

MMS-AC60/008

10 March 2017

Re: Invitation to the Annual General Meeting of Shareholders for the year 2017

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016
 2. The 2016 Annual Report comprising of copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2016 and the Annual Report of Board of Directors
 3. Names and profiles of directors who are due to retire by rotation and are nominated to be reappointed as the Company's directors for another term and definition of independent directors
 4. Capital Increase Report Form (F 53-4) (according to the resolutions of the Extraordinary General Meeting No. 1/2016)
 5. Information Memorandum regarding with the Allocation of New Ordinary Shares to Existing Shareholders
 6. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the Annual General Meeting of Shareholders for the year 2017
 7. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 8. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2017
 9. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2017
 10. Proxy form B

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") has passed the resolution to convene the Annual General Meeting of Shareholders for the year 2017 on 3 April 2017 at 10.00 a.m., at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok 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

Facts and rationale The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016, the copy of which was submitted to the relevant authorities within the required period. Thus, the Shareholders' Meeting is requested to adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016. The copy of the Minutes is attached as Enclosure 1.

Board's opinion The Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 held on 7 September 2016, was correctly recorded and should be proposed to the Annual General Meeting of Shareholders for adoption.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

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

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2016, which is shown in the 2016 Annual Report sent to shareholders as per Enclosure 2. It was sent for the shareholders acknowledgement of the overview of the Company's operating results.

Board's opinion The Board of Directors is of the opinion that the report on the Company's operating results for the year 2016 should be proposed the Annual General Meeting of Shareholders for acknowledgement.

Remark This Agenda is for acknowledgement, no resolution is required.

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

Facts and rationale To be in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, the Board of Directors is required to prepare the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) as of the last day of the Company's fiscal year and propose to the Annual General Meeting of Shareholders for consideration and approval. Thus, the Shareholders' Meeting is requested

to consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2016, which were appeared in the 2016 Annual Report sent to the shareholders as per Enclosure 2.

Board's opinion

The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2016 and the Auditor's report should be proposed to the Annual General Meeting of Shareholders for approval and acknowledgement.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

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

Facts and rationale

According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, set out that the Company is required to appropriate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit with deduction therefrom the amount representing the accumulated loss carried 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 made approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the absence of necessary reason to spend such funds. In addition, the payment of dividend shall not have a material effect to the Company's normal business operation.

The Company has loss from the operating result for the year ended 31 December 2016 (according to Separate Financial Statements ended 31 December 2016 audited by the certified auditors) and the Company also has the future project of which requires the huge amount of working capital. The Board of Directors has considered and deems appropriate to propose the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve since the Company has loss from the operation of the year 2016;

2. No dividend payment from the operating result of the year 2016 since the Company has loss from the operation of the year 2016 together with the Company requires the working capital in order to develop the investment project of the Company.

Board's opinion

The Board of Directors is of the opinion that no appropriation of profit as legal reserve and no dividend payment as aforementioned should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 5

To consider and approve the appointment of directors replacing those who retire by rotation

Facts and rationale

According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided by three, the number nearest to one-third shall retire and the retired directors are eligible for re-appointment. There are 3 directors who will be due to 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 shareholders to propose the person(s) to be elected as directors in advance of the Meeting, through an announcement on the Company's website from 28 December 2016 – 31 January 2017 regarding the criteria of proposing nominees so that the Compensation and Nominating Committee could consider the matter. Nonetheless, no 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 all 3 directors who are due to 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 all 3 directors to be reappointed as the Company's directors for another term.

The name and profile of director who are due to retire by rotation and are nominated to be reappointed as the Company's directors for another term including the definition of Independent Directors have been sent to the shareholders as per Enclosure 3.

Board's opinion

The Board of Directors is of the opinion that the reappointment of all 3 directors who are due to retire by rotation to be Directors of the Company for another term should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 6

To consider and approve the directors' remuneration for 2017

Facts and rationale

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2017. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee) deem it appropriate to determine the directors' remuneration for the year 2017 as follows:

Monthly remuneration

The Board of Directors

The Chairman	Baht 60,000
The Director	Baht 30,000

The other sub-committee

The Chairman	Baht 30,000
The Director	Baht 20,000

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

The Company has no policy to offer the other benefits other than money to the Directors (except for the welfare to general staffs).

Details of the remuneration payment in the previous year
(Baht)

The Directors' remuneration	Y' 2017	Y'2016
Monthly remuneration		
<u>The Board of Directors</u>		
- Chairman	60,000	60,000
- The Director	30,000	30,000
<u>The Other sub-Committee</u>		
- Chairman	30,000	30,000
- The Director	20,000	20,000

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2017 should be proposed to the Annual General Meeting of Shareholders for approval as the details mentioned above.

Remark

This Agenda requires an affirmative resolution of not less than two-thirds of the votes of the shareholders present at the Meeting.

Agenda 7

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

Facts and rationale

Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) sets out that at the Annual General Meeting of each year, there shall be the appointment of an auditor and the determination of their remuneration, in this regard, the existing auditors may be reappointed.

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

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. to be the Company's auditor(s) for the fiscal year ended 31st 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 31st 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.

Moreover, 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 duly performed its duties of reviewing and auditing the Financial Statements of the Company and its subsidiaries since the fiscal year 2012. Moreover, PricewaterhouseCoopers ABAS Ltd. is the international standards auditing firm, it is therefore reliable for preparing the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration compared between the fiscal year ended as at 31 December 2016 and the fiscal year ended as at 31 December 2017 are as follows:

Comparison Table of Auditor's Remuneration

Auditor's Remuneration	The fiscal year ended at 31 December 2017 (Baht)		The fiscal year ended at 31 December 2016 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	780,000	-	780,000	-
Subsidiaries (for information only)	1,220,000	-	1,420,000	10,000
Total	2,000,000	-	2,200,000	10,000

Board’s opinion

The Board of Directors is of the opinion that the appointment of Mr. Sa-nga Chokenitisawat , certified public accountant no. 11251, and/or Mr. Paiboon Tunkoon, certified public accountant no. 4298, and/or Miss Sakuna Yamsakul, certified public accountant no. 4906, of Pricewaterhouse Coopers ABAS Ltd. and entrusted by the Pricewaterhouse Coopers ABAS Ltd. as the Company’s auditors with the auditors’ remuneration for auditing the Financial Statements of the Company at the rate of Baht 780,000, should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

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)

Facts and rationale

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) 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). However, the right to subscribe newly issued ordinary shares is not confirmed until obtaining approval from the Annual General Meeting of Shareholders for the year 2017.

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 enclosed herewith (Enclosures 4-5).

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 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.

Board's opinion

The Board of Directors is of the opinion that the reallocation and offering of the newly issued ordinary shares remaining from the Rights Offering according to the resolutions of the EGM 1/2016 to the existing shareholders of the Company in proportion of their respective shareholding (Rights Offering) and the authorization, should be proposed to the Annual General Meeting of Shareholders for approval.

Remark

This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the Meeting and casting their votes.

Agenda 9 Other Business (if any)

According to the Public Limited Companies Act B.E. 2535 (as amended), a request for the Meeting of Shareholders to consider matters other than those indicated in the invitation to shareholders can occur if shareholders holding not less than one-third of the total numbers of the Company's issued shares request it.

The shareholders are invited to attend the Meeting on the date, and at the time and place as described above and are requested to prepare all evidence that will be used for the Meeting as detailed in the guideline for the appointment of proxy to attend the Meeting, the registration, and evidence to be presented on the Meeting date of the Annual General Meeting of Shareholders for the year 2017 as appeared in Enclosure 6. The Company will conduct the Meeting in accordance

with the Company's Articles of Association as appeared in Enclosure 7. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the Meeting and would like to appoint the Company's independent directors as proxy to attend the Meeting and cast the votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 8 as their proxies. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company at Matching Maximize Solution Public Company Limited at 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300, telephone no. 0-2669-4200-9 and facsimile no. 0-2243-1494, 0-2243-4124 before 29 March 2017.

For the custodians that represent overseas shareholders, the Type-C Proxy Form may be used for the appointment of the proxy. This Type-C Proxy Form is available for download from the Company's website at www.matchinggroup.com

The Board of the Directors of the Company determines the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2017 on 8th March 2017. Furthermore, 9th March 2017 shall be the Company's share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 9.00 a.m. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok.

Sincerely Yours,
Matching Maximize Solution Public Company Limited

(Mr.Poomchai Wacharapong)
Chief Executive Officer

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No.1/2016 of
Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 7 September 2016 at 02.00 p.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. Nuttawut Phowborom | Independent Director and Audit Committee |
| 8. Mr. Kamol Ratanachai | Independent Director and Audit Committee |
| 9. Mr. Wiroj Bunsirirungruang | Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary |

Director/Executive absent at the Meeting

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|-------------------------|--|
| 1. Mr. Akarat Na Ranong | Independent Director and Chairman of Audit Committee |
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Financial Advisor and Legal Counsel in attendance

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|-------------------------------|---|
| 1. Mrs. Ratchada Klewpatinond | Asia Plus Advisory Company Limited |
| 2. Mrs. Araya Sunlakawit | 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 64 shareholders present in person and 76 shareholders present by proxy, 140 shareholders present at the meeting in total, representing 318,529,533 shares, being 59.9157 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 in person and by proxy, thus, having shareholders in aggregate of 161 shareholders, representing 319,892,362 shares, being 60.1720 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, Executive Committee, Senior Executive Vice President, Head of Finance Department and Company Secretary, to introduce the voting procedure in each agenda, namely, Agenda 1 and 4,

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 2 and 3 to be approved by not less than three-fourths of the total number of votes of the shareholders attending and having the rights to vote at the Meeting. 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 2016 Annual General Meeting of Shareholders, held on 27 April 2016**

The Chairman proposed the Meeting to consider and adopt the Minutes of 2016 Annual General Meeting of Shareholders, held on 27 April 2016, the copy of which was sent to the shareholders together with the invitation to this meeting (Enclosure 1).

Resolution: The Meeting unanimously resolved that the Minutes of 2016 Annual General Meeting of Shareholders, held on 27 April 2016 be adopted as the Chairman proposed in all respects, with the votes of 318,531,933 votes approving (100 percent of the total number of votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total number of votes of the shareholders attending and casting their votes at the meeting), 100 votes abstaining and 0 vote voided ballot(s)).

Agenda 2 **To consider and approve the reduction of the registered capital as well as the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital**

The Chairman informed the Meeting as the main objectives of the fund raising of the Company is the universal movies shooting project (the “**Studio Project**”); hence, it is appropriate to ask Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, to report the progress and development plan of the Studio Project to the Meeting.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee reported to the Meeting on the issue of progress and development in the Studio Project. He summarized that, as of the end of August 2016, although construction by the contractor was generally on schedule, some parts of the construction had been slow down and subsequently behind schedule during this rainy season. Further details are provided as follows:

- (1) For Studio B1 which is a small-sized studio of 20 x 30 square meters, the exterior structure and interior construction are complete. At present, the exterior structure is being white-washed/plastered while the interior construction is being installed with the acoustic system which is due to be completed by the end of October 2016;
- (2) For Studio B2 which is a small-sized studio of 20 x 30 square meters, construction is due to be completed by the end of October 2016, the same as that of Studio B1. Both the exterior structure and interior construction are fully complete;

- (3) For Studio B3 which is a medium-sized studio of 30 x 40 square meters, completion is due by the end of September 2016 after the Company performs a quality test-run program. The Company will invite customers to observe the quality and standard checking for the Company's studio;
- (4) For Studio B4 which is a medium-sized studio of 30 x 40 square meters, the exterior structure is being white-washed/plastered, the same as those of Studio B1 and B2. The next stage is to install the acoustic system which is due to be completed by mid-November 2016;
- (5) Studio B5, which is a medium-sized studio of 40 x 60 square meters, is the largest studio of the Project. Due to rain, construction has been delayed slightly. At present, the roof is under construction which is due to be completed by mid-December 2016;
- (6) For Building B6 which is a building for the assembling and storage of scenes, construction is on schedule;
- (7) For Building B7 which is a building for motor vehicles, construction is on schedule; and
- (8) For the Warehouse of Gear Head, construction is scheduled to be completed under the contractor's agreement by February 2017. This warehouse is the final construction upon which the Company and the contractor mutually agreed.

According to the above-mentioned details, the Company estimates that by the end of 2016 all 5 Studios will be completed, and will be providing services in some parts based on necessity and appropriateness in business operations. In addition, the Company has plans in developing other areas of the Studio as follows:

- (1) For Area A, which is the area for Studios and Buildings as previously mentioned;
- (2) For Area B, the Company has excavated the surface soil and will develop this area to become a lake. This area will serve as a beautiful recreational scenario and as movie/drama production sites in the future. The Company estimates that the remaining area will be developed into relevant sites involving movie/drama productions which may increase income for the Company;
- (3) For Area C, this area connects to very beautiful natural canals. The Company will continue to rent out this area as natural movie/drama production sites; and
- (4) For Area D, this area is developed by filling-up the level. The Company plans for this area to become 'Blacklots' for renting out as outdoor film/drama production sites in the future.

In this regard, the Company estimates that it will hold a Soft Opening of the Studio Project during January 2017, which is the only project in Thailand receiving the 5-star international standards. Apart from distinguishing spaces and studios, the Company is planning on developing the surroundings in order to provide supporting service and/or other related businesses.

At present, the Company has prioritized the project of "Park in Studio" which is mainly used for movie production. In the future, the Company has another project, "Studio in the Park", of which the objectives are to develop every section of the areas for greater use and better benefits and to generate income for the Company. In this regard, there are many additional concepts e.g. the appropriate

landscape, the seasoning floral garden or the standing timber plantation which will be appropriate for making movies/dramas in every section, grounds for outdoor concerts, gardens in front of the Studio to be used as scenes in movies, etc.

Since the areas of the Studio Project are accessible to movie/drama production, the Company is planning on using every section for greater benefits as follows:

- (1) Natural scenes may be constructed by planting in order to go with the lake within the traditional theme;
- (2) Contemporary scenes may be constructed e.g. a house by a lake, a recreational playground, a sea bridge, etc. At present, movie/drama producers must shoot such movies/dramas in distant provinces. If they can make the movie/drama in the Studios of the Company, their cost of production will certainly decrease; and
- (3) The construction of a production Studio may occur if there are greater demands on dramas and television programs from customers.

However, commencing such project will be contingent on market demands at that specific time. If the Company sees that there are many customers interested in such project and there is potential to generate income for the Company, the Company will consider its commencement.

With regard to the “T-Lots Strategy” which will help the use of areas for greater benefits, the Company has many projects e.g. the use of space between Studios, the construction of triangle-shaped house used for movie/drama production, the development of land by the river to become a scene of a floating market, and the arrangement of space for staff hang-outs, parties, etc. In addition, an entrance/exit to the Project will be developed distinguishably, be easily noticeable as well as be appropriately valued to exemplify the international standards of the Company.

Objectives of the capital increase are as follows:

- (1) To pay certain loans granted by the financial institutions and to reduce obligations to interests payment;
- (2) To be ready to invest in the right moment for business operations. If the Company needs more funds to invest, the Company will be able to take out a loan from a financial institution in no time;
- (3) To develop the Studio Project in order to meet international standards; and
- (4) To be used as a circulating fund of the Company i.e. investment in equipment and equipment for Gear Head.

Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, then informed the Meeting on the overall current business operations and future business plans of the Company, which can be summarized as follows:

Overall Current Business Plan of the Company

The Company has already decreased its size by ceasing the operations of some businesses i.e. the Publishing Business and the Event-Organizing Business. The Company will instead focus on potential businesses to generate income for the Company as follows:

- (1) Business in providing services and in renting out equipment is operated by Gear Head Co., Ltd. under the bands ‘Gear Head’, ‘Handy Gear’ and ‘Cine

Gear'. Such business is in the process of marketing in Cambodia. In this regard, the Company is under the consideration process of guidelines for operating the business of offering services and renting equipment which would provide the most benefits;

- (2) The business of producing television programs is operated by the Company and has continuously been making profits. A list of television programs is, for example, Plod Nee etc.;
- (3) The business of post-production will be operated by Time Lapse Co., Ltd.; and
- (4) The business of renting out the Studio Park is detailed as previously provided.

The future business plan of the Company can be summarized as follows:

- (1) The business in providing services and in renting equipment is operated under the brands of 'Gear Head', 'Handy Gear' and 'Cine Gear'. The Company will focus on the upper market to which the Company has expertise. The Company will expand to new markets i.e. social media (viral advertisement/commercials), and develop other businesses as follows:
 - Service in infrastructure under the 'Happy Gear' brand;
 - Service in fixing and maintenance under the 'Gear Service' brand; and
 - Service in training staff under the 'Body Gear' brand.
- (2) For business in renting out the Studio Park (or Studio Park Project), the Company is planning on expanding its business to cover other related businesses to support the Studio Project e.g. catering, studios for television programs production, set-and-prop services, etc.

Mr. Surasak Sajjadeva, a shareholder and proxy-holder, suggested to the Meeting that the Company should issue a warrant in order to purchase the ordinary shares instead of performing capital increases by rights offering, because the Company does not spend money in an emergency. The issuance of such warrant will provide a better investment return to its shareholders than a capital increase by rights offering. In this regard, the offer price is Baht 2.00 which is similar to that of the market value, meaning that the minor shareholders will not receive any profit. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that the book value is equivalent to Baht 2.30. Therefore, the offer price of Baht 2.00 is reasonable. In addition, the Board of Directors and the Executive Committee considered on this point and concluded that this capital increase is the most appropriate solution to the Company.

There is no additional question from the shareholders. The Chairman informed the Meeting that in order for the Company to be able to increase its capital and allocate the newly issued ordinary shares through Rights Offering, the Company is required to reduce its registered capital by cancelling the authorized but unissued ordinary shares before the increase of its capital to another amount. Hence, the Company is required to reduce its registered capital from Baht 535,000,000 to Baht 531,629,851 by cancelling 3,370,149 authorized but unissued ordinary shares at a par value of Baht 1 each in compliance with the Public Limited Company Act B.E.2535 (as amended).

In addition, in order to be in compliance with the law, the Meeting of Shareholders is required to consider the amendment to Clause 4 of the

Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital as follows:

“Clause 4 Registered Capital of Baht 531,629,851 (Five Hundred Thirty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One Baht)

Divided into 531,629,851 shares (Five Hundred Thirty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)

With a par value of Baht 1 (One Baht) each

Categorized into

Ordinary shares 531,629,851 shares (Five Hundred Thirty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)

Preference shares - shares (- shares)”

The Chairman further proposed the Meeting to approve the reduction of the registered capital as well as the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital as aforementioned.

Resolution: The Meeting resolved by not less than three-fourths of the total number of votes of the shareholders attending and having the rights to vote at the Meeting that the reduction of the registered capital as well as the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the reduction of registered capital be approved as the Chairman proposed in all respects, with the votes of 275,596,046 votes approving (86.1556 percent of the total number of votes of the shareholders attending and having the rights to vote at the meeting), with 43,060,300 votes disapproving (13.4613 percent of the total number of votes of the shareholders attending and having the rights to vote at the Meeting), 1,225,413 votes abstaining (0.3831 percent of the total number of votes of the shareholders attending and having the rights to vote at the meeting) and 0 vote voided ballot(s)).

Agenda 3

To consider and approve the increase of the registered capital as well as the amendment to Clause 4 of Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital

The Chairman informed the Meeting that for the purpose of fund raising in accordance with the capital increase plan per the details as appeared in Agenda 2 above, the Company is required to increase its registered capital 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 at a par value of Baht 1 each to offer to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering). The details of capital increase are as appeared in the Information Memorandum regarding with the Allocation of New Ordinary Shares to Existing Shareholders and the Capital Increase Report Form (F53-4) which was sent to the shareholders together with the invitation to this meeting.

In addition, in order to be in compliance with the law, the Meeting of Shareholders is required to consider the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital as follows:

<p>“Clause 4 Registered Capital of Baht 781,629,851</p>	<p>(Seven Hundred Eighty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One Baht)</p>
<p>Divided into 781,629,851 shares</p>	<p>(Seven Hundred Eighty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)</p>
<p>With a par value of Baht 1</p>	<p>(One Baht) each</p>
<p>Categorized into</p>	
<p>Ordinary shares 781,629,851 shares</p>	<p>(Seven Hundred Eighty One Million Six Hundred Twenty Nine Thousand Eight Hundred Fifty One shares)</p>
<p>Preference shares - shares</p>	<p>(-shares)”</p>

Mr. Surasak Sajjadeva, a shareholder and proxy-holder, continued to ask the Meeting whether there will be a possibility that Board of Directors will change the means of the capital increases by issuing and offering the warrant. And Mr. Sarayu Thanathibhukanon, a shareholder, asked the Meeting on the issue of the use of capital increases in 2013. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed and clarified to the Meeting that the Company spent money from the capital increases in 2013 - approximately Baht 700 Million- on payment for land to be used as the location of the Studio Project and also on payment for construction of the studios; all of

which were approved by the extraordinary general meeting of shareholders. In this regard, such land is of a large scale, is in a good location and possesses high productivity value. Therefore, the Company must ask the Meeting to consider the approval of this capital increase for readiness in expanding and developing the business in the future. The issuance of a warrant may cause the Company not to be able to efficiently or appropriately respond to business opportunities in the future.

Mr. Maethee Anadirekkul, a shareholder and proxy-holder, opined to the Meeting that, (i) capital increases by rights offering were appropriate means to grant rights to minor shareholders to buy shares from such capital increases, and (ii) it is unnecessary to establish subsidiary companies in order to categorize types of businesses, providing that only setting up a group or a department in the Company is sufficient, and would lessen responsibilities of the accounting department by consolidating the financial statement. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, was thankful for the opinions of the respectful shareholders and later informed the Meeting that, according to the reports on types of businesses, some businesses are not in the form of a company limited e.g. ‘Handy Gear’ is only a brand under Gear Head Co., Ltd. The Company will carefully consider the importance of establishing a subsidiary company before carrying on each business.

Mr. Paiboon Passpanthong, a shareholder, asked to the Meeting on the respective issues as follows: (1) the prominent points of the Company’s Studio Project when compared to any incentives of other countries; (2) the pre-rent contract of the studios; and (3) the progress in considering for approval of the incentives of any production team entering into Thailand for making movies. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that: (1) Thailand has 3 prominent points i.e. (a) the lowest cost of production, (b) comfortable time and seasons in Thailand providing more opportunities in making movies, and (c) Thai staff possessing better abilities and being more skilled in making movies, compared to staff in other countries within the region; (2) the studio business differs from real estate business. Customers of the studio business must visit onsite and check the quality of the fully-built studio before enter into a pre-rent contract; and (3) as of today, the Thai Cabinet has already approved of incentives to be provided in Thailand. Amendment of the relevant laws is now proceeding.

Mr. Thara Chonpranee, a shareholder, asked the Meeting on 5 issues as follows: (1) Reasons why the Company refers to the Studio by using the English alphabet; (2) Internal rates of return which are expected to occur from this Studio Project; (3) Possibilities that the Company will bear responsibilities to the fee of bill payment; (4) Timeframe which the Studio Project will be completely built; and (5) Regular customers of the Company expected to use the studio. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that: (1) Since studio construction is as of today not complete, the official name of the studio has not yet been settled on. The Company has already assigned the marketing team to choose the appropriate name for the studio; (2) The internal rate of return for land development of 48 Rai is approximate 14.63 percent while the internal rate of return for the whole project of 216 Rai will be approximately 10.29 percent, excluding income from

the relevant and supporting businesses. In this regard, for each investment of the Company, the Executive Committee will consider investment return and gains from which the Company and the shareholders will receive; (3) The Company will consider the issue of fee for bill payment in the next capital increases (if any); (4) The Company will hold a ‘soft opening’ of the Studio Project in January 2017; and (5) “Head Gear” will be a major operator with access to foreign movie makers. At present, the Company has started providing some services of which feedback was somewhat good since the Studio Project of the Company is the first service operator in Thailand with international standards. In addition, the Company is marketing through the Department of International Trade which is also well supported.

Mr. Wichit La-or-sathienkul, a shareholder, asked to the Meeting on 2 issues as follows: (1) Problems on transportation of employees which may occur when the office is relocated; and (2) Incentives that the Company will receive from the Board of Investment of Thailand (BOI). Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that: (1) The Company proposes to subsidy Gear Head’s employees on transportation; and (2) The Company has already received the BOI certificate. Therefore, the Company is exempt from corporate income tax for 5 years and also from import duty of any equipment. In addition, the post-production business has also received such BOI certificate.

Mr. Kiartpol Mongkolcharoen, a shareholder, asked to the Meeting on the issue of investment return of shareholders, for example dividends, after the commencement of the Studio Project. Mr. Poomchai Wacharapong, Chief Executive Officer and Chairman of the Executive Committee, informed the Meeting that the Company has a policy to pay dividends at the rate of 40 percent out of the net profits under the conditions as set. In this regard, for the last 2 years, media business was in downturn. The Company is therefore planning on restructuring business for better business profits. As such, the Company will be able to pay dividend to shareholders under its policies.

Mr. Krairerk Pothiapiyarnvisut, a shareholder, opined to the Meeting that the period of increasing capital of the Company is inappropriate due to the Studio Project not generating income for the Company. He further provided that there is a high risk of gaining less investment return in this capital increase. Instead of increasing capital by rights offering, the Company should consider slowing down such capital increase or should consider issuing a warrant. Both are more appropriate. The Chairman informed the Meeting that these capital increases were carefully considered and it is the most appropriate and profitable means for the Company.

After that, the Chairman proposed the Meeting to consider and approve the increase of the registered capital as well as the amendment to Clause 4 of Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital as aforementioned.

Resolution: The Meeting resolved by not less than three-fourths of the total number of votes of the shareholders attending and having the rights to vote at the Meeting that the increase of the registered capital as well as the amendment to Clause 4 of Memorandum of Association of the Company with respect to the

registered capital to be in line with the increase of registered capital be approved as the Chairman proposed in all respects, with the votes of 272,525,797 votes approving (85.1930 percent of the total number of votes of the shareholders attending and having the rights to vote at the meeting), 47,245,465 votes disapproving (14.7692 percent of the total number of votes of the shareholders attending and having the rights to vote at the meeting), 121,100 vote abstaining (0.0379 percent of the total number of votes of the shareholders attending and having the rights to vote at the meeting) and 0 vote voided ballot(s)).

Agenda 4 To consider and approve the allocation of newly issued ordinary shares

The Chairman informed the Meeting that in order to be in compliance with the law, the Meeting of Shareholders is required to consider and approve the allocation of newly issued ordinary shares in the amount of 250,000,000 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 15 September 2016 (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 16 September 2016, in proportion to their respective shareholding (Rights Offering), at the offering price of Baht 2.00 per share, by ratio of 1 existing ordinary share to 0.4702 newly issued ordinary share at either one time offering or from time to time. In addition, 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 shall 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. If there are any shares remaining after the allocation as aforementioned, the Company shall propose the Shareholders' Meeting to consider and approve the reduction of registered capital by cancelling the authorized but unissued ordinary shares and/or determine any other appropriate ways accordingly. In addition, the existing shareholders wishing to subscribe for the newly issued ordinary shares in excess of their entitlement 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. In this regard, the subscription period for the existing shareholders will be determined as 3 to 7 October 2016 (5 business days).

The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized directors shall be empowered to consider, determine and/or modify the conditions and/or details with regard to the allocation and offer of such newly issued ordinary shares set out above, for example, the subscription period, payment, etc., the allocation and offering of newly issued ordinary shares at either one time or from time to time. The authorized person(s) shall also be empowered to sign any relevant documents and to do any other action which is necessary or appropriate for, or in connection with the issuance and offering as well as the allocation of newly issued ordinary shares including but not limited to providing information, submitting 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 allocation of newly issued ordinary shares and the authorization as aforementioned.

Resolution: The Meeting resolved by a simple majority vote of the total number of votes of the shareholders attending and casting their votes at the meeting that the allocation of newly issued ordinary shares and the authorization be approved as the Chairman proposed in all respects with the votes of 272,836,797 votes approving (85.2929 percent of the total number of votes of the shareholders attending and having the rights to vote at the meeting), 47,045,413 vote disapproving (14.7071 percent of the total number of votes of the shareholders attending and having the right to vote at the meeting), 10,152 votes abstaining and 0 vote voided ballot(s)).

Agenda 5 Other Business (if any)

No other business was proposed to the Meeting.

The Meeting closed at 03.50 p.m.

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

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

(Translation)

Information of Retiring Directors to be reappointed as Director

• Name	Mr. Akarat Na Ranong
• Age	62 years
• Position	Independent Director and Chairman of the Audit Committee
• Directorship	2010-Present
• Educational background	Master's Degree Business Administration (Management) , Marshall University, USA.
• Training for the Directors Courses	Audit Committee Program Director Accreditation Program Role of the Compensation Committee Director Certification Program Thai Institute of Director Association (IOD)
• Expert	Management , Finance
• Type of director proposed for appointment	Independent Director
• Professional experience	
1. Listed Company	
2010-Present	Independent Director and Chairman of the Audit Committee Matching Maximize Solution PCL.
2013-Present	Chairman of the Board Food Capital PCL.
2011-Present	Independent Director and Audit Committee Finansa PCL.
2001-Present	Independent Director Chairman of Audit Committee Nominating and Remuneration Committee Corporate Governance Committee Krungthai Card PCL.
2. Listed Company	
2015-Present	Independent Director and Chairman of Audit Committee KPN Acedemy Co.,Ltd.
2011-Present	Independent Director Chairman of Audit Committee Finansa Securities Limited
3. Other rival incorporation /and related business with the company	-None-

• Shareholding in the company	Common Share - Shares
• Number of meeting attended in 2016	Board of Director ' Meeting 11/12 times Board of Audio Committee's Meeting 6/6 times
• Litigation	-None-
• Interest in any Agenda Item proposed in the AGM	<u>Agenda 5</u> To consider and approve the appointment of director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the Director 's remuneration for 2017

(Translation)

Information of Retiring Directors to be reappointed as Director

• Name	Mr.Nuttawit Boonyawat
• Age	54 years
• Position	Director and Executive Committee
• Directorship	Apr 2014 - Present
• Educational background	Master of Science Abilene Christian University Texas, USA.
• Training for the Directors	Director Accreditation Program
• Courses	Thai Institute of Director Association (IOD)
• Expert	Management , Finance
• Type of director proposed for appointment	Director
• Professional experience	
1. Listed Company	
Apr 2014- Present	Director and Executive Committee Matching Maximize Solution PCL.
Jan 2015- Present	Advisor to the President Chief Executive Officer Bank of Ayudhya PCL.
Apr 2015 - Present	Director Eastern Star Real Estate PCL.
2. Listed Company	
Feb 2015- Present	Director Home Sukhumvit Co.,Ltd.
Aug 2013- Present	Director TV Digital HR Co.,Ltd.
Oct 2010 – Present	Director Grand Larn Luang Co.,Ltd.
Nov 1997- Present	Director K.S.Fortune Co.,Ltd.
3. Other rival incorporation/and related business with the company	-None-

• Shareholding in the company	Common Share - Shares
• Number of meeting attended in 2016	Board of Director ' Meeting 11/12 times Board of Executive Committee's Meeting 11/11 times
• Litigation	-None-
• Interest in any Agenda Item proposed in the AGM	<u>Agenda 5</u> To consider and approve the appointment of director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the Director 's remuneration for 2017

(Translation)

Information of Retiring Directors to be reappointed as Director

• Name	Mr. Sansrit Yenbamrung
• Age	58 years
• Position	Director and Executive Committee
• Directorship	Apr 2014- Present
• Educational background	Master of Business Administration in International Trade University of Texas at Sul Ross, USA.
• Training for the Directors Courses	-
• Expert	Engineer , Management
• Type of director proposed for appointment	Director
• Professional experience	
1. Listed Company	
Apr 2014 – Present	Director and Executive Committee Matching Maximize Solution PCL.
Dec 2004-Present	First Executive Vice President
Sep 2002-Nov 2004	Executive Vice President Bank of Ayudhya PCL.
2. Listed Company	
Feb 2015-Present	Chairman and Director Home Sukhumvit Co.,Ltd.
Apr 2014-Present	Director Media Studio Co.,Ltd.
Aug 2013-Present	Chairman and Chief Executive Officer TV Digital HR Co.,Ltd.
Sep 2002-Present	Chief Executive Officer Krungsri Ayudhya AMC Co.,Ltd.
3. Other rival incorporation/and related business with the company	-None-

• Shareholding in the company	Common Share - Shares
• Number of meeting attended in 2016	Board of Director ' Meeting 11/12 times Board of Executive Committee's Meeting 10/11 times
• Litigation	-None-
• Interest in any Agenda Item proposed in the AGM	<u>Agenda 5</u> To consider and approve the appointment of director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the Director 's remuneration for 2017

(Translation)

Definition of Independent Director

Qualifications of each independent director shall comply with the following criteria:

(a) holding shares not exceeding one per cent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;

(b) neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;

(c) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling persons of the company or its subsidiary;

(d) not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of application filing with the Office.

The term ‘business relationship’ aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million

Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

(e) neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

(f) neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of application filing with the Office;

(g) not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;

(h) not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

The Definition of Independent Director as aforementioned is equal to the minimum requirements of the Capital Market Supervisory Board.

(F 53-4)

Capital increase report form
Matching Maximize Solution Public Company Limited

22 February 2017

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

1. Capital increase

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

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

2. Allotment of new shares

2.1. Specifying the purpose of utilizing proceeds

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

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

1. Allocate the newly issued ordinary shares not exceeding 137,600,899 shares with a par value of Baht 1.00 each to the existing shareholders of the Company (Right Offerings) with the following conditions:
 - 1.1 The offering price of Baht 2.00 per share, by ratio 1 existing share to 0.213656 newly issued ordinary shares.
 - 1.2 The existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issues shares in excess of their entitlement, the remaining shares will be allocated to each shareholder wishing to subscribe for the newly issued ordinary shares in excess of their rights on a pro rata basis which shall be based on the shareholding proportion. The process would be repeated until there are no remaining shares available.
 - 1.3 If there are any shares remaining after the allocation as aforementioned, the Company shall propose the Shareholders' Meeting to consider and approve the reduction of registered capital by cancelling the authorized but unissued ordinary shares and/or determine any other appropriate ways accordingly.
 - 1.4 In this regard, the Company has set the subscription and payment period which is preliminarily determined as 11-12 and 15-17 May 2017. However, the right to subscribe newly issued ordinary shares is not confirmed until having an approval by the Annual General Shareholders' Meeting 2017.
 - 1.5 Any fraction of shares remaining from allotment shall be disregarded.
 - 1.6 The existing shareholders of the Company whose names appear in the share register book as of 12 April 2017 (Record Date), and collecting shareholders' names pursuant to section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book on 17 April 2017 will be entitled to obtain the right to purchase the newly issued Company's ordinary shares.
 - 1.7 The Board of Directors and/or the authorized directors and/or the person(s) entrusted by the Board or the authorized directors shall be empowered to consider, determine and/or modify the conditions and/or details with regard to the allocation and offer of such newly issued ordinary shares set out above, for example, the subscription period, the payment, etc., the allocation and offering of newly issued ordinary shares at either one time or from time to time. The authorized person(s) shall also be empowered to sign any relevant documents and to do any other action which is necessary or appropriate for, or in connection with the issuance and offering as well as the allocation of newly issued ordinary shares including but not limited to provide information, submission of documentary evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce and any other relevant authorities as well as listing such newly issued shares on the Stock Exchange of Thailand
- 2.2. The Company's plan in case where there is a fraction of shares remaining

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

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

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

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

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

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

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

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

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

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

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

7.1 Dividend policy

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

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

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

-None-

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

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

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

(Mr.Somboon Cheewasutthanon)
Director

(Mr.Poomchai Wacharapong)
Director

(Authorized directors sign with the Company's stamp)

**Information Memorandum regarding with the Allocation of New Ordinary Shares
to Existing Shareholders**

Matching Maximize Solution Public Company Limited

22 February 2017

The Board of Directors' Meeting of Matching Maximize Solution Public Company Limited ("Company" or "MATCH") No. 2/2017 held on 22 February 2017 has passed the resolution to propose the shareholder to approve the offering newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Right Offering). The details are as follows:

1. Offering Details

Offering for 137,600,899 new ordinary shares with par value of Baht 1.00 each to existing shareholders in proportion to their respective shareholdings (Right Offering) at the ratio of 1 existing share to 0.213656 newly issued ordinary shares at the offering price Baht 2.00 per share. In addition, the existing shareholders are entitled to subscribe the newly issued shares in excess of their entitlement only if the shares remain after the allocation to all existing shareholders in proportion to their respective shareholdings. In the event that the amount of remaining shares are less than the demand of existing shareholders who wish to subscribe the newly issues shares in excess of their entitlement, the remaining shares will be allocated to each shareholder wishing to subscribe for the newly issued ordinary shares in excess of their rights on a pro rata basis which shall be based on the shareholding proportion. The process would be repeated until there are no remaining shares available.

The existing shareholders of the Company whose names appear in the share register book as of 12 April 2017 (Record Date), and collecting shareholders' names pursuant to section 225 of the Securities and Exchange Act B.E. 2535 by closing the share register book on 17 April 2017 will be entitled to obtain the right to purchase the newly issued Company's ordinary shares. However, the right to subscribe newly issued ordinary shares is not confirmed until having an approval by the Annual General Shareholders' Meeting 2017. The subscription period shall be preliminarily determined as 11-12 and 15-17 May 2017.

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

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

2. Purpose of Share Issuance and Capital Utilization Plan

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

3. Shareholder Effects from Share Issuance

3.1 Price Dilution

$\text{Price Dilution} = (\text{Market Price} - \text{Market Price after offering}) / \text{Market Price}$
--

whereby:

Market Price = The weighted average market price 15 business days prior to the Board of Directors Meeting dated 22 February 2017 (during 31 January – 21 February 2017) which is equivalent to 2.07 Baht per share (Data from SETSMART)

Market Price after offering = $[(\text{Market Price} \times \text{Paid-up Shares}) + (\text{New Shares Offering Price} \times \text{New Shares})] / (\text{Paid-up Shares} + \text{New Shares})$

= $[(2.07 \times 644,028,952) + (2 \times 137,600,899)] / (644,028,952 + 137,600,899)$

= 2.06 Baht per share

Price Dilution = 0.48 %

Therefore, if all existing shareholders have subscribed all theirs according to their rights after issuing and offering newly issued ordinary shares, the price dilution is equal to 0.48%.

3.2 Earnings per Share Dilution

$$\text{EPS Dilution} = (\text{EPS before offering} - \text{EPS after offering}) / \text{EPS before offering}$$

whereby:

$$\begin{aligned} \text{EPS before offering} &= \text{Net Loss for the year 2016}^{/1} / \text{Paid-up Shares} \\ &= (65,828,501) / 644,028,952 \\ &= (0.10) \text{ Baht per share} \end{aligned}$$

$$\begin{aligned} \text{EPS after offering} &= \text{Net Loss for the year 2016}^{/1} / (\text{Paid-up Shares} + \text{New Shares}) \\ &= (65,828,501) / (644,028,952 + 137,600,899) \\ &= (0.08) \text{ Baht per share} \end{aligned}$$

$$\text{EPS Dilution} = 20.00 \%$$

Remark: ^{/1} Net loss attributable to owners of the parent for the year ended 31 December 2016

Therefore, if all existing shareholders have subscribed all theirs according to their rights after issuing and offering new ordinary shares, the EPS dilution is equal to 20%.

4. Opinion of the Board of Directors

The Board of Directors of the Company has considered and given the opinions regarding with the capital increase as follows:

4.1. Reason and necessity of capital increase

The capital increase is aimed to restructure financial position by investing in The Studio Park Thailand (Former New Home Project) which will provide long term benefit to the Company and shareholders.

4.2. Feasibility of the plan for utilizing proceeds received from the offering

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

4.3. Reasonability of the increase of capital, the plan for utilizing proceeds received from the offering

The capital increase and the proceeds utilization plan are reasonable and corresponding to the current Company's development project.

4.4. Effect on the business operation, financial position, and company performance

The proceeds received from the capital increase will be used to expand business as planned, reduce debt burden, and strengthen the financial status which will enable the Company to pursue the sustainable business operation.

5. Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in case that such performance of duty causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E. 2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

By considering the fact and reason above, the Board of Directors has resolved to approve the capital increase agenda of the Company.

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

(Mr.Somboon Cheewasutthanon)
Director

(Mr.Poomchai Wacharapong)
Director

**Guideline for the appointment of proxy to attend the Shareholders' Meeting,
the registration, and evidence to be presented on the date of
the Annual General Meeting of the Shareholders for the year 2017**

All shareholders and proxies are requested to bring their invitation letter, proxy form and other required documents to register their attendance of the Annual General Meeting of Shareholders for the year 2017 on 3 April 2017 of Matching Maximize Solution Public Company Limited (the “**Company**”).

1. Documents Required Prior to Attending the Meeting

For Individuals

1. Self-Attending

Valid identification issued by governmental authorities e.g. identification card, governmental identification card, driver's license or passport, including evidence of change of name or last name (if any).

2. Proxy

- 2.1 One Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Certified true copy of valid identification of the Shareholder as specified in Item 1 for individuals.
- 2.3 Valid identification of the Proxy as specified in Item 1 for individuals together with its certified true copy.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

- 1.1 Valid identification of the authorized director(s) as specified in Item 1 for individuals.
- 1.2 Certified true copy of shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized director(s). The certificate must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.

2. Proxy

- 2.1 One Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Certified true copy of Shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized director(s). The certificate must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.

- 2.3 Certified true copy of valid identification of the authorized director(s) signing the Proxy Form as specified in Item 1 for individuals.
 - 2.4 Valid identification of the Proxy as specified in Item 1 for individuals together with its certified true copy.
3. Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy
 - 3.1 Document from Custodian
 - a. Proxy Form (Form C.) (available to be downloaded from the Company's website www.matchinggroup.com) completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, affixed with the stamp duty.
 - b. Certified true copy of a document confirming that the Custodian has the permission to conduct the Custodian business by the Custodian's authorized person(s).
 - c. Certified true copy of Custodian's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized person(s). The certificate must show a statement that the authorized person(s) has the authority to act on behalf of the Custodian.
 - d. Certified true copy of valid evidence of the authorized person(s) signing the Proxy Form as specified in Item 1 for individuals.
 - 3.2 Document from the Shareholder
 - a. Power of Attorney from the Shareholder assigning the Custodian to execute the proxy on his/her behalf.
 - b. Certified true copy of Shareholder's Certificate of Registration issued no longer than 6 months by the authorized director(s). The certificate must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person which is the Shareholder.
 - c. Certified true copy of valid evidence of the authorized director(s) signing the Power of Attorney as specified in Item 1 for individuals.
 - 3.3 Valid evidence of the Proxy as specified in Item 1 for individuals.

In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

4. For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No.3)

Please provide the documents in accordance with the above items no. 1 or 2, as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the authorized director(s) of the Shareholder (in case of juristic persons) shall be required.

2. Proxy Form

The Company attached Proxy Form (Form B) by Department of Business Development, Ministry of Commerce to the invitation letter to shareholders' meeting and uploaded Proxy Form (Form A and Form C) on the Company's website (www.matchinggroup.com). The type of each Proxy form is as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form
- Form C : Custodian Proxy Form

The shareholder who is not able to attend the meeting may appoint a person by Proxy, as follows:

- (1) Shareholders other than foreign shareholders appointing a Custodian in Thailand as their proxy shall complete either Proxy Form A or Form B. Foreign shareholders appointing a Custodian in Thailand as their proxy may choose to use either Proxy Form A, Form B, or Form C. In any case, each Shareholder shall complete **only one** of the above Proxy Forms;
- (2) Authorizing a person to attend and vote at the Meeting on behalf of the shareholder not able to attend by specifying the name with details of the person or an Independent Director of the Company (as attached) to be the shareholder's proxy and sign the form as the Grantor;
- (3) Affixing Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Submitting the completed Proxy Form to the Legal Department of the Company by 29 March 2017 or half an hour before the Meeting starts for document verification.

In this regard, the Shareholder shall authorize only one Proxy to cast votes equal to the shares held by him/her and cannot allocate his/her shares for divided votes, with the exception of foreign shareholders appointing custodian in Thailand as their proxy where the shares can be divided for allocation of the votes.

3. Meeting Registration

The commencement for registration to attend the Meeting will be not less than 1 hour before the Meeting, or from 9.00 hours on 3 April 2017 at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok. Please refer to the map attached.

4. Voting

1. Voting Regulation

- (1) Voting for each agenda item will use the voting ballot system where one share will count as on vote. Shareholders or proxies shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote, with the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.

- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the Proxy shall be authorized to consider and vote on such matter on behalf of the Shareholder as deemed appropriate.

2. Voting Procedures

The Chairman shall inform the Meeting of the voting procedures as follows:

- (1) The Chairman will propose the Meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies of Proxy Form A shall vote in the voting ballot provided during registration, by marking in only one of the boxes agree disagree or abstain.
- (3) For proxy of Proxy Form B and Form C, the Company shall count the votes as specified by the Shareholder.

3. Resolution of the Meeting

- General case: Majority vote of the Meeting
 - Other case which the laws or the Company's Articles of Association provide otherwise: The resolution shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before the voting of each Agenda.
- (1) In case of a tie vote, the Chairman of the Meeting shall have an additional vote as the deciding vote.
 - (2) Any Shareholder or Proxy having any special interest in a matter shall not be permitted to vote on such matter except for voting on election of the Directors, and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting.

4. Counting and Announcement of the Vote

The vote count shall be done immediately and the Chairman shall announce the results of the vote count in every agenda.

* Please return all voting ballots for all agendas to the Company's officers when the meeting is completed.

The Company's Articles of Association which are relevant to the shareholders' meeting and voting exercise

Article 15. All directors must be elected and appointed by simple majority votes of a shareholder meeting pursuant to the following rules and procedures:

- (1) each of the shareholders shall have 1 vote per 1 share;
- (2) in the election of directors, any shareholders may vote either for each director individually or for several directors as a group or may vote by other means as they deem appropriate, provided always that each of the shareholders must exercise his/her/its voting right pursuant to the number of the total votes he/she/it has under (1) above whereby the number of such votes may not be split for more than one director or group of directors; and
- (3) the persons and the number of persons who shall be elected and appointed as directors shall be based on the order of maximum number of votes each of such persons may obtain and the total number of directors the Company may have or, as the case may be, the number of directors for such time of appointment. In the event that there are persons obtaining equal number of votes at the next order of maximum number of votes and the number of such persons with equal votes is more than the number of directors to be appointed at such time, the Chairman shall also have a casting vote there for.

Article 16. At every annual general meeting, one third of the directors shall retire. If the number of directors to be retired cannot be divided as such one-third, the number of directors closest to one-third shall retire.

In the first and second year after the registration of conversion to a public company is made, the directors retiring from office shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. In this connection, should there be several directors, holding the office longest, with equal term and the number of such directors be more than the number of directors needed to be retired, such directors shall retire by drawing lots. A director retiring from office as such may be re-elected.

Article 29. The Board of Directors shall call a shareholder meeting, which is an annual ordinary general meeting of shareholders, within 4 months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meeting. The Board of Directors may call an extraordinary general meeting of shareholders at any time as the Board deems appropriate. In addition, shareholders holding shares amounting to not less than 1/5 of the total number of shares sold or shareholders numbering not less than 25 persons holding shares not less than 1/10 of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall have to be clearly stated in such request. In such event, the Board of Directors shall have to proceed to call a shareholder meeting to be held within 1 month of the date of receipt of such request from the said shareholders.

Article 30. To call a general meeting, the board of directors shall draft a notice of the summoning of a general meeting and specify the place, the day and the hour of the meeting and the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the board's opinion on the topics. The notice of summoning of a general meeting shall be sent to the shareholders not later than seven days before the date of the meeting and published in a local newspaper for three days consecutively and three days before the date fixed for the meeting.

The board of directors or person designated by the board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or branch of the company is located or other provinces nationwide as the board of directors deem appropriated.

Article 31. At the general meeting, a shareholder may authorize another person to attend and vote in the meeting as a proxy. A written authorization or proxy must be dated and signed by the authorizing shareholder and conform to the format prescribed by the Share registrar.

The written authorization shall be submitted to the chairman of the board of directors or a person to be named at the meeting before the proxy attends the meeting.

Article 32. In order to constitute a quorum of a shareholder meeting, there shall be shareholders and proxies (if any) attending amounting to not less than 25 persons or not less than one half of the total number of shareholders and in either case, such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold by the Company.

At any shareholder meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice for calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In this subsequent meeting, a quorum is not required.

Article 33. The Chairman of the Board of Directors shall be the chairman of the shareholder meetings. If the Chairman of the Board is not present at a meeting or cannot perform his or her duty, and if there is a Vice-Chairman of the Board, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 34. The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the law and the Articles of Association of the Company relating to meeting and to follow the sequence of the agenda specified in the notice for calling the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than 2/3 of the number of the shareholders present at the meeting.

Article 35. In voting in a shareholder meeting, one share is entitled to one vote. Any shareholder having special interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Voting shall be made openly unless at least 5 shareholders request a secret vote and the meeting resolved accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

Article 36. A resolution of the shareholder meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who have the right to vote and attend the meeting. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than 3/4 of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or material parts of the business of the Company to other person(s);
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) the amending to the Memorandum or Articles of Association of the Company;
 - (e) the increase or reduction of the capital of the Company;
 - (f) the issuance of the Company's debentures;
 - (g) the amalgamation of the Company; or
 - (h) the dissolution of the Company.

Article 37. The businesses to be considered and transacted in the annual ordinary general meeting are as follows:

- (1) to consider the report of the Board of Directors presented to the meeting in respect of operational result of the Company in the last year;
- (2) to consider and approve the balance sheet and profit and loss statements;
- (3) to consider and approve the allocation of profits and dividend distribution;
- (4) to consider and elect the directors in replacement of those retired by rotation;
- (5) to appoint the auditor and determine the auditing fee; and
- (6) other business.

Article 43. The Company may not announce for any payment of dividends unless a resolution as to such payment of dividends was passed by the shareholder meeting or the Board of Directors meeting. In case of interim payment of dividends, dividends shall be paid only from out of profits.

Payment of dividends shall be made within 1 month of the date of the resolution of the shareholder meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for not less than 3 consecutive days.

Article 47. The Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

In addition to the aforementioned reserve fund, the Board of Directors may also propose to the shareholder meeting for passing resolution, allocating other reserve fund if the Board deems that it will be an interest of the Company.

Article 51. The Board of Directors shall prepare and present to the annual general meeting of the shareholder for approval a balance-sheet and profit and loss statements as of the ending date of the Company's fiscal year. In this connection, the Board shall also have such balance sheet and profit and loss statements audited by auditor(s) prior to submitting to the shareholder meeting.

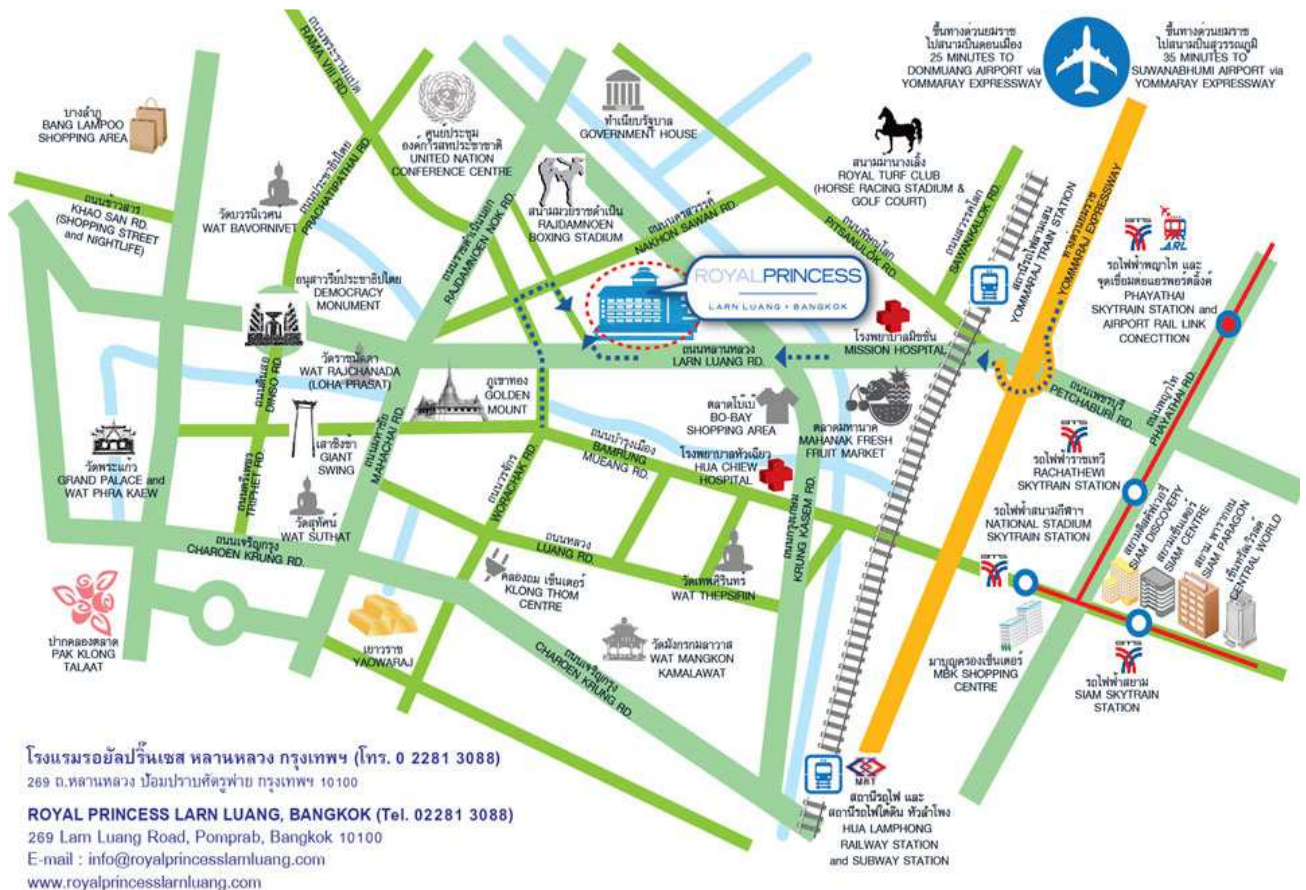
Article 54. The annual general meeting shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed.

Article 55. The auditor may be a shareholder of the Company, but shall not be a director, officer, employee or person holding any position or having any duty in the Company.

Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2017

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director Audit Committee Nomination and Remuneration Committee
Age	:	51 years
Address	:	54 Soi Ramkhamhaeng 58/3 sepsrstion 4 Hua Mak, Bangkapi , Bangkok 10240
Family relationship with executives of the Company	:	None
Education background	:	Master of Business Administration (MBA), Bangkok University Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A.
Training relating to role and duties of director	:	Director Accreditation Program Audit Committee Program Successful Formulation & Execution of Strategy How to Measure the Success of Corporate Strategy Anti-Corruption : The Practical Guide Director Certification Program Thai Institute of Directors Association (IOD)
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the Year 2017 for consideration	:	Agenda 6 To consider and approve the directors' remuneration for 2017

**Location map of the meeting's venue of
the Annual General Meeting of Shareholders 2017
At Rachadamnoen Hall , Royal Princess Larn Luang Hotel , Bangkok
269 Larn Luang Road, Pomprab , Bangkok.**



แบบหนังสือมอบฉันทะ แบบ ข.

Proxy (Form B.)

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

(Ref : Notification of Business Develop Department of Re : Proxy Form (No.5) B.E.2550)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Address Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท แม็ทซิ่ง แม็กซิไมซ์ โซลูชั่น จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Matching Maximize Solution Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and having the right to vote equal to votes as follows

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.4

(1) อายุ ปี
age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Postal Code or

(2) อายุ ปี
age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Postal Code or

(3) อายุ ปี
age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง.....

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2560
 Anyone of the above as my/our proxy holder to attend and vote at the 2017 Annual General Meeting of Shareholders

ในวันที่ 3 เมษายน 2560 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
 to be held on 3 April 2017 time 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , Bangkok, 269 Larn Luang Road, Pomprab , Bangkok

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- (1) วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559 เมื่อวันที่ 7 กันยายน 2559
 Agenda Item 1 Subject To consider and adopt the minutes of the Extraordinary General Shareholder Meeting No.1/2016 held on 7 September 2016
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2 เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2559
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2016
- หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ
 Remark This matter is for acknowledgement. The resolution is not required.
- วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไรขาดทุน) ของบริษัท สำหรับปีบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2559 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้ว และรับทราบรายงานของผู้สอบบัญชี
 Agenda Item 3 Subject 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
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4 เรื่อง พิจารณาและอนุมัติงบจัดการจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2559
 Agenda Item 4 Subject To consider and approve no appropriation of profit as the legal reserve and no dividend payment from the operating results of the year 2016
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 5 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่ออกตามวาระ
Agenda Item 5 Subject To consider and approve the appointment of directors replacing those who retire by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งชุด
Vote for all the nominated candidates as a whole.
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominee.
1. ชื่อกรรมการ นายอัศวรัตน์ ณะรอง
The director's name Mr. Akarat Na Ranong
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายณัฐวิทย์ บุญยะวัฒน์
The director's name Mr. Nuttawit Boonyawat
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ นายสรสรสุดี เย็นบำรุง
The director's name Mr. Sansrit Yenbamrung
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2560
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2017
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7 เรื่อง พิจารณาและอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2560
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2017
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8 เรื่อง พิจารณาอนุมัติการจัดสรรและเสนอขายหุ้นสามัญเพิ่มทุนส่วนที่เหลือจากการเสนอขายตามมติที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559 ให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Rights Offering)
Agenda Item 8 Subject 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

หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
นายกมล รัตน์ไชย
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 8)

Remarks :

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form B. as attached.
4. The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
Mr. Kamol Ratanachai
(Information of independent directors were shown in the Enclosure 8)

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Allonge of Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท แมทซิ่ง แมกซิไมซ์ โซลูชั่น จำกัด (มหาชน) (บริษัท)**
The appointment of proxy by the shareholder of **Matching Maximize Solution Public Company Limited (“The Company”)**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560
At the 2017 Annual General Meeting of Shareholders

ในวันที่ 3 เมษายน 2560 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
to be held on 3 April 2017 time 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang ,
Bangkok, 269 Larn Luang Road, Pomprab , Bangkok

หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่น
or any adjournment at any date, time and place thereof.

-
- (1) วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(2) <input type="checkbox"/> วาระที่	เรื่อง	เลือกตั้งกรรมการ (ต่อ)	
Agenda Item	Subject	To approve the appointment of new directors (Continued)	
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain
	ชื่อกรรมการ	
	Director's name		
	<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
	Approve	Disapprove	Abstain