

***(Translation)***

**Minutes of the 2015 Annual General Meeting of Shareholders of  
Matching Maximize Solution Public Company Limited**

---

**Date, Time and Place**

The Meeting was held on 27 April 2015 at 10:00 a.m. at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330.

**Directors/Executives present at the Meeting**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee      | Chairman of the Board of Directors                       |
| 2. Mr. Poomchai Wacharapong    | Chief Executive 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        | Independent Director and<br>Chairman of Audit Committee  |
| 8. Mr. Kamol Ratanachai        | Independent Director and<br>Audit Committee              |
| 9. Mr. Wiroj Bunsirungruang    | Senior Executive Vice President and<br>Company Secretary |

**Director absent at the Meeting**

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

**Auditor and Legal Counsel in attendance**

1. Mr. Kajornkiet Aroonpirodkul from PricewaterhouseCoopers ABAS Company Limited
2. Mrs. Kulkanist Khamsirivatchara from Siam Premier International Law Office Limited

**Preliminary Proceedings**

Mr. Somrit Srithongdee, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). The Chairman announced that there were 92 shareholders present in person and by proxy, representing 272,540,158 shares, being 51.2650 percent of the total paid-up shares of the Company (total shares of the Company being 531,629,851 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting, thus, having shareholders in aggregate of 148 shareholders, representing 286,838,165 shares, being 53.9545 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 Bunsirungruang, the Senior Executive Vice President and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, 3, 4, 5 and 7, to be approved by a simple majority of the total number of votes of the shareholders 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 and Agenda 2 as a matter for acknowledgement and no voting is required. The Chairman then introduced the Meeting to consider the following agenda:

**Agenda 1**      **To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2014 held on 14 October 2014**

The Chairman proposed the Meeting to consider and adopt the minutes of the Extraordinary General Meeting of shareholders No.1/2014 held on 14 October 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 Extraordinary General Meeting of Shareholders No.1/2014 be adopted as the Chairman proposed with the votes of 280,998,459 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining).

**Agenda 2**      **To acknowledge the Company's operating results for the year 2014**

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer, to present the Company's operating results for the year 2014 to the Meeting which can be summarized as follows:

1. The Company's assets have increased as the Company purchased land in Amphur Bang Bor and expanded investments into new businesses.
2. The Company's debts have increased as the debts of its subsidiaries have increased, which is in line with the Company's policy of making the subsidiaries self-sufficient.
3. In terms of the Company's revenue, when compared to other companies in the same industrial sector where revenues had the tendency to decrease, our Company's revenue has slightly increased.
4. The Company's net profit has decreased from 2013, as generally is the case for this industrial sector, due to changes in the media, decrease in marketing expenditure, high level of competition and an uncertainty in the current political situation.
5. Under the Company's revenue structure, its main revenue is generated by provision of equipment services and rental, which remains stable and profitable, while its television-related business has seen slightly decreased profits.

**Business Plan for the year 2015**

1. **Equipment rental services business** : The Company plans to expand its business in the One Stop Shop model. Originally, the Company only provided equipment services and rental for production of films, but currently it has expanded into the lower market by providing equipment services and rental for production of television dramas. Moreover, the Company plans to expand into the middle market by providing equipment services and rental for production of television programs and there is also planned expansion into other countries such as Cambodia and Vietnam.
2. **TV program production business** : such as "Plod Nee", "Kob Dek...Sarnng Ban" and the new show "Im Mee Pee Mon". In the future, the Company plans to utilize its strengths to enter into joint ventures with various ally entities such as creative film stars and actors in order to produce television programs. In the beginning, the Company will focus on producing on a hire basis, but once it feels more confident and if the

- profits are good, then it will consider buying television airtime for further exploitation.
3. **Printing business** : Under the current sluggish economy, the Company had to look for other ways to branch out into other businesses such as event organizing (e.g. product launches, etc.) and online business, which have both been very well received by consumers.
  4. **TV commercial production business** : The Company has the following plans:
    - 4.1. To employ more staff in order to increase operational efficiency, especially in positions of director and producer;
    - 4.2. To develop alliances with agencies and position itself as a production house; and
    - 4.3. Producing documentaries and other programs.
  5. **Events organizing business**: As this business sector is hotly competitive, the Company will select only projects that will be profitable.
  6. **Post production business**: This is a new operational direction for the Company. While it has as much capacity as leading post-production companies, at the early stage of entering the business sector, the Company needs to focus on effectively introducing itself to the public and build a memorable body of work. One of the Company's recent accomplishments is a documentary on elephants.
  7. **Comprehensive Studio City Project**: The studio site is currently in the ground preparation stage with modifications being made to design. Construction is expected to begin in the 2nd quarter of 2015.
  8. **Film production business**: The Company has invested jointly with True Corporation and Major Cineplex to produce films in Thai such as "Tookae-Ruk-Paeng-Mak" and "Single Lady". Moreover, in 2015 the Company will open two films: "Cha-Lui 3-Tae-Kob-Fa" and "Love in Thailand".

Miss Patcharin Charnmaytha, shareholder, inquired about: (1) profitability of buying 01.00am - 02.00am airtime on Channel 7 for a show produced by the Company, while suggesting the purchase of airtime on Digital TV; and (2) details of the film and television drama production operation. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting as follows: (1) the demand for prime airtime is extremely high, which makes its prices extremely high as well. Moreover, it is the proprietor channel who decides the content of each slot and the rating of the program. The Company's show which was aired between 01.00am - 02.00am has already been cancelled due to it not making the target revenue. The shareholder's suggestion will be taken into consideration; and (2) Gear Head Co., Ltd. is our company whose business is renting out filmmaking equipment. However, currently the techniques for making films and television dramas do not differ very much, so the Company has set up Handy Gear Brand to rent out equipment for making television dramas, and this company has been highly successful. In the future when the Studio is finished, the Company plans to commence using it for television program production as well.

Mr. Wichit La-or-sathienkul, shareholder, inquired on the reasons why the Company has set a larger allowance for bad debts in 2014. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that the allowance for bad debts was set in a larger amount because the Company has the policy of making an allowance for bad debts so that the accounts will reflect the Company's real value. Most of the Company's unpaid debts have resulted from cases where the client rented equipment for making a film but afterwards that film failed, making the client unable to settle their debts. However, the Company is still regularly following up on these debtors.

Mr. Sarayuth Thanatipukanont, shareholder and proxy holder, inquired why the Company cancelled the program on Golf which used to be aired on Channel 7. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that the program was losing money and had to be cancelled. At present, the Company has obtained a new airtime slot on Thursdays between 9.30am – 10.15am for the show “ Im Mee Pee Mon”, which started airing in April and has been highly popular.

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 2014 which the details were set out in the 2014 annual report of the Company that was sent to the shareholders together with the notice of this meeting (Enclosure 2).

**Resolution:** The Meeting acknowledged the Company's operating results for the year 2014 was as the Chairman proposed.

**Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2014 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 2014 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 2014 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 2014 (Consolidated)

Account Record	2014	2013	Increase (Decrease)	
			Amount	Percentage
Total Assets	1,497	1,353	144	10.64%
Total Liabilities	181	101	80	79.21%
Total Shareholders' Equity	1,316	1,252	64	5.11%

Statement of Comprehensive Income ended 31 December 2014 (Consolidated)

Account Record	2014	2013	Increase (Decrease)	
			Amount	Percentage
Total Revenue	704	691	13	1.88%
Total cost of sales and services	664	591	73	12.35%
Profit before income tax expense	40	100	(60)	-60.00%
Income Tax Expense	11	21	(10)	-47.62%
Annual Net Profit	29	78	(49)	-62.82%

Miss Patcharin Charnmetha, shareholder, asked the Meeting about the following issues: (1) Why has the Company's capacity to pay interests on loans decreased in 2014? (2) The amount of investment capital the Company will need for 2015. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting as follows: (1) In 2013 the Company did not take any financial

institution loans, but in 2014 the Company had a policy of letting its subsidiaries borrow from financial institutions in order to build financial discipline in the subsidiaries and improve the Company's liquidity for the studio building project. This has affected the Company's capacity to pay interests on loans, although the decreased capacity should still be considered at a good level. (2) The Company still cannot confirm the amount of investment because it is still waiting for the engineering team's conclusion. At the moment the Company is not in need of increasing its stock capital, but should the Company need to, it has very good capacity to borrow from a financial institution.

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 2014 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 2014 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged with the votes of 286,757,068 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote 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 2014**

The Chairman informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535 (as amended), the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit and subtracted with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. Furthermore, the Company's dividend policy prescribes that the dividend payment shall be approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the condition that the company is not required to use such funds and the dividend payment shall not have material effect to the Company's normal business operations. The Company's operating results for the fiscal year ended as at 31 December 2014 (according to Separate Financial Statements ended 31 December 2014 audited by the certified auditors) has the net profit Baht 46,977,520.

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 2,348,876 being 5 percent of the Company's annual net profit and the distribution of 2014 annual dividend payment to the shareholders whose names appear in the share register book as of 12 May 2015 (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 13 May 2015, the dividends payment would be made from the accumulated retained earnings and net profit of the Company, at the rate of Baht 0.055 per 1 ordinary share by the total dividend payment shall be Baht 29,239,641.81. The dividends shall be payable on 21 May 2015.

Miss Patcharin Charnmaytha, shareholder, inquired about: (1) the retained earnings amount the Company; and (2) the reasons why the net profits as appeared in the Consolidated Financial Statements decreased. Mr. Wiroj Bunsirirungruang, the Senior Executive Vice President and Company Secretary explained to the Meeting that (1) the retained earnings of the Company is Baht 65,745,368 as appeared in Separated Financial Statements of the Company, page 94 of the 2014 Annual Report; and (2) due to the decrease of 2014 profits and the dividend payment in respect of the operating results for the year 2013, the net profits of the Company therefore decreased.

Mr. Krairek Pothiapiyarnvisut, shareholder made suggestion to the Meeting that the Company should pay the dividend at a higher ratio in order to enhance the Company's image and increase the stability of the Company's share. According the Company's dividend policy, the dividend payment shall be approximately 40 percent of the net profit, if in 2014 the Company paid lower dividends i.e. nearly equal to the Company's policy, the dividend payment of the year 2015 would be higher. The Chairman accepted the suggestion.

**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 2014 according to the above details be approved with the votes of 286,757,068 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote 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 2015, namely:

- |                           |   |
|---------------------------|---|
| 1. Mr. Somrit Srithongdee | Chairman of the Board;                    |
| 2. Mr. Pattanapong Nuphan | Director; and                             |
| 3. Mr. Nuttawut Phowborom | Independent Director and Audit Committee. |

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the minority shareholders to propose person(s) to be elected as directors in advance of the Meeting through an announcement on the Company's website from 3<sup>rd</sup> November 2014 – 31<sup>st</sup> January 2015 regarding the criteria of proposing nominees so that the Nomination and Remuneration Committee could consider the matter. Nonetheless, no minority shareholder proposed any person to be elected as director to the Company at this Meeting.

The Nomination and Remuneration Committee has considered and is of the opinion that (1) Mr. Somrit Srithongdee, Chairman of the Board; (2) Mr. Pattanapong Nuphan, Director; and (3) Mr. Nuttawut Phowborom, Independent Director and Audit Committee, the 3 directors who must retire by rotation are knowledgeable persons, capable and have experience in the Company's business and have performed well as the directors of the Company in the past office period and also possess full qualification under the law. Therefore, it is appropriate to nominate 3 directors aforementioned to be reappointed as the Company's directors for another term.

The names and profiles of director who retired by rotation and the persons to be nominated for an appointment as the Company's directors are appeared in the document which was sent to the shareholders together with the notice of this meeting (Enclosure 3).

**Resolution:** The Meeting resolved that the 3 directors retired by rotation be approved for re-appointment as directors of the Company for another term, with unanimous votes as follows:

1. Mr. Somrit Srithongdee, Chairman of the Board, with the votes of 286,757,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining;
2. Mr. Pattanapong Nuphan, Director, with the votes of 286,757,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining; and
3. Mr. Nuttawut Phowborom, Independent Director and Audit Committee, with the votes of 286,757,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining.

**Agenda 6      To consider and approve the directors' remuneration for 2015**

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 2015 as follows:

**1.      Monthly remuneration**

Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

Sub-committee Members

Chairman	Baht 30,000
Director	Baht 20,000

The Company currently has a sub-committee consisting of the 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 2014**

The amount of the Director's remuneration is not exceeding Baht 1,500,000. 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 2015 and the gratuity for the result of the operation of the year 2014 as aforementioned.

**Resolution:** The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2015 and the gratuity for the result of the operation of the year 2014 according to the above details be approved with the votes of 286,428,382 shares (99.8745 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving and 359,783 votes abstaining (0.1255 percent of the total votes of the shareholders attending the meeting).

**Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2015**

The Chairman informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 (as amended) requires that every year the annual general meeting of shareholders appoint the Company's auditors and determine their remuneration. The existing auditors can be reappointed.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) has selected the Company's auditors and requests the shareholders' meeting to appoint the following persons:

1. Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445;
2. Mr. Paiboon Tunkoon, Certified Public Accountant No.4298; and/or
3. Miss Sakuna Yamsakul, Certified Public Accountant No.4906

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's and its subsidiaries' auditor(s) for the fiscal year ended 31 December 2015. 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 2015.

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 2015. 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 765,000 and Baht 1,235,000, respectively, totaling Baht 2,000,000 which is higher than last year which has the auditors' remuneration amounting to Baht 1,700,000.

In addition, the Chairman further informed the Meeting that the total auditors' remuneration of the Company and subsidiaries for the year 2014 has increased from the amount previously fixed at Baht 1,700,000 to Baht 1,850,000 due to the incorporation of a new subsidiary in 2014.



**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 2015. 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 2015, 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 765,000 and Baht 1,235,000, respectively, totaling Baht 2,000,000 as well as the increase of auditors' remuneration of the Company and subsidiaries for the year 2014 be acknowledged with the votes of 286,838,165 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving and 0 vote abstaining.

**Agenda 8      Other Business (if any)**

Mr. Pongpipat Vanichwong, representative of the Association of Thai Investors Promotion, asked the Meeting about the Company's policy on the Collective Action Coalition of the public sector's allied anti-corruption activities in Thailand. Mr. Poomchai Wacharapong, Chief Executive Officer, clarified that the Company is in the process of making its consideration. The Company's current policy is, however, to mainly focus on transparency in business operations.

The shareholder further asked the Meeting about the operating results of the television show production. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that Year 2014 was the year television media made a shift towards Digital TV and be able to compete in market share. The Company had a plan to operate more content production since the Company was ready to renting out equipment and the studio, which is under construction. In the event TV advertising rates decreased, the Company had, however, other activities to increase revenue so that the revenue decrease from TV advertising rates would not affect the Company's operational results. The Chairman further explained that the change of TV media had more effect on the TV channel. Nevertheless, the Company was in the process of a modification strategy by producing content on a hire basis which will increase stable income to the Company. The Company was now looking for strategic partners to provide efficient production works.

Mr. Vichit La-or-sathienkul, shareholder, asked the Meeting about the marketing status of foreign film production crews. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that normally the Company was engaged by international film producers around the first and fourth quarter. Due to Section 44 of the Constitution of the Kingdom of Thailand (Interim), the Company did not have much international film producers' works as there would be in normal circumstances. Some producers chose Malaysia and Singapore instead. But producers still rented equipment from the Company since Gear Head Co., Ltd, a subsidiary of the Company, had readily skilled experts with a full range of equipment.

Mr. Sarayudh Thanati-Bhukanan, shareholder and proxy holder, asked the Meeting about: (1) The TV Program “ Plod Nee” show and what was the purposes of moving the run time from Saturday to Sunday and was it beneficial or a hindrance; and (2) what was the budget for shooting the Elephant Documentary. Mr.Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that (1) the Company found that it was a good opportunity to move the run time of “Plod Nee” to Sunday at the same time as the game show “Ching Ror Ching Lan”. “Plod Nee” had its run duration increased from 45 minutes to 60 minutes. Although ratings had decreased when compared with other entertainment programs, including “Ching Ror Ching Lan Show”, the decreased rate of “Plod Nee” show was only slightly lower; and (2) the Elephant Documentary was produced in the form of a “Documentary Drama” in which Channel 7 intended to have broadcasted as a corporate social responsibility show without aiming for profit. The Company, however, received profit from the Elephant Documentary Drama.

Shareholders asked the Meeting about the following issues: (1) The Company’s policy to cut down depreciation of the “New Home” project; (2) Is the building of the “New Home” project been on schedule; (3) The Company should provide more marketing support for its films; (4) The Company should also consider works by Pinewood Studio; (5) Rebates from studios in Thailand vs. the 30% rebate offered in Malaysia; and (6) Progress of the application for BOI support. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting as follows: (1) There is no depreciation for the Company’s lands, and for all buildings depreciation is calculated over 30 years, while it is calculated over 5 years for Gear Head’s equipment; (2) The completion of the New Home project may be 1-2 months late, mainly because the Company is still negotiating with the content producers about the drama set we are building at the back of the plot; (3) As for film production, the Company will focus on profitable films, and the Company has made an agreement with Transformation Film, who agrees to use Gear Head’s equipment whenever they are shooting in Thailand; (4) The Company’s studio will adhere to the international standards at a level equivalent to Malaysia’s Pinewood Studio. However, in other respects, the Company cannot invest as much capital as Malaysia because costs are very high and are not worth the returns; (5) The Company has discussed with the Film Board about rebates, but these have not been fruitful. At the moment this issue is under the Government’s consideration. Moreover, the Company’s studio rental rates are already lower than in Malaysia; and (6) In terms of the post-production business, BOI incentives for Time Lapse Co., Ltd. have been approved, but those for the studio are still being processed.

Mr. Narongchai SimaRoj asked the Meeting about: (1) the difference between martial law and Section 44 of the Constitution of the Kingdom of Thailand (Interim); and (2) the reason for producing the Elephant Documentary Drama. Mr. Poomchai Wacharapong, Chief Executive Officer, answered that (1) currently they were not able to compare the laws; and (2) Channel 7 hired the Company to produce this drama.

Ms. Sirisukant Somboonkittisuk, shareholder, asked the Meeting that: (1) regarding the agreement made with investors on the Film Transformation Business, whether there was a commitment to rent the Company’s equipment and studio space to produce the film; and (2) what the profit the Company received from the films – Tukkae Rak Pang Mak (Chiang Khan Story) and Single Lady. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the meeting that: (1) the Company did not have a written contract but a business arrangement among shareholders for the next film production after the first two films were completed; and (2) both films lost money.

Mr. Chaipong Karawawattana, shareholder, asked the Meeting about: (1) what the Company's reason was for setting a high income estimate in 2016; and (2) what is the possibility of a joint investment with GTH. Mr. Poomchai Wacharapong, Chief Executive Officer, explained to the Meeting that: (1) the main income came from Gear Head Business and TV show production. The Company, however, may reconsider such income estimate; and (2) GTH was using services provided by the Company and competitors. The Company had greater advantages and was ready to provide full equipment. Nevertheless, GTH also owns shares in the competitor.

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)