

(Translation)

**Minutes of the 2017 Annual General Meeting of Shareholders of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 3 April 2017 at 10:00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100.

Directors/Executives present at the Meeting

- | | |
|--------------------------------|--|
| 1. Mr. Somrit Srithongdee | Chairman of the Board of Directors and Chairman of Nomination and Remuneration Committee |
| 2. Mr. Poomchai Wacharapong | Chief Executive Officer and Chairman of the Executive Committee |
| 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 Chairman of Audit Committee |
| 8. Mr. Kamol Ratanachai | Independent Director and Audit Committee |
| Mr. Wiroj Bunsirungruang | Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary |

Director/Executive absent at the Meeting

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

Auditor, Financial Advisor and Legal Counsel in attendance

1. Mr. Kajornkiet Aroonpirodkul from PricewaterhouseCoopers ABAS Company Limited
2. Mr. Sa-nga Chokenitisawat from PricewaterhouseCoopers ABAS Company Limited
3. Mrs. Ratchada Klewpatinond from Asia Plus Advisory Company Limited
4. 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 89 shareholders present in person and by proxy, representing 390,491,355 shares, being 60.6326 percent of the total paid-up shares of the Company (total shares of the Company being 644,028,952 shares). However, after announcing that the quorum was formed, additional shareholders arrived to the Meeting in person and by proxy, thus, having shareholders in aggregate of 120 shareholders, representing 399,757,702 shares, being 62.0714 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, Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1, 3, 4, 5, 7 and 8, to be approved by a simple majority of the total number of votes of the shareholders attending and casting their votes at the Meeting, Agenda 6 to be

approved by not less than two-thirds of the total number of votes of the shareholders attending at the Meeting and Agenda 2 as a matter for acknowledgement and no voting is required. In this regard, the Company invited Ms. Pornpilai Kosolprapha, an Independent Legal Counsel to verify the voting procedure accompany with OJ International Company Limited. 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.1/2016 held on 7 September 2016**

The Chairman proposed the Meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016, the copy of which was sent to the shareholders together with the invitation to this meeting.

Resolution: The Meeting unanimously resolved that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016, held on 7 September 2016 be adopted as the Chairman proposed with the votes of 394,301,399 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot.

Agenda 2 **To acknowledge the Company's operating results for the year 2016**

The Chairman asked Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, to present the Business Plan for the year 2015-2016 and the Company's operating results for the year 2016 to the Meeting which can be summarized as follows:

Business Plan for 2015 – 2016

The company operates the production of TV. program production business. In 2015, the company holds shares in 6 of its group companies and during 2016, the company has adjusted its business operating structure of its group companies:

- Matching Entertainment Co., Ltd. operates activity organization business, and has a large number of competitors. In mid-2016, the business closed down and is currently in the process of liquidation.
- Matching Studio Plus Co., Ltd. Operates TV commercial production business. The business closed down at the end of 2016 and is currently in the process of liquidation.
- Matching Broadcast Co., Ltd. has its name changed to The Studio Park (Thailand) Co., Ltd., which is currently undertaking The Studio Park (Thailand) Project ("**Studio Park Project**") of the company.
- Bookmaker Co., Ltd. operates publication business. During 2016, the company has sold its copyright in its publication since at present the publication industrial condition is experiencing insufficient growth.
- Gear Head Co., Ltd. ("**Gear Head**") operates filming equipment service and rental business, and is a subsidiary that generates a high rate of income for the company.
- Time Lapse Co., Ltd. operates production, editing, image technic and sound recording business.

From the above, the company is attempting to reduce the size of business by focusing only on businesses where it possesses expertise and which generate income for the company such as equipment service and rental business and various utilities (Production Infrastructure) etc.

Operating Results for 2016

The company tries to separate businesses that do not generate income from those that do generate income for the company. In this regard, due to the external circumstances such as the political situation, explosion etc. up until quarter 4, the business section has experienced a decline in investment and has recently returned to normal condition in mid-February 2017, and thus in 2016 the company experiences a deficit of approximately Baht 66 million. The deficit from operation amounts to approximately Baht 42 million and the remaining deficit of approximately Baht 24 million is the result of the reduction of business size such as the depreciation of assets, deficit from joint venture business (Transformation Films Co., Ltd.), expenses for Studio Park Project, expenses incurred from the dismissal of personnel etc.

Afterwards, Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, reported to the Meeting the progress and plan for Studio Park Project. At present, Studio Park Project is more than 90% complete, and its main significant functions can be summarized as follows:

- (1) 2-layer chamber door to prevent noises from entering and exiting the room;
- (2) 2-layer surrounding wall with space in the middle, with acoustic installed, which is a sound prevention system in accordance with international standard (NC 25), in the surrounding area;
- (3) Air-conditioning (Duct Silencer system);
- (4) Cat walk with structure strong enough to withstand the weight of up to 500 kilogram per square meters;
- (5) 9 mainboards to allow for efficiency and ease in operation;
- (6) 7 buildings comprising of 5 studios, buildings for construction of scenes and for automobiles, which have already received the building construction certificate (Or.6) from the Sub-district Management Organization of Bang Bo, Bang Bo District, Samut Prakan Province. The only buildings whose construction is currently being finished up are those of Gear Head and warehouse building;
- (7) Studio Park Project is the first project in Thailand which has received the noise quality standard certification Noise Criteria (NC 25) from Chula Unisearch, Chulalongkorn University.

Plan for the Studio Park Project (Master Plan)

The other parts of the plan for Studio Park Project, which is currently being under feasibility study, can be divided into 3 parts as follows:

- (1) The Scene Project: within the area of old warehouse, there is an improvement plan for the area to be used as scenes for TV series by dividing into shooting space and limbo for shooting where refraction needs to be reduced such as automobile advertisement etc;
- (2) Studio in the park: the investment plan is (1) outdoor studio, with the scene being arranged into houses of different shapes such as loft, modern and homey etc. to increase variations in shooting, and (2) backlot, an empty space, to be developed into Green and Blue Screen for film production;
- (3) Studio TV: in the area of empty space on the top of building for scene storage, there is to be developed into Studio TV, which is of mid-level standard and with low rent.

Moreover, the front section of the project space will be organized into Business Zone open for rent for shops from outside. At present, contact from certain shops has been received.

Marketing Plan

Direct marketing

- (1) For the existing customers of Gear Head, the company will undertake direct marketing by contacting customers who are joint-investors of international film production (Co-Producer);

- (2) Advertisement through the Department of Foreign Trade;
- (3) Use of international film production group incentives which has been officially approved;
- (4) Penetrate the Indonesian market.

In this regard, at present there have been a number of customers who have made reservation for the Studio Park Project of the company.

Moreover, the company sees the importance of branding, and has participated in American Film Market & Conferences at Los Angeles in mid-2016 and Hong Kong International Film Festival in the beginning of 2017, where good responses were received. The company has also improved its website (www.thestudioparkthailand.com) for worldwide connection.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, then reported to the Meeting the progress of the Private Sector Collective Action Coalition Against Corruption (“CAC”). After completing the self-assessment in relation to the anti-corruption measure, the company will submit such form to the Thai Institute of Directors (“IOD”) in order to obtain the membership certificate.

The Chairman thanked all the shareholders for their support and confidence in the Company, and promised that the Board of Directors, executives and all staff will continue to perform and work hard for the success of the Company and in order to repay the shareholders for their confidence.

Mr. Rittichai Yibcharoenporn, a shareholder, inquired about (1) the approximate annual income and factors which give rise to income in the Studio Park Project, (2) the possibility of adjustment in accounting value of 260-rai land, (3) the special features of the Studio Park Project, (4) the ratio of income from films and series both domestic and overseas, (5) the stability of the income of the Studio Park Project, and (6) guideline for the offer of support to Channel 7, the company’s major shareholder. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) the income of the Studio Park Project depends on the type of customers; major film producer would no doubt generate a high rate of income for the company; in this regard, the shareholders should understand that rental studio is different from rental of other general immovable property since rental of studio by the production crew requires a certain period for the construction of scenes and storing scenes after shooting, (2) the company has no policy to adjust accounting value of the land in the Studio Park Project totaling 216 rai, (3) Studio Park Project is a project with international standard equipped with full facilities and services such as back lot for rent, business warehouse which offers service and rental of high-quality production equipment of subsidiaries, as well as skilled personnel; therefore, the customers are able to finish shooting both within and outside the studio without incurring additional expenses from the need to move shooting location; moreover, at present Thailand has adopted international film production group incentives in the form of rebate pursuant to the prescribed rate, (4) the company will categorize international films with Thai co-producer as domestic customers, and hence the ratio of income of domestic and overseas customers will be approximately 80% and 20% respectively, (5) high season for film business is around quarters 1 and 4, and quarters 2 and 3 are low season; in the past, there was no studio with the standard, and hence shooting was done outside; as for overseas studio, schedule for shooting within studio is usually full due to the number of customers in the form of TV programs; it can be said that the Studio Park Project can fully respond to the need of various producers and co-producers of the production crew from the commencement of shooting until completion, and helps reduce cost in production, and (6) in the first phase, the studio will possess high standard for

film and advertisement production business, the standard of which is higher than that of studio of TV programs; should in the future, there is development of Studio in the Park and Studio TV that can respond to the need of TV programs or series, it is anticipated that Channel 7 may use the company's service; at present, Channel 7 has not been involved in any marketing.

Mr. Maethee Anadirekkul, shareholder and proxy, inquired about the deduction of depreciation after the project is complete, and advised the company to offer opportunity to other operators to rent the area of the company to operate business that will support the Studio Park Project. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that the depreciation, interest obligations and expenses should amount to approximately 60 million. As for the rental of area, should there be any interested person, the company is happy to give its consideration.

Mr. Nakorn Panusitthikorn, shareholder, inquired about (1) the possibility that the company will increase its capital again to undertake other projects, whose investment possibility is currently being studied by the company such as The Scene Project and Studio in the Park, (2) the role of the company's major shareholder (Mr. Thanisphong Sasinmanop), (3) the progress of Handy Gear, and (4) the cause of the Baht 66 million-deficit. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) the company must study the possibility and consider the rate of income (IRR) of such project; if it is not worth the investment, the company will not undertake the project; in this regard, the company anticipates that after the allocation and offer of remaining additional ordinary shares, the company should have sufficient capital, (2) Mr. Thanisphong Sasinmanop remains the company's shareholder and executive. And there has been an agreement to extend his contract after his retirement, (3) at present, "Handy Gear" is operating its business with more than 30 customers who are series production crews; at present, Handy Gear is considered the largest in the series circle; what is to be developed further in the future is marketing through Social Medias (Viral) under the brand of "Footgear; however, at present the company still focuses on Gear Head because the high-end customers of Gear Head are able to offer some support to The Studio Project, and (4) such deficit is not long-term deficit and will occur only once since some parts of the deficit are expenses incurred from payment of severance pay to personnel and the reduction of business size.

Mr. Wichit La-or-sathienkul, shareholder, inquired about the competitiveness within the market of business of service and rental of equipment. At present, there are overseas competitors as listed in the Annual Report for 2016, page 13. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified that at present, there are 3 large operators of this kind of business within the Thai market, with whom the company has attempted to initiate negotiations and sought cooperation albeit unsuccessfully. As for operators from other countries who can offer price lower than Gear Head, their equipment possesses different quality, and therefore Gear Head remains number one in this business.

The Chairman further proposed the Meeting to acknowledge the Company's operating results for the year 2016 which the details were set out in the 2016 annual report of the Company that was sent to the shareholders together with the notice of this meeting.

Resolution: The Meeting acknowledged the Company's operating results for the year 2016 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 2016 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 2016 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 2016 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 (Consolidated)

Account Record	2016 Million Baht	2015 Million Baht	Increase (Decrease)	
			Amount	%
Total Assets	1,836.09	1,420.66	415.43	29.24
Total Liabilities	448.47	190.27	258.19	135.70
Total Shareholders' Equity	1,387.62	1,230.39	157.24	12.78

Statement of Comprehensive Income ended 31 December (Consolidated)

Account Record	2016 Million Baht	2015 Million Baht	Increase (Decrease)	
			Amount	%
Total Revenue	462.91	531.53	(68.62)	(12.91)
Total cost of sales and services	529.31	582.42	(53.11)	(9.12)
Annual Net Profit (Loss) of the Company	(66.40)	(50.89)	15.51	30.49

Mr. Suriyon Chitrapan, shareholder and proxy, inquired about (1) the cause of management expenses of approximately Baht 167 million as outlined in the Annual Report of 2016, page 96, which amounts to approximately 37% of income of Baht 465 million, and (2) the size and value of lands in Prachuap Khiri Khan Province and Kanchanaburi Province. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) such expenses arose from the business restructuring in various aspects and anticipated that in 2017 these expenses will reduce, and (2) the size of the land in Prachuap Khiri Khan Province is approximately 5 rai, the current market value of which is higher than the price at which it was purchased by the company, and the company is presently waiting to sell it to an interested person at the target price it has anticipated; as for the land in Kanchanaburi Province, Mr. Wiroj Bunsirirungruang, Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary, clarified in addition that the land in Kanchanaburi Province is located in Si Sawat District and possesses PorBorTor., which is a document certifying tax payment of land owner. Nonetheless, the company has already reserved the value of this land.

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 2016 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 2016 which have been audited by the certified auditor be approved and the

Auditor's report be acknowledged with the votes of 399,757,702 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot(s)).

Agenda 4 To consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2016

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 2016 (according to Separate Financial Statements ended 31 December 2016 audited by the certified auditors) has loss, the Board of Directors has considered and deems appropriate to propose the Meeting as follows:

1. No appropriation of profit as the legal reserve since the Company has loss from the operation of the year 2016; and
2. No dividend payment from the operating result of the year 2016 since the Company requires the working capital in order to develop the investment project of the Company.

After that, the Chairman proposed the Meeting to consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2016.

Resolution: The Meeting unanimously resolved that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2016 as the Chairman proposed in all respects be approved with the votes of 399,757,702 shares (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot .

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 2017, namely:

- | | |
|--------------------------|---|
| 1.Mr. Akarat Na Ranong | Independent Director/
Chairman of Audit Committee; |
| 2.Mr. Nuttawit Boonyawat | Director; and |
| 3.Mr. Sansrit Yenbamrung | Director. |

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 28th December 2016 – 31st January 2017 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 3 directors who must retire by rotation purpose to leave the Meeting room while discussions and voting took place on this agenda in order to support the Good Corporate Governance Principles of the Company.

The Nomination and Remuneration Committee has considered and is of the opinion that (1) Mr. Akarat Na Ranong, Independent Director and Chairman of Audit Committee; (2) Mr. Nuttawit Boonyawat, Director; and (3) Mr. Sansrit Yenbamrung, Director, 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.

Mr. Teerayuth Puechtanyakij, shareholders' rights protector from the Thai Investors Association, requested the company to clarify the uniqueness of the independent directors who were nominated for re-appointment for another term. Mr. Kamol Ratanachai, Independent Director and Audit Committee, clarified that the structure and qualifications of the company's independent directors are in accordance with the relevant regulations of the Securities and Exchange Commission. The company places emphasis on independence, i.e. independent directors are not executives, nor representatives of major shareholders, and they are not involved in any decision-making, do not hold shares in the company and have no business relations. In addition, Mr. Akarat Na Ranong, Independent Director and Audit Committee, are the person in charge of all the works of the Audit Committee including work planning, coordinating with the management team, supervision of all audit works as well as reporting to the Board of Directors' Meeting and Shareholders' Meeting through disclosure. Most importantly, Mr. Akarat possesses a high level of knowledge and expertise in business as well as independence, and thus is always able to offer valuable advice and opinion to the company. Therefore, the Meeting of the Nomination and Remuneration Committee has considered and deemed it appropriate to nominate him for re-appointment for another term.

After that, the Chairman proposed the Meeting to consider and approve the re-appointment of directors who are due to retire by rotation to be in position for another term.

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 a majority vote of total number of votes of Shareholders attending and casting their votes at the Meeting as follows:

1. Mr. Akarat Na Ranong, Independent Director/ Chairman of Audit Committee, with the votes of 399,757,084 shares

(99.9998 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 618 votes disapproving (0.0002 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot ;

2. Mr. Nuttawit Boonyawat, Director, with the votes of 399,493,702 shares (99.9340 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 264,000 votes disapproving (0.0660 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot ; and
3. Mr. Sansrit Yenbamrung, Director, with the votes of 399,493,702 shares (99.9340 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 264,000 votes disapproving (0.0660 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 vote voided ballot.

Agenda 6 To consider and approve the directors' remuneration for 2017

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 2017 which is the same rate as the year 2016 as follows:

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 Executive Committee, 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. Since the Company has loss from the operating results of the year 2016, there is no Directors' gratuity proposed to Meeting for the year 2016. In addition, the Company has no policy to offer the other benefits other than money to the Directors.

After that, the Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2017 as aforementioned which shall be effective until a shareholders' meeting resolves to change otherwise.

Resolution: The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2017 and no gratuity for the result of the

operation of the year 2016 according to the above details be approved to be effective until a shareholders' meeting resolves to change otherwise, with the votes of 398,581,680 shares (99.7058 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,176,022 votes abstaining (0.2942 percent of the total votes of the shareholders attending the meeting) and 0 vote voided ballot .

Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2017

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. Sa-nga Chokenitisawat, Certified Public Accountant No. 11251;
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 auditor(s) for the fiscal year ended 31 December 2017. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2017.

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. All 3 auditors as aforementioned have never performed any services as an auditor of the Company.

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 2017. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 780,000 (The auditors as aforementioned shall also be appointed as the auditors of the subsidiaries of the Company with the fee for auditing the financial statements of the subsidiaries at Baht 1,220,000; therefore, the total auditors' fee is Baht 2,000,000).

In this regard, PricewaterhouseCoopers ABAS Ltd. has reviewed and audited the Financial Statements of the Company and its subsidiaries since the fiscal year 2012 and duly performed their duties all along. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm and certified by the Office of Securities and Exchange Commission, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The shareholders inquired about the reason that while some subsidiaries have ceased operation, the audit fee for 2017 has decreased at a very little proportion. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified that the Studio Park Project has commenced operation, thereby the number of transactions has increased. On this basis, the company has negotiated for audit fee in a reasonable way.

After that, the Chairman proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2017.

Resolution: The Meeting unanimously resolved that, (1) Mr. Sa-nga Chokenitisawat, Certified Public Accountant No. 11251, 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 auditor(s) for the fiscal year ended 31 December 2017. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2017, and that the auditors' remuneration for auditing the Financial Statements of the Company be fixed at the rate of Baht 780,000 as the Chairman proposed in all respects (The auditors as aforementioned shall also be appointed as the auditors of the subsidiaries of the Company with the fee for auditing the financial statements of the subsidiaries at Baht 1,220,000; therefore, the total auditors' fee is Baht 2,000,000), with the votes of 399,757,702 shares approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 votes disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 vote voided ballot .

Agenda 8 **To consider and approve the reallocation and offering of the newly issued ordinary shares remaining from the Rights Offering according to the resolutions of the Extraordinary General Meeting of Shareholders No.1/2016 to the existing shareholders of the Company in proportion of their respective shareholding (Rights Offering)**

The Chairman informed the Meeting that According to the investment plan of the Company in the Studio Park (Thailand) Project (the "Studio Park Project") and the Extraordinary General Meeting of Shareholders No. 1/2016 (the "EGM 1/2016"), held on 7 September 2016, has approved the increase of registered capital of the Company in the amount of Baht 250,000,000 from Baht 531,629,851 to Baht 781,629,851 by authorizing 250,000,000 newly issued ordinary shares with a par value of Baht 1 each in order to allocate and offer to the existing shareholders in proportion to their respective shareholdings, at the offering price of Baht 2.00 per share. On 7 October 2016, the Company has finished the offering of newly issued ordinary shares according to the resolutions of the EGM 1/2016, in the amount of 112,399,101 shares, at a par value of Baht 1 each, equal to Baht 112,399,101 and the increase of such paid-up capital amount has been completely registered with the Department of Business Development, the Ministry of Commerce since 12 October 2016.

In this regard, as the Studio Park Project requires a lot of investment fund, the Company therefore intends to restructure its financial position which will use the proceeds from the capital increase for investing in the Studio Park Project as

approved by the Extraordinary General Meeting of Shareholders No.1/2015 held on 29 October 2015 and/or debt repayment and/or supporting company working capital. The Board of Directors' Meeting No. 2/2017 therefore resolved to propose to the Annual General Meeting to consider and approve the reallocation and offering of the newly issued ordinary shares of the Company remaining from the offering to the existing shareholders in proportion to their respective shareholding (Rights Offering)¹ according to the resolutions of the EGM 1/2016, held on 7 September 2016, in the amount of 137,600,899 shares at a par value of Baht 1 each, to the existing shareholders of the Company whose names appear in the share register book as of 12 April 2017 (Record Date), and collecting shareholders' names pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book on 17 April 2017, in proportion to their respective shareholdings (Rights Offering), at the offering price of Baht 2.00 per share. The allocation ratio is determined as 1 existing ordinary share to 0.213656 newly issued ordinary share. The existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issued shares in excess of their entitlement, the remaining shares will be allocated to each shareholder wishing to subscribe for the newly issued ordinary shares in excess of their rights on a pro rata basis which shall be based on the shareholding proportion. The process would be repeated until there are no remaining shares available. However, in the case that the allocation of newly issued shares by way of excess rights cause any of the Company's shareholders to hold the Company's shares in the amount reaching or exceeding the trigger points of mandatory tender offer, such shareholders must comply with the requirements as set out in the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers accordingly. If there are any shares remaining after the allocation and offering as aforementioned, the Company shall propose the Shareholders' Meeting to consider and approve the reduction of registered capital by cancelling the authorized but unissued ordinary shares and/or determine any other appropriate plan accordingly. In addition, the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their rights shall state such intention and pay for the price of the excess shares together with the subscription and payment of the shares subscribed under the rights issue. The subscription period shall be during 11-12 and 15-17 May 2017 (5 business days).

The details of capital increase according to the resolutions of the EGM 1/2016 and the reallocation and offering of the newly issued ordinary shares of the Company remaining from the offering according to the resolutions of the EGM 1/2016 are as appeared in the Capital Increase Report Form (F 53-4) and the Information Memorandum regarding with the Allocation of New Ordinary Shares to Existing Shareholders which were sent to all shareholders together with the Notice of this Meeting.

The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board of Directors or the authorized directors shall be empowered to consider, determine and/or modify the conditions and/or details with regard to the allocation and offer of such newly issued ordinary shares set out above, for example, the subscription period, the payment, etc., the allocation and offering of newly issued

¹ The resolutions of the EGM 1/2016 approved the increase of registered capital of the Company in the amount of Baht 250,000,000 from Baht 531,629,851 to Baht 781,629,851 by authorizing 250,000,000 newly issued ordinary shares with a par value of Baht 1 each in order to allocate and offer to the existing shareholders in proportion to their respective shareholdings, at the offering price of Baht 2.00 per share. On 7 October 2016, the Company has finished the offering of newly issued ordinary shares according to the resolutions of the EGM 1/2016, in the amount of 112,399,101 shares, at a par value of Baht 1 each, equal to Baht 112,399,101 and the increase of such paid-up capital amount has been completely registered with the Department of Business Development, the Ministry of Commerce since 12 October 2016.

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

After that the Chairman proposed the Meeting to consider and approve the reallocation and offering of the newly issued ordinary shares remaining from the Rights Offering according to the resolutions of the Extraordinary General Meeting of Shareholders No.1/2016 to the existing shareholders of the Company in proportion of their respective shareholding (Rights Offering) and the authorization as aforementioned.

Resolution: The Meeting resolved by a majority vote of the total number of votes of the shareholders attending and casting their votes at the Meeting that the reallocation and offering of the newly issued ordinary shares remaining from the Rights Offering according to the resolutions of the Extraordinary General Meeting of Shareholders No.1/2016 to the existing shareholders of the Company in proportion of their respective shareholding (Rights Offering) and the authorization be approved as the Chairman proposed in all respects, with the votes of 399,700,702 shares approving (99.9857 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 57,000 votes disapproving (0.0143 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 votes abstaining and 0 vote voided ballot .

Mr. Nakorn Panusitthikorn, shareholder, inquired about (1) the possibility that the company will produce additional TV programs and singing contests, and (2) the company's plan with regard to Transformation Films Co., Ltd. ("**Transformation**") and possibility that Transformation will use the company's service. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, clarified to the Meeting that (1) at present TV program production business has a lot of competitors from social medias, and thus the company must try to improve its current programs while introducing new contents to the channels, and (2) the company will not make additional investment in Transformation, but it anticipated that should the Studio Park Project be complete and respond to the Transformation's need, Transformation should come seek the company's service.

No other business was proposed to the Meeting.

The Meeting closed at 12.30 p.m.

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

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