or several directors to perform any acts on behalf of the Board of Directors.”

“Article 26 The Board of Directors shall have the power and duties as follows:

(1) To manage the Company in compliance with the laws, the Company’s objectives, Articles of Association of the Company and the legitimate

resolutions of the shareholders' meeting with integrity, honesty and due care in the protection of benefits of the Company.

(2) To prescribe the target, method, policy, framework and budget of the Company, to control, supervise the administration and management of the executive committee to be in line with the assigned policy except the following matters i.e. the matters which are required by the law to be approved by the Meeting of Shareholders before the execution, for example, the capital increase, the capital reduction, the issue of debentures, the sale or transfer of the whole or substantial parts of the business of the Company to other persons, the purchase or acceptance by the Company of transfer of the business of other companies, the amendment of Memorandum of Association and Articles of Association, etc.

(3) The Board of Directors may appoint one (1) or several director(s) and/or other persons, as it deems appropriate, to be the Executive Committee to perform any business assigned by the Board of Directors, and the Board of Directors shall appoint one (1) Executive Committee member to be a Chairman. The Executive Committee shall be entitled to receive remuneration and pension without prejudicing the rights of such Executive Committee in respect of their entitlement to receive remuneration and benefits as director or staff of the Company as the case may be.

(4) The Board of Directors may appoint other persons to operate the business of the Company subject to the control of the Board of Directors or may empower such person to have a power as the Board of Directors deems appropriate and within the period of time as the Board of Directors deems appropriate. And the Board of Directors may cancel, revoke, change and modify such power.”

In addition, the Board of Directors also approved to propose to the Annual General Meeting of Shareholders to empower 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 Articles of Association, 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 Articles of Association with the Ministry of Commerce.

Resolution: The Meeting resolved by more than three-fourth of the shareholders who are attending the Meeting and eligible to vote that the Articles of Association of the Company, Articles 23 and 26 be approved to be amended by cancelling current wordings and using new wordings as well as the authorized director(s) and/or the person(s) entrusted by the authorized director(s) be authorized to modify, add and amend the wordings in such Articles of Association, 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 Articles of Association with the Ministry of Commerce, with the votes of 246,002,174 shares (99.99 percent of the total votes of the shareholders attending the meeting), with 0 votes disapproving and 18,800 votes abstaining.

Agenda 9 Other Business (if any)

The Chairman asked the shareholders for questions. The shareholders asked questions and proposed the suggestions to the Meeting which can be summarized as follows:

Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the meeting about policy guidelines for work in 2014 which answer issues raised by shareholders concerning the New Home Project in which the Company will be building a new studio, and on the Company's increase of capital which last took place, as follows:

1. The Company will push its 5 original main business lines to their full growth and development.
2. Mobilization of funds with the increase of the Company's capital to operate the New Home Project or for construction of a studio: the Company would like to give a progress report on this that 3 locations have been selected by the Company, i.e. at Rangsit, Rangsit-Nakornnayok and Nuanchavee, Pathumthani Province. Land will be selected by the Company to build a studio as a universal studio to support filming of Hollywood films, advertising films, TV shows/series/documentaries and various contents to support Digital TV and to build a warehouse for equipment by providing services hand-in hand with studio rental services. In other words, customers can rent the studio for their filming location as well as rent the equipment from the Company at the same time. The Company is in the process of studying this investment to purchase land for such development based primarily on location and budget. However, the Company would like to say that the New Home Project will start to be operative around the middle of the 2nd Quarter this year and is expected to be completed and able to generate income for the Company in 2016.
3. For work in the area of sale: with such a large number of competitors in today's market, the Company will have to synergize within its affiliation as well as relying on its clientele bases with real confidence in the Company besides building up a new clientele base as well.
4. Another important issue is Digital TV with personnel problems as this will be the first time for Digital TV in Thailand such that it is quite difficult to find personnel who are well-versed in this area. It is the Company's policy, therefore, to co-operate with university (ies) in order to extend knowledge to undergraduates, students as well as to provide educational subsidies to enable this youthful niche to grow up and become quality personnel in the future. This would be a source for personnel who are qualified and experienced as well as holding appropriate qualities for the business. It will be an opportunity to build up new contents as well.

The Company has currently started work along the above 4 policies and anticipates that shareholders will be able to see the picture of the various projects clearly around the 2nd – 3rd Quarters this year.

Mr. Surasak Satchadev, proxy holder, made the following suggestion to the meeting: 1) the Company should hold more than one shareholders meeting each year to expedite the Company's implementation/operation of the various projects. 2) As it is almost impossible to find land in a good location at a cheap price, a high investment outlay, therefore, may have to be made by the Company in exchange for returns. Speedy consideration of this should be made by the Company. If it takes too much time, it could lose a business opportunity, i.e. the New Home Project, and 3) most of the Company's operations are referred/linked with Channel 7 which is its major shareholder. The Company should, however, try to seek additional business opportunities.

Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the meeting that 1) there are numerous limitations on the Company's choice of land. For example, the location must be easily accessible and actors/actresses must be able to get there with ease. There are also legal limitations such as Town Planning law governing construction of buildings in an area with a much tighter control, and so forth. Thus, the Company will have to take time to make an appropriate comparative study. However, action will be taken by the Company as quickly as possible on construction of the studio. 2) Demand exceeds supply in today's market such that there is an opening for the Company to grow. As far as growth is concerned, the Company will be focusing on a stable and solid growth with Channel 7 as its major and core customer, as well as with other channels. The Company is in the process of studying pertinent action. The Chairman gave an additional explanation that 1) for this New Home Project, plans are set by the Company to generate income in 2016 which is not later than the scheduled timeframe. 2) the Company plans to produce TV shows/series/documentaries. It has an upper hand in this respect from having a major shareholder being a television station albeit there are limitations set by rules of the Office of National Broadcasting, Television and Telecommunications Commission such that the matter must be considered with caution. And, 3), the Company has set a somewhat high target for its future revenue by focusing on both Organic Growth and Inorganic Growth and shareholders should be able to see the picture clearly by this year, 2014.

Mrs. Siriporn Kattapong, representative from the Association of Thai Investors Promotion questioned further about this issue for: 1) the number of competitors in the business of equipment rental services and 2) the Company's policy about participation with the private sector's allied anti-corruption activities. Mr. Poomchai Wacharapong, CEO explained as follows: 1) there are 3 main operators in the current business of equipment rental services. Other than having to make an investment in equipment with high prices, there is also another factor in having to find personnel who are well-versed in this area to provide pertinent services such that there is this limitation which makes it more difficult to step in as new competitors. And 2) as far as the public sector's allied anti-corruption activities is concerned, the Company is in the process of making its consideration and taking preliminary action and is of the opinion that it will participate in this project in the future.

Mr. Sathit Thamsuaydee, shareholder, asked about this issue: 1) rate of returns the Company expects to gain out of the New Home Project and 2) the Company's performance in its equipment rental business vis-à-vis foreign customers and 3) differences in the extension of credit terms to debtors between the business of equipment rental and that of TV shows/series/documentaries production. Mr. Poomchai Wacharapong, CEO, explained as follows on the first 2 issues: 1) the Company projects the rate of returns for the New Home Project at more than 10% and expects the rate to exceed 15% with generation of income from supplementary businesses and 2) there is an increased tendency for foreign customers to use the Company's equipment rental services such as customers from China and India as the result of the Company's capabilities and these groups of foreign customers see that production costs in Thailand are lower than those in other countries. Mr. Wiroj Bunsirirungruang, Deputy Managing Director and the Company's Secretary gave additional explanation that for debtors both in equipment rental and TV shows/series/documentaries production sectors, credit

terms are set by the Company which are not different from one another, at around 90 days.

Mr. Krairerk Pothiapiyarnvisut, shareholder, asked the following questions about the business of equipment rental: 1) how does the Company plan to increase the efficiency and capability in its provision of these services as he knows that currently Gearhead equipment have already been reserved in advance to their full capacity. 2) what is the Company's market-share in this kind of business and what is going to be the growth rate of the market value, and 3), according to what he understands, equipment for the High-End and Low-End markets are quite close albeit the Company has distinguished brands for the High-End and the Low-End markets. Thus, what factors did the Company use to distinguish this part for the High-End and the Low-End markets. Mr. Poomchai Wacharapong, CEO explained about this as follows: 1) for the Company to provide such services each time, it would take about 2-3 days for it to take action for transportation and making pertinent preparations such that even though customers may have made their reservations to the full capacity, the Company will still have to take that much time regardless. It is the Company's policy, therefore, to focus on long-term rental in order to cut down on this rate of wastage. 2) Market value for this business of equipment rental is around Baht 1,700 million. The main problem, however, lies in price-cutting by competitors. The Company's strong point is in the quality of its equipment and the provision of its services such that it holds an average market share of not less than 30% and, 3) there are differences in the High-End and Low-End equipment. The Company feels that there is still a tremendous potential for the low-end part of this business to grow such that it has separated the brands specifically for the low-end market.

Mr. Krairerk Pothiapiyarnvisut, shareholder, made an additional suggestion to the meeting as follows: 1) the Company should increase its distribution channels/outlets, for example, via website with arrangements for a third language in the data search process through search engines such as Google where the Company's name should appear among the top list, etc. 2) for ease of study by customers, the Company should arrange to have a photo album prepared to present all of its equipment and 3) the Company should add comments concerning financial management in its "Get Rid of the Debts" show. For example, financial expert(s) from financial institution(s) should be included to give advice at the end of the show and advertising fee from the financial institution could be collected by the Company on another score and 4) the Company should produce publications concerning advertising and television businesses to promote the Company more among the media circles as well as inducing qualified personnel to participate/join the organization. Mr. Poomchai Wacharapong, Chief Executive Officer, thanked him and accepted the suggestion for further consideration.

Mr. Manachai Tanthikarnchanakul, shareholder, thanked the Board, Management and working teams in the Company's every sector who have been determinedly hard at work for the New Home Project. He added that he understood that operations of such a project needs time for consideration as it needs a tremendous investment outlay such that the Company must consider the matter to the best of its ability. The Company should also consider with caution about business dealings with new operator(s). Mr. Poomchai Wacharapong, Chief Executive Officer thanked him and gave this assurance that the Board and the Management will endeavour their best to ensure an improved trend in the Company's performance.

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

No other business was 12.10 pm

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

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