

**INVITATION TO THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
MATCHING MAXIMIZE SOLUTION PUBLIC COMPANY LIMITED**

Wednesday 24 April 2024 at 10.00 a.m.

Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok,
269 Larn Luang Road, Pomprab, Bangkok 10100

Registration starts at 9.00 a.m.

Please bring the Notification of Meeting with barcode to the meeting



No souvenirs shall be distributed so as to comply with the transparency and corporate governance policies about reduction/cancellation of souvenir distribution in AGMs.

Privacy Notice for the Meeting of Shareholders

Matching Maximize Solution Public Company Limited (“the **Company**”) attaches great importance to the personal data of the shareholders and/or their proxies, and has therefore prepare a privacy notice for shareholders, investors and potential investors to inform the details about the collection, use, and disclosure of personal data to the shareholders, investors and potential investors as the owner of the personal data in accordance with the laws on personal data protection. Such notice is published on the Company’s website (www.matchinggroup.com). The details in relation to the shareholders’ meeting to be informed to you as the owner of personal data are as follows:

1. The Collected Personal Data

It is necessary for the Company to collect your personal data that is submitted to the Company i.e. name, surname, address, telephone number, photo, identification card number, shareholders’ registration number and information on the use of electronic systems such as Email.

The Company may record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as sensitive data. The Company has no intention to collect such sensitive data and you can redact such data accordingly.

2. The Collection of Personal Data

For the direct collection of your personal data, the company shall use the personal data only as necessary and only in accordance with the specified purposes. However, the company may collect your personal data from any other sources, such as securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures prescribed by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your personal data for the following purposes:

3.1 For convening the shareholders’ meeting, attendance of the shareholders’ meeting and management of shareholders’ meeting, e.g. registration for the meeting, recording of votes, etc.;

3.2 For recording of images, sounds and/or videos during the shareholders’ meeting for the purpose of disseminating the shareholders’ meeting via the Company’s website and other communication channels of the Company, or for the meeting attendees to be able to view it later, or for public relations purposes for the benefits of the Company or for the benefits of the attendees;

3.3 To record the shareholders’ meeting and prepare the minutes of the shareholders’ meeting to be sent to relevant authorities such as the Department of Business Development, Stock Exchange of Thailand, legal advisors of the Company, shareholders, including dissemination of details on the Company’s website and other communication channels of the Company.

4. The Personal Data Retention Period

The Company will retain your personal data only for the duration necessary for the purposes of the collection, use and disclosure your personal data as provided in this Privacy Notice.

If it is not possible to specify the personal data retention period, the Company will retain the personal data for the duration as may be expected per data retention standards (e.g. the maximum legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of personal data (“Data Subject”), you have the rights as stipulated in the Personal Data Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your personal data, the right to correct, delete or destroy your personal data, the right to request suspension of the processing of your personal data, the right to transfer your personal data according to the measures stipulated by law, the right of complaint and the right to object to the collection, use and disclosure of your personal data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose personal data to other persons, juristic persons or regulatory authorities, who work in cooperation with the Company to the extent necessary for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of competent officials.

7. Contact channels

Enquires or questions on the personal data protection can be addressed to the following channels: **Matching Maximize Solution Public Company Limited**, 305/12 Soi Sukhothai 6, Sukhothai Rd., Dusit sub-district, Dusit district, Bangkok 10300 Tel: 02-669-4200 or **Data Protection Officer (DPO)**, e-mail: dpo@mmsbangkok.com



(Translation)

MMS-CS67/003

20 March 2024

Re: Invitation to the Annual General Meeting of Shareholders for the year 2024

To: Shareholders of Matching Maximize Solution Public Company Limited

- Enclosures:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2023 held on 26 April 2023
 2. The 2023 Annual Registration Statement / Annual Report (56-1 One Report) comprising of copies the audited Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2023 in electronic form of QR Code as appeared in the Notice of Meeting with barcode
 3. Names and profiles of directors who are nominated to be reappointed as the Company's directors for another term as well as definition of independent directors
 4. Table of the comparison of Articles of Association proposed for the amendment
 5. 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 2024
 6. The Company's Articles of Association which are relevant to the Shareholders' Meeting and voting exercise
 7. 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 2024
 8. Location map of the Meeting's venue of the Annual General Meeting of Shareholders for the year 2024 and
 9. 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 2024 on 24 April 2024 at 10.00 hrs. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok Metropolis 10100 to consider the following agenda.

In compliance with the Good Corporate Governance Principles, the Company has provided the opportunity for the shareholders to propose agenda of the Meeting in advance through the news system of the Stock Exchange of Thailand (the "**SET**") and on the Company's website during the period from 22 September 2023 to 31 December 2023. For this Meeting, no shareholder proposed any agenda in advance.

Agenda 1 **To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2023 held on 26 April 2023**

Facts and rationale The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2023 held on 26 April 2023, 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 Annual General Meeting of Shareholders for the year 2023 held on 26 April 2023. 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 Annual General Meeting of Shareholders for the year 2023 held on 26 April 2023, was correctly recorded and should be proposed to the 2023 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 2023**

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2023, which is shown in the 2023 Annual Registration Statement/ Annual Report (56-1 One 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 2023 should be proposed to the 2023 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 2023 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 which were reviewed by the Audit Committee and audited by the certified auditor 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 2023 as appeared in the 2023 Annual Report (56-1 One 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 2023 which were reviewed by Audit Committee and audited by the certified auditor 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 2023

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's operating results for the fiscal year ending on December 31, 2023 (according to the separate financial statements ending on December 31, 2023, which have been audited by a certified auditor), show that the Company still has retained losses. The Board of Directors therefore propose to the Annual General Meeting of Shareholders as follows:

1. No appropriation of profit as the legal reserve; and
2. No dividend payment from the operating result of the year 2023.

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 2024 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 2024, namely:

1. Mr. Chatrapee Tantixalerm Independent Director and Audit Committee
2. Mr. Neil Wayne Thompson Director
3. Mr. Komkrit Sirirat 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 the news system of the SET and announcement on the Company's website from 22 September 2023 to 31 December 2023 so that the Nomination and Remuneration 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 and the director(s) nominated to be appointed as the independent director(s) is able to independently make an opinion pursuant to the relevant rules and regulations. Therefore, the Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to nominate all 3 directors to be reappointed as the Company's directors for another term. The nominated persons have been scrutinized in accordance with the process specified by the Company and have qualifications in accordance with relevant rules and regulations as well as are well-suited to the business of the Company.

The Board of Directors has considered that the person who was nominated as the independent director possesses the qualifications in accordance with the laws related to requirements of independent directors.

The name, profile and other positions of directors who are due to retire by rotation and the person who 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 according to Article 15 of the company's Articles of Association.

Agenda 6 To consider and approve the directors' remuneration for 2024

Facts and rationale

The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2024 and proposed at the Board of Directors' Meeting to consider and approve to propose to the Shareholders' Meeting. 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 Board of Directors (according to recommendation and approval of the Nomination and Remuneration Committee) deems it appropriate to determine the directors' remuneration for the year 2024 as follows:

Monthly remuneration (per person)

Board of Directors

Chairman of the Board	Baht 60,000
Director	Baht 30,000

Other Sub-Committees

Chairman	Baht 30,000
Committee	Baht 20,000

Nomination and Remuneration Committee and Corporate Governance Committee will not receive the monthly remuneration.

Meeting Allowance (per person per meeting)

Nomination and Remuneration Committee

Chairman of Nomination and Remuneration Committee	Baht 30,000
Nomination and Remuneration Committee	Baht 20,000

Corporate Governance Committee

Chairman of Corporate Governance Committee	Baht 30,000
Corporate Governance Committee	Baht 20,000

The Board of Directors and other Sub-Committees will not receive the meeting allowance.

The Company currently has a sub-committee consisting of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance Committee. In case a member of other sub-committees is a Director of the Company, such person will also be paid the remuneration for being the Director.

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

Comparison Table of Directors' Remuneration

Monthly remuneration (per person)

Position	Unit: Thai Baht	
	Year 2024 (Proposed Year)	Year 2023
<u>Board of Directors</u>		
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<u>Sub-Committees</u>		
<u>Audit Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000
<u>Executive Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000

Meeting Allowance (per person per meeting)

Position	Unit: Thai Baht	
	Year 2024 (Proposed Year)	Year 2023
<u>Sub-Committees</u>		
<u>Nomination and Remuneration Committee</u>		
Chairman	30,000	30,000
Committee	20,000	20,000
<u>Corporate Governance Committee</u>		
Chairman of Corporate Governance Committee	30,000	30,000
Corporate Governance Committee	20,000	20,000

Board's opinion

The Board of Directors is of the opinion that the directors' monthly remuneration for the year 2024 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 2024

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 his/her 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. Ms. Wandee Leevorawat, Certified Public Accountant no. 4625; and/or
2. Mr. Kan Tanthawirat, Certified Public Accountant No.10456; and/or
3. Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31 December 2024. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2024.

None of the proposed auditors has any relationship with and/or interest in the Company, its subsidiaries, executives, major shareholders or 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 seven fiscal years.

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 2024. The auditors' remuneration for auditing the Financial Statements of the Company are fixed at the rate of Baht 940,000. (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 1,355,850; therefore, the total auditors' fee is Baht 2,295,850). 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 an auditing firm with international standards, and is thus able to prepare the Financial Statements of the Company and its subsidiaries in due time as required by law.

The details of the audit remuneration comparing those in the fiscal year ended as at 31 December 2023 and the fiscal year ended as at 31 December 2024 are as follows:

Comparison Table of Auditor's Remuneration

Name of the companies	The fiscal year ended at 31 December 2024 (Baht)		The fiscal year ended at 31 December 2023 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
Matching Maximize Solution Public Company Limited	940,000	-	879,750	-
Subsidiaries (for information only)	1,355,850		1,355,850	
Total	2,295,850	-	2,235,600	-

Audit Committee's opinion

The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of Ms. Wandee Leevorawat , certified public accountant no. 4625, and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456; and/or Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2024, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 940,000.

Board's opinion

The Board of Directors is of the opinion that the appointment of Ms. Wandee Leevorawat , certified public accountant no. 4625, and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456; and/or Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435, of PricewaterhouseCoopers ABAS Ltd. and/or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by the

PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2024, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 940,000, 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 amendment to the Articles of Association of the Company

Facts and rationale Since the Public Limited Companies Act B.E. 2535 (as amended) was amended by adding more rules and regulations regarding to the way to organize the Board of Directors meeting and shareholders meeting through electronic means to keep up with current technological changes and advancements. The Board of Directors is of the opinion that the approval of the amendment of the company's Articles of Association by adding 1 article which is Article 5/1 and amending 6 articles which are Articles 25, 26, 29, 30, 31, and 43 should be proposed to the Annual General Meeting of Shareholders for approval according to the details attached in the table of comparison of Articles of Association proposed for amendment as per Enclosure 4.

Board's opinion The Board of Directors is of the opinion that the approval of the amendment to the company's Articles of Association by adding 1 article which is Article 5/1 and amending 6 articles which are Articles 25, 26, 29, 30, 31, and 43 should be proposed to the Annual General Meeting of Shareholders for approval.

Remark This Agenda requires an affirmative resolution of a vote of not less than three-fourths of the shareholders present at the Meeting and are eligible to vote.

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 2024 as appeared in Enclosure 5. The Company will conduct the Meeting in accordance with the Company's Articles of Association as appeared in Enclosure 6. 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 7 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 No. 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok, 10300 within 17 April 2024 or at least half an hour before the Meeting in order to enable the Company to review the documents in time of the Meeting.

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 determined the Record Date on which the shareholders have the rights to attend the Annual General Meeting of Shareholders for the year 2024 on 7 March 2024.

Please be informed that the shareholders and proxies can register for the Meeting attendance starting from 9.00 hrs. on the Meeting date at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok 10100.

Sincerely Yours,
Matching Maximize Solution Public Company Limited



(Mr.Chayanont Uliit)
Chief Executive Officer



MMS-CS67/006

27 March 2024

Subject: Amendment of the Board of Director's Opinion as specified in the invitation to the 2024 Annual General Meeting of Shareholders.

To: Shareholders of Matching Maximize Solution Public Company Limited

As Matching Maximize Solution Public Company Limited (the "**Company**") has sent the invitation to the 2024 Annual General Meeting of Shareholders to all shareholders since 20 March 2024 (the "**Meeting Invitation Letter**"), it has appeared that on 25 March 2024, PricewaterhouseCoopers ABAS Ltd. ("**PwC**") has notified the Company to request a change in the list of auditors from the initially stated 3 persons to 4 persons by adding Ms. Varaporn Vorathitikul, Certified Public Accountant No. 4474, as an additional auditor (with no change to the audit fee). The Company would therefore like to revise the details for Agenda 7 of the 2024 Annual General Meeting of Shareholders as specified in the Meeting Invitation Letter as follows.

Original

Agenda 7 **To consider and approve the appointment of the Company's auditors and their remuneration for 2024**

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 his/her 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. Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or
2. Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or
3. Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31 December 2024. Any of these auditors may audit and certify the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2024 etc.

Audit Committee's opinion The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2024, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 940,000

Board's opinion The Board of Directors has considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435 of PricewaterhouseCoopers ABAS Ltd. and/or other accountants approved by the Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year 2024 and to determine the auditors' fee for auditing the financial statements of the Company in 2024 at the rate of Baht 940,000.

Amendment

Agenda 7 **To consider and approve the appointment of the Company's auditors and their remuneration for 2024**

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 his/her 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. **Ms. Varaporn Vorathitikul, Certified Public Accountant No. 4474, and/or**
2. Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or
3. Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or
4. Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435

from PricewaterhouseCoopers ABAS Ltd., or other auditor(s) certified by the Office of Securities and Exchange Commission entrusted by PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor(s) for the fiscal year ended 31 December 2024. Any of these auditors may audit and certify the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended as at 31 December 2024 etc.

Audit Committee's opinion The Audit Committee has considered and opined that PricewaterhouseCoopers ABAS Ltd. is a global standard company; all their auditors are also qualified and independent. It is deemed appropriate to propose the Board of Directors to propose to the Shareholders to approve the appointment of **Ms. Varaporn Vorathitikul, Certified Public Accountant No. 4474, and/or** Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or Ms. Rodjanart Banyatananusard, Certified Public Accountant No.8435, of PricewaterhouseCoopers ABAS Ltd. or any other auditor(s) certified by the Office of Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year ended 31 December 2024, with the auditors' remuneration for auditing the Financial Statements of the Company at the rate of Baht 940,000

Board's opinion The Board of Directors has considered it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of **Ms. Varaporn Vorathitikul, Certified Public Accountant No. 4474, and/or** Ms. Wandee Leevorawat, Certified Public Accountant no.4625, and/or Mr. Kan Tanthawirat, Certified Public Accountant No.10456 and/or Ms. Rodjanart Banyatananusard, Certified Public

Accountant No.8435 of PricewaterhouseCoopers ABAS Ltd. and/or other accountants approved by the Securities and Exchange Commission and entrusted by PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for the fiscal year 2024 and to determine the auditors' fee for auditing the financial statements of the Company in 2024 at the rate of Baht 940,000.

Apart from the addition of the auditor's name as aforementioned, all other details remain as stated in the meeting invitation letter.

Yours sincerely,

Matching Maximize Solution Public Company Limited



(Mr. Chayanont Ulit)

Chief Executive Officer

(Translation)**Minutes of the 2023 Annual General Meeting of Shareholders of Matching Maximize Solution Public Company Limited (the “Company”)**

Date, Time and Place

The Meeting was held on 26 April 2023 at 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, Bangkok, 269 Larn Luang Road, Pomprab, Bangkok 10100. The Company recorded this AGM in a form of video.

Directors/Executives present at the Meeting

- | | | |
|----|---------------------------|--|
| 1. | Mr. Sansrit Yenbamrung | Chairman of the Board of Directors |
| 2. | Yaowalak Poolthong, Ph.D. | Director |
| 3. | Mr. Komkrit Sirirat | Director |
| 4. | Mr. Neil Wayne Thompson | Director |
| 5. | Mr. Poomchai Wacharapong | Director |
| 6. | Mr. Chayanont Ulit | Director and Chief Executive Officer |
| 7. | Mr. Akarat Na Ranong | Independent Director and Chairman of Audit Committee |
| 8. | Mr. Kamol Ratanachai | Independent Director and Audit Committee |
| 9. | Mr. Chatrapee Tantixalerm | Independent Director and Audit Committee |

At present, the Company has a total of 9 directors. All the 9 directors, which is equivalent to 100 percent of the total number of directors, have attended the 2023 Annual General Meeting of Shareholders.

Auditor and Legal Counsel in attendance

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Sa-nga Chokenitisawat | Auditor from PricewaterhouseCoopers ABAS Limited |
| 2. | Ms. Petchada Kingwattanakul | Legal Advisor from Siam Premier International Law Office Limited |

Preliminary Proceedings

Mr. Sansrit Yenbamrung, the Chairman of the Board, was the Chairman of the Meeting (the “**Chairman**”). Mr. Nanat Sonsa-ad, the Company Secretary, acting as secretary of the Meeting (the “**Secretary**”) informed the Meeting of the number of attendees and voting procedures. Subsequently, the Chairman has entrusted Mr. Chayanont Ulit, Director and Chief Executive Officer, together with the Secretary, to proceed with the meeting, and clarify the details of each agenda, and procedures in relation to voting by shareholders.

The Secretary informed the Meeting that there were 8 shareholders attending the Meeting in person holding a total of 433,100 shares and 23 shareholders attending the Meeting via proxy holding a total of 688,953,614 shares whereby there were a total of 31 shareholders attending the Meeting constituting a total of 689,386,714 shares or 88.1987 percent of all the distributed shares of the Company (there were a total of 781,628,733 distributed shares of the Company), thereby forming a quorum under the Company’s Article of Association. After the Meeting was declared open, there were additional shareholders and proxies who came to register for Meeting attendance resulting in a total attendance of 34 persons holding a total of 689,394,652 shares or 88.1998 percent of all the distributed shares of the Company.

The Secretary then clarified about the measures and practices for Meeting attendees for the prevention of the spread of Coronavirus disease 2019 (“**Covid-19**”) in the details as follows:

- (1) The Company established the screening points; in case the Company found that an attendee had respiratory symptom, the Company reserved the right to not allow such shareholder or proxy of the shareholder to enter into the Meeting. (Whereby the shareholder attending in person could authorize the Director or other proxy holder to attend the Meeting on his/her behalf).
- (2) The Company has provided hand-cleaning alcohol gel for the shareholders and cleaned any point of contact from times to times. In addition, the Company requested Meeting attendees to wear a hygiene mask at all times during the Meeting.

The Secretary has explained the voting procedure in each agenda as follows:

1. One share is entitled to one vote. Thus, each shareholder has votes in accordance with the shares held or by proxy.
2. Shareholder who has special interests on a given agenda has no right to cast the vote on such agenda. However, in the agenda on an appointment of the director; all shareholders can cast their votes without being regarded as constituting special interests. Furthermore, for the Good Corporate Governance Principles, in Agenda 6 on consideration and approval of the directors' remuneration, the Director who is a shareholder of the Company and has attended this Meeting had casted his/her abstaining vote in advance.
3. In each agenda, the Secretary will ask whether there is any shareholder who disapproves and abstains from voting. If there is no disapproving or abstaining vote, the Secretary will conclude the resolution in such agenda as approved with unanimity. Should any shareholders wish to disapprove or abstain from voting, they are required to mark on the voting ballot given during the registration procedure before the Meeting starts. In this regard, the shareholder shall mark a cross sign in the slot and raise their hands so that the officers can collect such voting ballots for voting collection. For shareholders who do not disapprove or abstain from voting, it shall be deemed that such shareholders approve the proposed agenda and do not require marking on the voting ballot. The Company will take disapprove and/or abstain from voting to deduct from the total vote of shareholders attending the Meeting to conclude the resolution in such agenda. For the shareholders who do not return the disapproving or abstaining vote ballots to the officers, the Company will deem that such shareholders have approved the proposed agenda.

However, for the Good Corporate Governance Principles of the Stock Exchange of Thailand, in Agenda 5 on the appointment of directors replacing those who retire by rotation; the shareholders who wish to approve, disapprove, or abstain from voting are requested to cast their votes in the given voting ballot and return the vote ballots to the officers for voting collection.

The following voting ballot shall be deemed voided:

- (1) Voting ballot marked in more than one slot;
 - (2) Voting ballot with any cross out with no certified signature; and
 - (3) Voting ballot with mark but with no certified signature;
4. For the proxy whom the grantor indicated the approving, disapproving, or abstaining votes on any agenda in the proxy form, the proxy is not required to vote in the voting ballot. The Company will count the votes as appeared in the proxy form. Meanwhile, for the proxy whom the grantor did not indicate the votes in the proxy form, the proxy shall cast his/her votes in each agenda as if the shareholder attending the Meeting in person.
 5. The Secretary will inform the Meeting for the conclusion of voting result in each Agenda, whereby the voting result shall be total votes of the latest number of shareholders attending the Meeting in person or via proxy of each agenda.
 6. The resolutions of the Meeting consist of the following votes:
Agenda 1, 3, 4, 5 and 7, to be approved by a simple majority of the total number of votes of the shareholders attending and casting their votes at the Meeting;
Agenda 6 to be approved by not less than two-thirds of the total number of votes of the shareholders attending the Meeting; and
Agenda 2 as a matter for acknowledgement for which no voting is required.

In this regard, the Company invited Ms. Natcha Wattanapoonchai, an Independent Legal Counsel, to verify the voting procedure together with OJ International Company Limited.

The Secretary to propose the Meeting to consider the following agenda:

Agenda 1 **To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022**

The Secretary proposed the Meeting to consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on 27 April 2022, the copy of which was sent to the shareholders together with the notice of this Meeting. Also, the Board of Directors considered that the Minutes of the Annual General Meeting of Shareholders for the year 2022 was correctly recorded therefore it is appropriate to propose to the Meeting to approve such Minute.

Resolution: The Meeting resolved by unanimous vote that the Minutes of the Annual General Meeting of Shareholders for the year 2022, held on 27 April 2022 be adopted as proposed in all respects with the votes of 689,386,804 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 2 **To acknowledge the Company's operating results for the year 2022**

The Secretary requested Mr. Chayanont Ulit, Director and Chief Executive Officer, to report the operating results of the Company for 2022 to the Shareholders' Meeting, which could be summarized as follows:

For the overall operation of the group companies in the year 2022, the Company had total income in an amount of Baht 343.13 million which was similar to the year 2021. Whereas the Company had loss in an amount of Baht 65.26 million which increased from the year 2021 by Baht 48.79 million. The reason why the Company had similar income but more loss was due to the differed income structure which can be considered separately as follows:

- (1) **Production equipment rental service business.** The business is operated by Gear Head Co., Ltd. ("**Gear Head**"). In the year 2022, Gear Head's income increased, as more foreign films could be filmed in Thailand after the Covid-19 spread situation. The increased income however came with variable cost in terms of the increased rate of wage.
- (2) **Studio rental service business.** The business is operated by The Studio Park (Thailand) Co., Ltd. ("**Studio Park**") whereby it is a part of businesses that has fix expense or cost. In the year 2022, the Studio Park had lesser income since major customers postponed the use of studios from 2022 to be in 2023. As a result, this business has suffered a loss.
- (3) **Content business.** The business is operated by the Company. The Company has adjusted the business direction from selling advertisements which had risks from digital TV market condition to content production services which had low risk and little chance to make loss.

Based on the 3 foregoing businesses, it can be considered that, although the group companies generated income in the year 2022 similar to the year 2021, the group companies had more loss due to the differed income structure.

For the operation in the year 2022 and the business trend in the year 2023, they can be considered separately by the type of business as follows:

- (1) **Production equipment rental service business.** The business is operated by Gear Head. In the year 2022, foreign production crews which were the Gear Head's main income, increasingly come to carry out the production in Thailand. The Gear Head's income therefore increased. However, those foreign production crews were small sized crews which were different from the ones in the year 2021 that were big sized crews. In the year 2022, Gear Head generated an income in an amount of Baht 270.42 million which increased by Baht 21.5 million or 8.6 percent compared to the year 2021. As the spread of Covid-19 was still unpredictable, Gear Head decided to invest particularly in equipment which is essential for providing services. The investment was mainly in the Handy Gear's cameras equipment in response to a growing number of drama production within the country, Gear Head's lights equipment in response to a rising number of foreign production crews, and partially in grips mainly depending on the rental lists form of the customers. Also, Gear Head would proceed with the investment after the customer had confirmed to rent such equipment so as to mitigate the investment risk.
- (2) **Studio rental service business.** The business is operated by the Studio Park. The Studio Park's income decreased due to the similar reasons as the abovementioned production equipment rental service business operated by Gear Head. In addition, in the year 2022, no foreign production crew used the studios for a long period. Furthermore, the main customers who reserved the studio and made deposits have postponed the production due to their incomplete preparation. And the other big scale projects were under preparation for production stage. In the year 2022, Studio Park therefore had an income in an amount of Baht 30.70 million which decreased by Baht 42.76 million compared to the year 2021. In this regard, Studio Park still had a total of 5 studios for servicing and rental. Indeed, the area of studio No.4 has been used by the customer for producing "Master Chef" television program throughout this year. Besides, Studio Park still had several outdoor movie production locations namely sky train, outdoor pool, indoor pool, and backlot. For the investment in the year 2022, Studio Park invested in construction of a group of traditional Thai houses (Reurn Thai) to respond to the demand of the domestic TV drama production.
- (3) **Content business.** The business is operated by the Company. The Company just started content production service business for the first year in 2022 whereby the Company produced 1 TV drama called "Rodfai Ruemay Likay Talok" for Workpoint which was currently in editing stage. Additionally, the Company cancelled the production and lease of broadcasting timeslot for "Plod Nee Rong Laek Nee" program so as to prevent loss from advertisement sale risk. These caused the income in the year 2022 to increase with a total income of Baht 38.45 million which increased by Baht 13.12 million compared to the year 2021.

For the business operation in the year 2023, according to the statistic of Thailand Film Office, Department of Tourism, it reflects that the foreign production of movie, advertisement, and TV show businesses, which is main income of Studio Park and Gear Head, will recover and more production will be resumed in Thailand. Hence, it is expected that in the year 2023, the Company will generate greater amount of income than in the year 2022 as follows:

- Gear Head's business will grow at approximately 10-15 percent;
- Studio Park's business is expected to generate similar amount of income as in the year 2021 because the large scale projects which were postponed from the year 2022 have already used the all the studio space since March 2023 and the term of the agreements will end in the beginning of the year 2024; and
- Content business, the Company has continuously gained credibility from leading television stations. In this regard, the Company produced "Samoraphum Pleng Dang" program and "Pooyaiza gub Yajai" situation comedy broadcasting in 7HD Channel. Furthermore, the Company is in the process of developing TV dramas for Mono 29 Channel and Workpoint Channel whereby the TV dramas are expected to be produced in the middle of 2023. Moreover, the Company has also developed Content project with foreign partners to seek for international investors. It is expected that in the year 2023 the Content business will grow at approximately 5-10 percent compared to the previous year. To sum up, in the year 2023, it is expected that the group companies will generate more income at approximately 10- 20 percent compared to the year 2022.

Then, Mr. Kamol Ratanachai, Independent Director and Audit Committee, informed the Meeting about the policy on Good Corporate Governance and Anti-Corruption of the Company during the previous year, which could be summarized that the Company has applied the balance from the inside out principle and emphasizes on the staffs. The Company focuses on building awareness, participation, teamwork, practice, and implementation in order to create harmonization and also adjusts the controlling environment to be suitable. In addition, the Company has also developed Anti-Corruption, Social and Environmental Responsibilities, Sustainable Development as organizational culture. The principles can be categorized into 4 sections as follows: (1) Review - reviewing policies, regulations, and guidelines by mainly referring to the laws; (2) Revising - revising Company's policies, regulations, and procedures to be in accordance and suitable mainly to the Company's environment and context; (3) Push - pushing, encouraging, supporting Board of Directors, executives, chief officers and employees to comply with policies of Thai Private Sector Collective Action Against Corruption (CAC), Personal Data Protection Policy (PDPA), Environmental, Social, and Governance Policy (ESG); (4) Follow and assess - assessing of the implementation whether it is in line or comply with the purpose. In this regard, the Company has been continuously implementing the foregoing procedures and linked with management system under the organizational structure.

Mr. Chayanont Ulit, Director and Chief Executive Officer, thanked the shareholders and promised that the Board of Directors, executives, and employees will continue to devote to the Company and the shareholders in the year 2023.

The Secretary then proposed the Meeting to acknowledge the Company's operating results for the year 2022, the details of which were set out in the 2022 Form 56-1 One Report of the Company that was sent to the shareholders together with the notice of this Meeting. In addition, the Secretary informed that the Company will provide the opportunity for the shareholders to ask any question on the matters relating to this Agenda in Agenda 3.

Resolution: The Meeting acknowledged the Company's operating results for the year 2022 as proposed in all respects.

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 31 December 2022 as audited by the certified auditor and to acknowledge the Auditor's report

The Secretary requested Mrs. Ladawan Khumsap, the person taking the highest responsibility in finance and accounting, to inform the details of the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2022 which have been audited by the certified auditor and to acknowledge the Auditor's report, the details of which were set out in the Company's financial statements which formed part of the 2022 (Form 56-1 One Report) sent to the shareholders together with the notice of this Meeting and can be summarized as follows:

Financial Statements ended 31 December (Consolidated) (Unit: Baht million)

Account Record	2022	2021	Increase (Decrease)	
			Amount Baht Million	%
Total Assets	1,537.42	1,612.49	(75.07)	-4.66
Total Liabilities	280.57	290.38	(9.81)	-3.38
Total Shareholders' Equity	1,256.85	1,322.11	(65.26)	-4.94

Statement of Comprehensive Income (Loss) ended 31 December (Consolidated) (Unit: Baht million)

Account Record	2022	2021	Increase (Decrease)	
			Amount Baht Million	Percentage
Total Revenue	343.13	350.84	(7.71)	-2.20
Cost	(282.72)	(254.84)	27.88	10.94
Gross Profit	60.41	96.00	(35.59)	-37.07
Other Revenue (Expense)	1.37	3.82	(2.45)	-64.14
Selling, General & Administrative Expense, Financial Cost	(127.21)	(114.49)	12.72	11.11
Profit (Expense) before Income Tax	(65.43)	(14.66)	50.77	346.32
Tax Income (Expense)	0.17	(1.81)	1.98	109.39
Net Annual Profit (Loss)	(65.26)	(16.47)	48.79	296.24

Mr. Preecha Sapkitjakarn, a shareholder, voiced support for the executives and asked the following:

- 1) The trend of rental rate and target customers for all 5 studios in the year 2023;
- 2) The rate of rental of filming equipment and target customers in the year 2023;
- 3) The impact on the Company following the government's measure facilitating the foreigners to produce movie or documentary in Thailand by granting tax exemption; and an increased number of foreign customers from such measure;
- 4) The executives' strategy on recovering the Company's profit in the year 2023;
- 5) The opportunity in merger and acquisition to gain competitive advantage.

Mr. Chayanont Ulit, Director and Chief Executive Officer, clarified that:

- 1) At the present for Studio No.4, Master Chef Program, there is still an ongoing agreement to use the studio. For the Studio No. 1,2,3, and 5, the Scene, Workshop (B6) Building, and Canteen, the foreign production crew customers have already entered into agreements to use all areas whereby the servicing term will be effective until the beginning of the year 2024. In this regard, the end of movie production period is still uncertain. Most movie production may extend the production period from the expected time.
- 2) After the spread of Covid-19, Gear Head aims at customers from foreign countries since the Gear Head's main income arises from the foreign movie and advertising business with a high profit margin. However, during the spread of Covid-19, Gear Head had to adjust the business to respond to the need of Thai movie and advertising business with a low profit margin. According to the statistic of the Thailand Film Office which had been mentioned previously, in the year 2023, quite a number of foreign movies will come to film in Thailand and the Gear Head's rental equipment has mostly been reserved. March and April are prime time of rental of production equipment business since all Gear Head's rental equipment including cameras and lights have mostly been rented. Furthermore, the foreign production crews which use the studios will mainly use Gear Head's rental gear. At the present, the production crews have used the studio service for setting service and will commence the production in July.
- 3) Since it has been publicly announced that the movie production will get tax privilege, many foreign production crews have been interested in producing movies in Thailand. In addition, in the year 2021, the Company had provided the studios service for several foreign movie productions namely Thai Cave Rescue from Netflix and Shantaram from Apple TV+. This therefore attracts attention of the foreign movie business including Hollywood to Thailand because Thailand has never provided movie production services of this amount and size before. In addition, at this present foreign movie businesses have high demand in using studio. Moreover, with an increasing number of movies, the movie producers in other countries have come to pay attention to Thailand and Malaysia. Meanwhile, studios in India are still unavailable. Hence, foreign movie businesses particularly large scaled production crews are inclined to come to Thailand. For the small scaled production crews, they have already come to Thailand in several locations. Whereas the studio-based production crews will start coming in 2023.
- 4) The main business operation of the Company which generates most income is the equipment and studio rental service. In the year 2022, the customers postponed the use of studio resulting in lesser income for Studio Park. Since Studio Park's business contains fix cost, even if Studio Park does not generate any income but still incur the same expense. Hence, if Studio Park generates more income with the same expense, Studio Park will have more margin. For the equipment rental service for domestic customers by Gear Head, there is relatively low margin. However, in the year 2023, there will be more foreign production crews coming to Thailand in which the Gear Head will have relatively high margin in providing servicing to foreign production crews compared to domestic customers. Therefore, the overall Gear Head's margin will be raised. In the year 2023, it is expected that the Company will mainly rely on the income from foreign movie businesses. For the Content business, since the Company is in the beginning stage, its income is steady where by it is expected that this business sector will not have relatively high margin.
- 5) The Company has no plan in merger and acquisition.

After that, the Secretary proposed the Meeting to consider and approve the Company's Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2022 which have been audited by the certified auditor and to acknowledge the Auditor's report.

Resolution: The Meeting resolved by unanimous vote that the Company's Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended 31 December 2022 which have been audited by the certified auditor be approved and the Auditor's report be acknowledged with the votes of 689,394,652 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 4 To consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2022

The Secretary informed the Meeting that according to Section 116 of the Public Companies Act B.E. 2535 (as amended) and the Company's Article of Association, the Company is required to allocate part of the annual net profit as a reserve fund in an amount not less than 5 percent of the annual net profit and subtracted with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. Furthermore, the Company's dividend policy prescribes that the dividend shall be paid in the amount of approximately 40 percent of the net profit during the accounting period. However, the dividend payment shall be made subject to the condition that the Company is not required to use such funds and the dividend payment shall not have material effect on the Company's normal business operation. The Company's operating results for the fiscal year ended 31 December 2022 (according to Separate Financial Statements ended 31 December 2022 audited by the certified auditors) shows the accumulated deficit. Thus, the Board of Directors considered and deemed it appropriate to propose to the Meeting as follows:

1. No appropriation of profit as the legal reserve; and
2. No dividend payment from the operating results of the year 2022.

After that, the Secretary proposed the Meeting to consider and approve no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2022.

Resolution: The Meeting resolved by unanimous vote that no appropriation of profit as the legal reserve and no distribution of dividend in respect of the operating results for the year 2022 be approved as proposed in all respects with the votes of 689,394,652 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation

The Secretary informed the Meeting that according to the law and the Company's Articles of Association, at every annual general meeting of shareholders, at least one-third of the directors must retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from the office and the retired directors are eligible for re-appointment. There are 3 directors who shall retire by rotation at the Annual General Meeting of Shareholders for the year 2023, namely:

1. Mr. Sansrit Yenbamrung Chairman
2. Mr. Akarat Na Ranong Independent Director and Chairman of Audit Committee; and
3. Mr. Chayanont Ulit Director

To comply with the Good Corporate Governance Principles, all 3 directors who must retire by rotation in this Meeting have temporarily left the Meeting room and will come back after the completion of voting on this agenda.

The Secretary informed the Meeting that, in compliance with the Good Corporate Governance Principles, the Company had provided opportunities through an announcement on the Stock Exchange of Thailand's Electronic Listed Companies Information Disclosure System (ELCID) and the Company's website from 14 September 2022 to 31 December 2022 through the determination of criteria so that shareholders may nominate persons to be selected as the Company's directors in advance so that the Nomination and Remuneration Committee may consider the appropriateness. In this Meeting, no shareholder proposed any person to be elected as director to the Company.

The Board of Directors (upon the approval of the Nomination and Remuneration Committee) considered and deemed it appropriate that the 3 directors are qualified persons with the knowledge, expertise and experience in the Company's business and have performed their duty professionally and possess full qualifications under the law. For the independent director who was proposed to be re-appointed as the independent director at this Meeting, he can provide an independent opinion freely in accordance with relevant rules and regulations. The Board of Directors (upon the suggestion and approval of the Nomination and Remuneration Committee) deemed appropriate to nominate the 3 directors aforementioned to be re-appointed as the Company's directors for another term. The persons who were proposed on this Meeting had passed the procedures specified by the Company and are suitable for the Company's business operation. Mr. Akarat Na Ranong has been the Independent Director of the Company for 13 years 3 months. In this regard, the Board of Directors considered and deemed that Mr. Akarat Na Ranong is a person with knowledge and well familiar with the business which will further contribute to the Company. Nevertheless, he has performed his duty excellently throughout his terms and is capable to provide an independent opinion freely and possess full qualifications under the relevant laws and regulations concerning the independent director.

The profiles and the information regarding to the position in other businesses of 3 directors who shall retire by rotation was sent together with the notice of this Meeting to the shareholders.

And for the Good Corporate Governance, in this Agenda, the Secretary proposed the Meeting to consider and approve the re-appointment of each of the 3 directors who are due to retire by rotation.

Resolution: The Meeting resolved by the vote that the 3 directors who shall retire by rotation be approved for re-appointment as directors of the Company for another term as follows:

1. Mr. Sansrit Yenbamrung Chairman

with the unanimous votes of 689,394,652 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s);

2. Mr. Akarat Na Ranong Independent Director and the Chief Audit Committee

with the majority votes of 689,394,034 votes approving (99.9999 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 618 votes disapproving (0.0001 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s); and

3. Mr. Chayanont Ulit Director

with the unanimous votes of 689,394,652 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 6 To consider and approve the directors' remuneration for 2023

The Secretary informed the Meeting that the Nomination and Remuneration Committee considered the directors' remuneration for the year 2023 according to the expansion of business, the growth in profit of the Company as well as the duties and responsibilities of each director. Therefore, the Board of Directors (upon the suggestion and approval of the Nomination and Remuneration Committee) deemed it appropriate to propose the Meeting to determine the directors' remuneration for the year 2023, the details of which were as appeared in the notice of this Meeting in the same rate as for the year 2022 as follows:

Monthly remuneration (per person)

Board of Directors

Chairman	Baht 60,000
Director	Baht 30,000

Other Sub-Committees

Chairman	Baht 30,000
Director	Baht 20,000

The Nomination and Remuneration Committee and the Corporate Governance Committee will not receive the monthly remuneration.

Meeting allowance (per person per meeting)

Nomination and Remuneration Committee

Chairman of Nomination and Remuneration Committee	Baht 30,000
Nomination and Remuneration Committee	Baht 20,000

Corporate Governance Committee

Chairman of Corporate Governance Committee	Baht 30,000
Corporate Governance Committee	Baht 20,000

The Board of Directors and other Sub-Committees will not receive the meeting allowance.

The Company's current sub-committees consist of the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee. The other sub-committees being in the position of the directors of the Company will also receive the remuneration in the capacity of directors.

Moreover, the Company has no policy to offer benefits other than in monetary benefits to the directors.

After that, the Secretary proposed the Meeting to consider and approve the directors' remuneration for the year 2023 as aforementioned which will be effective until the Shareholders' Meeting resolves otherwise.

Resolution: The Meeting resolved by more than two-thirds of the shareholders who are attending the Meeting that the directors' remuneration for 2023 be approved to be effective until the Shareholders' Meeting resolves otherwise as proposed in all respects, with the votes of 689,393,652 votes approving (99.9999 percent of the total votes of the shareholders attending the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending the meeting), 1,000 votes abstaining (0.0001 percent of the total votes of the shareholders attending the meeting) and 0 voided ballot(s).

Agenda 7 To consider and approve the appointment of the Company's auditors and their remuneration for 2023

The Secretary informed the Meeting that Section 120 of the Public Companies Act B.E. 2535 (as amended) requires that the annual general meeting of shareholders for each year appoints the Company's auditors and determines their remuneration. Existing auditors can be re-appointed.

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

1. Mr. Sa-nga Chokenitisawat, Certified Public Accountant No. 11251; and/or
2. Mr. Krit Chatchavalwong, Certified Public Accountant No. 5016; and/or
3. Mr. Kan Tanthawirat, Certified Public Accountant No.10456

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). Any of these auditors may audit or certify the Company's Financial Statements. Such auditors will be the auditors for the Company for the fiscal year ended 31 December 2023.

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 on the

Company's Financial Statements for seven consecutive fiscal years. Mr. Sa-nga Chokenitisawat was an auditor of the Company for the fiscal year 2017-2022. Mr. Krit Chatchawalwong and Mr. Kan Tanthawirat has never performed any services as auditor of the Company.

In addition, the Board of Directors (according to the consideration and recommendation of the Audit Committee) then proposed the Meeting to consider and appoint the Company's auditors for the fiscal year ended 31 December 2023 as aforementioned and determined their remuneration in the amount of Baht 879,750 (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 being Baht 1,355,850 and therefore the total auditors' fee is Baht 2,235,600).

In this regard, PricewaterhouseCoopers ABAS Ltd. has reviewed and audited the Financial Statements of the Company and its subsidiaries since the fiscal year 2012 and duly performed their duties all along. Moreover, PricewaterhouseCoopers ABAS Ltd. is an auditing firm of international standard which is certified by the Office of Securities and Exchange Commission. It is therefore able to prepare the Financial Statements of the Company and its subsidiaries within the period as required by law.

After that, the Secretary proposed the Meeting to consider and approve the appointment of the Company's auditors and their remuneration for 2023.

Resolution: The Meeting resolved by unanimous vote that the appointment of the Company's auditors and their remuneration for year 2023 be approved as proposed in all respects with the votes of 689,394,652 votes approving (100 percent of the total votes of the shareholders attending and casting their votes at the meeting), with 0 vote disapproving (0 percent of the total votes of the shareholders attending and casting their votes at the meeting), 0 vote abstaining and 0 voided ballot(s).

Agenda 8 Other Business (if any)

Mr. Saritpong Teesabumrung, a proxy of Thai Investors Association, asked the followings:

- 1) The Company's approach strategy on seeking additional lessees since the Company's income structure consists of production equipment rental service business for approximately 80 percent, studio rental business for approximately 10 percent and Content for approximately 10 percent. Though, the Company has an asset including land amounted to Baht 1,000,000,000, the Company only receives a consideration of only 10 percent of such amount.
- 2) The trend that the Company will produce interesting documentary for Netflix since some movies in Netflix i.e., Indian movies may not be interesting.

Mr. Chayanont Ulit, Director and Chief Executive Officer, clarified that:

- 1) As previously informed to the shareholders that if the studio service has been fully used, it is capable of generating decent profit to the Company. However, when the studio business was recently opened, it had faced with the spread of Covid-19 situation. In this year, the Company therefore aims to promote its studios business sector to the foreign customers, which are the Company's main customers, to be informed and recognized. Since the customers in Thailand may not have sufficient budget, the Company thereby aims at initiating foreign market. For the next year project, the existing customers, who already used the Company's studio service,

are inclined to renew the agreement with the Company. Meanwhile, the Company does not neglect and endeavors to initiate the foreign market for seeking potential customers and become recognized globally.

- 2) The Company foresees an opportunity in collaborating with Netflix Thailand. However, there were a large number of producers who are ready to collaborate with Netflix Thailand. Furthermore, in the process of proposing the project to Netflix Thailand, it takes approximately minimum of 2 years in considering each project. The Company therefore seeks other additional channels which is to proceed with a negotiation with other service providers in foreign countries instead. The shareholders can be assured that the Company does not neglect the Content business and continues to seek an opportunity in producing content through Over The Top (OTT) media service in foreign countries.

No other business was proposed to the Meeting.

The Meeting closed at 11:08 a.m.

(Signed by) Mr. Sansrit Yenbamrung Chairman of the Meeting
(Mr. Sansrit Yenbamrung)

(Signed by) Mr. Nanat Sonsa-ad Company's Secretary
(Mr. Nanat Sonsa-ad)

Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term

Name : Mr.Chatrapee Tantixalerm

Position : Independent Director
: Audit Committee
: Nomination and Remuneration Committee
: Chairman of Corporate Governance Committee



Age : 61 years

Type of Director Proposed for Appointment : Independent Director and Audit Committee

Nomination Criteria and Procedure : The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and are able to make independent decisions and opinions in accordance with the relevant criteria. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as independent directors of the Company.

Period of Directorship : 6 years 7 months

Education : MBA Finance, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Training : Certificate, Corporate Governance for Capital Market Intermediaries (2/2015): IOD
: Certificate, Director Accreditation Program (48/2005): IOD

Shareholding in the company : -None-

Work Experience

1. Listed Companies

Sep 2017-Present : Independent Director
: Audit Committee
: Nomination and Remuneration Committee

Jun 2020-Present : Chairman of Corporate Governance Committee
Matching Maximize Solution PCL.

Dec 2015-Present : Independent Director
: Chairman of Audit Committee
: Nomination and Remuneration Committee
SISB PCL.

Sep 2009-Present	: Independent Director : Chairman of Audit Committee : Corporate Governance Committee TSFC Securities PCL.
Aug 2018-Present	: Independent Director : Audit Committee : Chairman of Nomination and Remuneration Committee Beryl8 Plus PCL.

**2. Other Companies
/Organizations**

Jun 2020– Present	: Director Association of Investment Management Companies
Jan 2020- Present	: Appeal Committee The Stock Exchange of Thailand
Jul 2015- Present	: Chairman of the Board : Independent Director Frasers Property Commercial Asset Management (Thailand) Co., Ltd.
Aug 2015- Present	: Director : Chief Executive Officer Talis Asset Management Co., Ltd.


Number of meeting attended in 2023	: Board of Director Meeting 15/15 times : Board of Audit Committee Meeting 12/12 times : Board of Nomination and Remuneration Committee Meeting 3/3 times : Board of Corporate Governance Committee Meeting 5/5 times
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Litigation	: None
Interest in any Agenda Item Proposed in the AGM	: <u>Agenda 5</u> To consider and approve the appointment to director replacing those who retire by rotation <u>Agenda 6</u> To consider and approve the directors' remuneration for 2024

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/ Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
3	: Independent Director : Chairman of Audit Committee : Nomination and Remuneration Committee SISB PCL. : Independent Director : Chairman of Audit Committee : Corporate Governance Committee TSFC Securities PCL. : Independent Director : Audit Committee : Chairman of Nomination and Remuneration Committee Beryl8 Plus PCL.	4	-

Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term

Name	: Mr. Neil Wayne Thompson	
Position	: Director : Executive Director	
Age	: 67 years	
Type of Director Proposed for Appointment	: Director	
Nomination Criteria and Procedure	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and possess no prohibited characteristics prescribed by the Public Limited Company Act and Securities and Exchange Act. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as directors of the Company.	
Period of Directorship	: 3 years 4 months	
Education	: Certificate, Technician Telecom Central New Zealand	
Training	: Certificate, Director Accreditation Program (2021): IOD : Certificate, Director Certification Program (2021): IOD	
Shareholding in the company	: -None-	
Work Experience		
<u>1. Listed Companies</u>		
Dec 2020- Present	: Director : Executive Director	
Jan 2021- Present	: Deputy Chief Executive Officer Matching Maximize Solution PCL.	
<u>2. Other Companies /Organizations</u>		
Mar 1998- Present	: Deputy Managing Director Tero Entertainment PCL.	
Dec 2014- Present	: Chairman of Executive Director : Director Live Nation Tero Entertainment Co., Ltd.	

Jul 2002- Present : Managing Director
: Director
Tero Radio Co., Ltd.

Number of meeting attended in 2023 : Board of Executive Committee Meeting 9/12 times
: Board of Director Meeting 14/15 times


Litigation : None

Interest in any Agenda Item Proposed in the AGM : Agenda 5 To consider and approve the appointment to director replacing those who retire by rotation
Agenda 6 To consider and approve the directors' remuneration for 2024

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/ Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
-	-	3	-

Names and profiles of directors and the person who are nominated to be reappointed as the Company's directors for another term

Name	: Mr.Komkrit Sirirat	
Positon	: Director : Executive Director	
Age	: 62 years	
Type of Director Proposed for Appointment	: Director	
Nomination Criteria and Procedure	: The Nomination and Remuneration Committee and the Board of Directors of the Company have carefully and diligently scrutinized and examined the qualifications of the persons nominated to be directors (former directors of the Company) and were of the opinion that they possess knowledge and good understanding of the business, which would greatly benefit the Company. In addition, they are fully and sufficiently qualified in accordance with the criteria and possess no prohibited characteristics prescribed by the Public Limited Company Act and Securities and Exchange Act. The Nomination and Remuneration Committee and the Board of Directors of the Company thus considered it appropriate to appoint such persons as directors of the Company.	
Period of Directorship	: 3 years 4 months	
Education	: Master of Computer Engineering Florida Institute of Technology, Florida USA. : Bachelor of Electrical Engineering Florida Institute of Technology, Florida USA.	
Training	: Completed the Thammasat University Leadership Program, Class 16th : Certificate, Director Accreditation Program (2021): IOD : Certificate, Director Certification Program (2021): IOD	
Shareholding in the company	: -None-	
Work Experience		
<u>1. Listed Companies</u>		
Dec 2020- Present	: Director : Executive Director Matching Maximize Solution PCL.	
<u>2. Other Companies /Organizations</u>		
Jan 2013- Present	: Director Committee at Major Care Foundation	

Aug 2022- Present : Director
Jan 2007- Jul 2022 : Deputy Managing Director
 Tero Entertainment PCL.
Aug2022- Present : Managing Director
Jan 2007- Jul 2022 : Deputy Managing Director
 Thai Ticket Major Co., Ltd.

Number of meeting attended in 2023 : Board of Executive Committee Meeting: 8/12 times
 : Board of Director Meeting: 15/15 times
Litigation : None
Interest in any Agenda Item Proposed in the AGM : Agenda 5 To consider and approve the appointment to director replacing those who retire by rotation
Agenda 6 To consider and approve the directors' remuneration for 2024

Director position in other company (Excluding Matching Maximize Solution PCL.)

Other Listed Companies		Other/ Non-Listed Companies	Other rival incorporation /any related business with the Company
Number	Position	Number	Number
-	-	3	-

(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, major shareholder, or controlling person, 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, major shareholder, or controlling person unless the foregoing status has ended not less than two years prior to the date of application filing with the SEC Office. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the company;

(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 directors, executives or controlling persons of the company or its subsidiary;

(d) not having or having had a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, in the manner which may interfere with his independent judgment, and neither being nor having been a significant shareholder, or controlling person of the person having business relationship with the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing relationship has ended not less than two years prior to the date of application filing with the SEC 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 results in the company or the 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 company 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 Capital Market Supervisory Board Re: Rules on

Related Party 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, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person unless the foregoing relationship has ended not less than two years from the date of application filing with the SEC 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, major shareholder, or controlling person, and not being a significant shareholder, controlling person, 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 SEC 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 undertaking any business in the same nature and in competition to the business of the company or its subsidiary, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition to the business of the company or its subsidiary.

(i) not having any characteristics which make him/her 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.

Table of the comparison of Articles of Association proposed for the amendment

For the consideration of Agenda 8 to consider and approve the amendment to the Articles of Association of the Company by adding 1 article, which is Article 5/1, and amending 6 articles i.e. Articles 25, 26, 29, 30, 31 and 43 as follows:

Existing Article of Association	Proposed Amendment
<p>None</p>	<p>Article 5/1 <u>In case that a company or board of directors has the duty to send letters or any documents pursuant to the Public Limited Companies Act to directors, shareholders, or creditors of the company, should such persons have notified their desire or consent to the sending of letters or documents via electronic means, the company or board of directors may send such letters or documents via electronic means according to the rules, procedures and conditions prescribed by the registrar.</u></p> <p><u>In this regard, directors, shareholders, or creditors of the company may notify their desire or provide consent to sending letters or documents via electronic means to the company through the channels, procedures and time periods as specified by the company.</u></p> <p><u>In the event that the law or this Article of Associate require any person to have the duty to notify, warn, inform, or advertise any information pertaining to the company to other persons or the public through a newspaper, such person may instead utilize the method of electronic media advertising according to the rules, procedures and conditions prescribed by law.</u></p>
<p>Article 25. The Board of Directors must hold meetings at least a time per 3 months.</p> <p>The Chairman of the Board shall call a meeting of the Board of Directors when deemed appropriate. However, no less than two directors may request to call for a meeting of the Board of Directors. In such case, the Chairman of the Board shall set the date and call the meeting within 14 days from the date the request was received.</p>	<p>Article 25. The Board of Directors must hold meetings at least a time per 3 months.</p> <p>The Chairman of the Board shall call a meeting of the Board of Directors when deemed appropriate, <u>in this regard, the Chairman of the Board may assign to any person to act on his behalf.</u> However, no less than two directors may request to call for a meeting of the Board of Directors <u>by stated the subjects and reasons to propose for the Board's consideration.</u> In such case, the Chairman of the Board shall set the date and call the meeting within 14 days from the date the request was received. <u>In case that the Chairman of the Board fails to take action as aforementioned, the directors making the</u></p>

Existing Article of Association	Proposed Amendment
<p>To gather directors for the meeting, the Chairman of the Board of Directors or the designated person shall send the letter to notice the meeting to the Directors not less than 7 days prior to the meeting date. In case of urgent or to preserve the rights or benefits of the Company, the notification of the meeting can be done by other means and set a meeting date up sooner.</p> <p>The Chairman of the Board or a director assigned by the Chairman of the Board shall determine the date, time and venue of the Board of Directors' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province. In the event that the Chairman of the Board or the assigned director does not designate the meeting venue, the meeting venue shall be the location of the Company's head office.</p>	<p><u>request may jointly call and set the date for a meeting of the Board of Directors to consider the matters requested within 14 days from the due date. If there is no Chairman of the Board for any reason whatsoever, the Vice Chairman of the Board shall call a meeting of the Board of Directors. In the event that there is no Vice Chairman of the Board for any reason whatsoever, no less than two directors may jointly call a meeting of the Board of Directors.</u></p> <p>To gather directors for the meeting, the Chairman of the Board of Directors or the designated person shall send the letter to notice the meeting to the Directors not less than <u>3</u> days prior to the meeting date <u>which could be sent via electronic means according to law</u>. In case of urgent or to preserve the rights or benefits of the Company, the notification of the meeting can be done by other means and set a meeting date up sooner.</p> <p>The Chairman of the Board or a director assigned by the Chairman of the Board shall determine the date, time and venue of the Board of Directors' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province. In the event that the Chairman of the Board or the assigned director does not designate the meeting venue, the meeting venue shall be the location of the Company's head office.</p> <p><u>The Chairman of the Board or the Chairman of the Board of Directors' meeting may determine to conduct the Board of Directors' meeting via electronic means, in which case the rules, procedures and conditions as prescribed by law shall apply. In such case, the Company's head office shall be deemed as the meeting venue.</u></p>
<p>Article 26. The Board of Directors of the Company shall have the following powers and duties:</p> <p>1. To manage the Company in compliance with the law, objectives and articles of association of the Company as well as resolutions of the shareholders' meetings</p>	<p>Article 26. The Board of Directors of the Company shall have the following powers and duties:</p> <p>1. To manage the Company in compliance with the law, objectives and articles of association of the Company as well as resolutions of the shareholders' meetings</p>

Existing Article of Association	Proposed Amendment
<p>legitimately passed in good faith, with care and accountability to safeguard the interests of the Company.</p> <p>2. To determine goals, guidelines, policies, plans and budgets of the Company; to conduct and supervise the administration and management of the Executive Board to comply with the assigned policies, except for the following matters which the Board of Directors must obtain a resolution from the shareholders' meeting for approval prior proceeding which are the matters prescribed by law requiring a resolution from the shareholders' meeting e.g. capital increase, capital reduction, debenture issuance, sale or transfer of the entire business or a substantial part of business to other persons or purchase or acceptance of transfer of business of other companies; amendment to the Memorandum of Association or Articles of Association, etc.</p> <p>3. The Board of Directors shall have the power to appoint one or several directors and/or any other persons as deemed appropriate to constitute as an Executive Board to perform duties assigned by the Board of Directors of the Company, whereby one executive director shall be appointed as the Chairman of the Executive Board. Members of the Executive Board shall be entitled to receive remuneration and benefits without affecting the rights of such Executive Directors to receive other remuneration and benefits in their capacity as directors or employees of the Company, as the case may be.</p> <p>4. The Board of Directors may appoint any other persons to operate the Company's business under supervision of the Board of Directors, or may delegate authority to enable such persons to have the power as the Board of Directors deems appropriate and within such period as the Board of Directors deems appropriate. The Board of Directors may revoke, cancel, change or amend such power as deemed appropriate.</p>	<p>legitimately passed in good faith, with care and accountability to safeguard the interests of the Company.</p> <p style="text-align: center;"><u>Cancelled</u></p> <p>2. The Board of Directors shall have the power to appoint one or several directors and/or any other persons as deemed appropriate to constitute as an Executive Board to perform duties assigned by the Board of Directors of the Company, whereby one executive director shall be appointed as the Chairman of the Executive Board. Members of the Executive Board shall be entitled to receive remuneration and benefits without affecting the rights of such Executive Directors to receive other remuneration and benefits in their capacity as directors or employees of the Company, as the case may be.</p> <p>3. The Board of Directors may appoint any other persons to operate the Company's business under supervision of the Board of Directors, or may delegate authority to enable such persons to have the power as the Board of Directors deems appropriate and within such period as the Board of Directors deems appropriate. The Board of Directors may revoke, cancel, change or amend such power as deemed appropriate.</p>
<p>Article 29. The Board of Directors shall arrange for a shareholders' meeting that is an Annual General Meeting of Shareholders</p>	<p>Article 29. The Board of Directors shall arrange for a shareholders' meeting that is an Annual General Meeting of Shareholders</p>

Existing Article of Association	Proposed Amendment
<p>within four months from the last day of the Company's fiscal year.</p> <p>The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within 45 days from the date of receipt of the letter of request from the above-mentioned shareholders.</p> <p>In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.</p>	<p>within four months from the last day of the Company's fiscal year.</p> <p>The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate, <u>the Board of Directors may determine that a shareholders' meeting shall be held via electronic means in accordance with the rules, procedures and conditions as prescribed by law, whereby the Company's head office shall be deemed as the meeting venue</u>; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within 45 days from the date of receipt of the letter of request from the above-mentioned shareholders.</p> <p>In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.</p> <p><u>In this regard, in the case where shareholders call a meeting by themselves as specified in the above paragraph, the shareholders calling the meeting may send out the notice of meeting to the shareholders via electronic means, if such shareholders have informed</u></p>

Existing Article of Association	Proposed Amendment
<p>In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended does not meet the requirement under Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting.</p>	<p><u>the intention or given consent to the Company or the Board of Directors pursuant to Clause 5/1 of this Articles of Association.</u></p> <p>In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended does not meet the requirement under Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting.</p>
<p>Article 30. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for at least 3 consecutive days and at least 3 days prior to the date of the meeting.</p> <p>The Board of director or a director assigned shall determine the date, time and venue of the shareholders' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province as deemed appropriated.</p>	<p>Article 30. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 days prior to the date of the meeting. <u>The notice of the shareholders' meeting as well as supporting documents may be delivered by electronic means as prescribed by law.</u> The notice calling for the meeting shall also be published in a newspaper for at least 3 consecutive days and at least 3 days prior to the date of the meeting. <u>In this regard, the notice of the meeting published in the newspaper may be done by electronic advertising according to the rules, procedures and conditions prescribed by law.</u></p> <p>The Board of director or a director assigned shall determine the date, time and venue of the shareholders' meeting, whereby the meeting venue may be designated at any location other than the locality where the Company's head office is situated or a nearby province as deemed appropriated.</p>
<p>Article 31. At a shareholders' meeting, a shareholder may appoint another person as proxy to attend the meeting and vote on his behalf. The proxy form shall be dated and signed by the shareholder appointing the</p>	<p>Article 31. At a shareholders' meeting, a shareholder may appoint another person as proxy to attend the meeting and vote on his behalf. The proxy form shall be dated and signed by the shareholder appointing the</p>

Existing Article of Association	Proposed Amendment
<p>proxy, and shall be in accordance with the form prescribed by the registrar.</p> <p>Such proxy form shall be submitted to the Chairman of the Board or a person designated by the Chairman of the Board at the meeting venue prior to proxy holder attending the meeting.</p>	<p>proxy, and shall be in accordance with the form prescribed by the registrar.</p> <p>Such proxy form shall be submitted <u>or sent proxy data electronically (in case of proxy granted by electronic means)</u> to the Chairman of the Board or a person designated by the Chairman of the Board at the meeting venue prior to proxy holder attending the meeting.</p> <p><u>The appointment of proxy may be made via electronic means by using a method that is safe and credible that the appointment of proxy was done by the shareholder, according to the rules, procedures and conditions as prescribed by law.</u></p>
<p>Article 43. The declaration of the permission to pay dividend shall not be made, except by resolution of a meeting of shareholders or by resolution of the Board of Directors; in the case of payment of interim dividend. Payment of dividend shall be made only from profit.</p> <p>Dividend payments shall be made within 1 month from the date the shareholders' meeting or Board of Directors passes the resolution, as the case may be. Notice thereof shall be sent in writing to the shareholders and an advertisement of such dividend payment shall be published in newspapers for a period of not less than 3 consecutive days.</p>	<p>Article 43. The declaration of the permission to pay dividend shall not be made, except by resolution of a meeting of shareholders or by resolution of the Board of Directors; in the case of payment of interim dividend. Payment of dividend shall be made only from profit.</p> <p>Dividend payments shall be made within 1 month from the date the shareholders' meeting or Board of Directors passes the resolution, as the case may be. Notice thereof shall be sent in writing to the shareholders and an advertisement of such dividend payment shall be published in newspapers for a period of not less than 3 consecutive days <u>or by electronic mean as prescribed by the law.</u></p>

In order for the registration of the amendment to the Company's Articles of Association to proceed smoothly, it is proposed that the authorized director of the Company or person assigned by the authorized director be authorized to proceed with amendment or addition of wordings in the Company's Articles of Association as proposed above, which shall include the case where the Registrar, and/or the Office of the Securities and Exchange Commission, as well as the Stock Exchange of Thailand, give order or recommendation to amend or add certain wordings in the said Articles of Association.

(Translation)

Guideline for the appointment of proxy, registration, and evidence to be presented on the date of to attend the Shareholders' Meeting

All shareholders and proxies are requested to bring their invitation letter, proxy form (if any) and the following required documents to register their attendance of the Shareholders' Meeting of Matching Maximize Solution Public Company Limited (the "**Company**") on 24 April 2024.

1. Documents Required Prior to Attending the Meeting

For Individuals

1. Attending in person

Valid identification document 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. Attending by Proxy

- 2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting that is completely filled, signed by the shareholder appointing the proxy and the proxy, and affixed with the stamp duty
- 2.2 Certified true copy of valid identification document of the shareholder issued by governmental authorities as specified in Item 1 for individuals.
- 2.3 Certified true copy of valid identification document of the proxy issued by governmental authorities as specified in Item 1 for individuals

For Juristic Person

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

- 1.1 Valid identification document of the authorized director(s) issued by governmental authorities as specified in Item 1 for individuals
- 1.2 Copy of shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 6 months before the meeting date and certified true copy 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. Attending by Proxy

- 2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out, signed by the authorized director(s) of the shareholder granting the proxy and the proxy, and affixed with the stamp duty
- 2.2 Copy of Shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 6 months before the meeting date and certified true copy 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 document of the authorized director(s) issued by governmental authorities as specified in Item 1 for individuals.
- 2.4 Certified true copy of valid identification document of the proxy issued by governmental authorities as specified in Item 1 for individuals

3. *Proxy For Shareholder who is a Foreign Investor Assigning Custodian in Thailand*

- 3.1 Documents from Custodian
- a. Proxy Form (Form C.) (available to be downloaded from the Company's website www.matchinggroup.com) that is completely filled out, signed by the authorized person(s) of the Custodian and the proxy, and affixed with the stamp duty (In case the shareholder appoints a proxy using Proxy Form (Form C.))
 - b. Copy of a document confirming that the Custodian has the permission to conduct the Custodian business certified true copy by the Custodian's authorized person(s)
 - c. Copy of Custodian's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 6 months before the meeting date certified true copy by the authorized person(s); the certificate must show a statement that the authorized person(s) of the Custodian has the authority to act on behalf of the Custodian
 - d. Certified true copy of valid identification document of the authorized person(s) of the Custodian issued by governmental authorities as specified in Item 1 for individuals
- 3.2 Documents from the Shareholder
- a. Power of Attorney from the shareholder assigning the Custodian to execute the proxy on his/her behalf
 - b. Copy of Shareholder's Certificate of Registration issued no longer than 6 months certified true copy 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 identification document of the authorized director(s) issued by governmental authorities as specified in Item 1 for individuals
- 3.3 Valid identification document of the proxy issued by governmental authorities as specified in Item 1 for individuals

In case that the original documents are not in Thai or 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 Shareholder or Foreign Company (Other than Those Assigning Custodian as 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 Thai or 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) for no longer than 6 months shall be required.

2. Granting of Proxy

The Company has delivered the Proxy Form (Form B) with the form as prescribed by the Department of Business Development, Ministry of Commerce and uploaded Proxy Form (Form A, Form B and Form C) on the Company's website (www.matchinggroup.com). There are different types of Proxy form as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form – sets out specific details of authorization
- Form C : Custodian Proxy Form – only for shareholder who is a foreign investor and appoints a custodian in Thailand

The shareholders who are not able to attend the meeting may appoint a proxy, as follows:

- (1) Shareholders other than foreign shareholders with a Custodian in Thailand shall complete either Proxy Form A or Form B. Foreign shareholders with a Custodian in Thailand 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) Appointing a person or an Independent Director of the Company (as attached) as a proxy to attend and vote at the Meeting on behalf of the shareholders by specifying the name and details of the proxy and sign the form as the grantor;
- (3) Affixing Baht 20 stamp duty and specifying the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Submitting the completed Proxy Form to the Secretary Department of the Company within 17 April 2024 or at least 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 with custodian in Thailand where the shares can be divided for allocation of the votes.

Remark:

1. In case the shareholder wishes to cancel the granting of proxy, the shareholder can do so by serving a notice in writing to the Chairman of the Board of Directors, or via E-mail corporate_secretary@mmsbangkok.com before the commencement of the Meeting, or at the latest, before the voting of each agenda.
2. Shareholders should study the agenda's details of the Meeting prior to the granting of proxy

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 hrs. on 24 April 2024 at Ratchadamnoen Room, Royal Princess Hotel Larn Luang, No. 269, Larn Luang Road, Pomprab District, Bangkok 10100. Please refer to the map attached hereto.

4. Voting

1. Voting Regulation

- (1) Voting for each agenda item will use the voting ballot system where one share will count as one 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.
 - (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 after completion of vote count, 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.

(Translation)

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 organize an annual general meeting within 4 months from the last day of the fiscal year of the Company.

A general meeting other than as mentioned in paragraph one is called extraordinary general meeting. The board of directors may summon an extraordinary general meeting at any time as deemed appropriate. Or a shareholders or shareholders whose shares combined make up at least 10 percent of all the paid up shares may sign a letter requesting the board of directors to call an extraordinary general meeting at any time and outlining matters and reason for the request for the summoning of such meeting in a clear manner in the letter. In such an event, the board of directors shall call a general meeting to be held within 45 days from the date of receipt of the letter from the shareholders.

In case the board of directors fails to convene the meeting within the period in paragraph two, the shareholders who signed the letter or other shareholders whose shares combined make up the amount as prescribed may summon the meeting on its own accord within 45 days from the date of the end of the period in paragraph two. In this case, the general meeting

shall be deemed a meeting called by the board of directors, and the company shall be responsible for expenses incurred from holding such meeting and any assistance as may be appropriate.

In case the general meeting called by shareholders under paragraph three fails to constitute a quorum as stipulated in this Articles of Association, the shareholders under paragraph three shall be jointly liable for any expenses incurred from holding such meeting to the company.

(Has been proposed to the 2024 Annual General Meeting to consider and approve the amendment)

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.

(Has been proposed to the 2024 Annual General Meeting to consider and approve the amendment)

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.

(Has been proposed to the 2024 Annual General Meeting to consider and approve the amendment)

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.

(Has been proposed to the 2024 Annual General Meeting to consider and approve the amendment)

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 2024

Name	:	Mr. Akarat Na Ranong
Position	:	Independent Director and Chairman of the Audit Committee
Age	:	71 years
Address	:	256 Soi Sukhumvit 55 (Thonglor) Khlong Tan Nuea, Wattana Bangkok 10110
Family relationship with executives of the Company	:	None
Educational background	:	- Master's Degree, Business Administration (Management), Marshall University, USA.
Training relating to role and duties of director	:	- Advance Audit Committee Program (AACP 44/2022): IOD - Ethical Leadership Program (ELP 18/2020): IOD - Certificate, Role of Chairman Program (RCP 2017): IOD - Certificate, Director Certification Program (DCP 2013): IOD - Certificate, Role of Compensation Committee (RCC 2007): IOD - Certificate, Director Accreditation Program (DAP 2007): IOD - Certificate, Audit Committee Program (ACP 2004): IOD - Seminar on Role of Audit Committee of listed company (2021), the Securities and Exchange Commission - Certificate, Leadership Program, (Class 6/2008), Capital Market Academy
Shareholding in the company	:	None
Direct or indirect interest in the agenda proposed to the Annual General Meeting of the Shareholders for the year 2024 for consideration	:	Agenda 6: To consider and approve the directors' remuneration for 2024.

In this regards, the Independent Director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

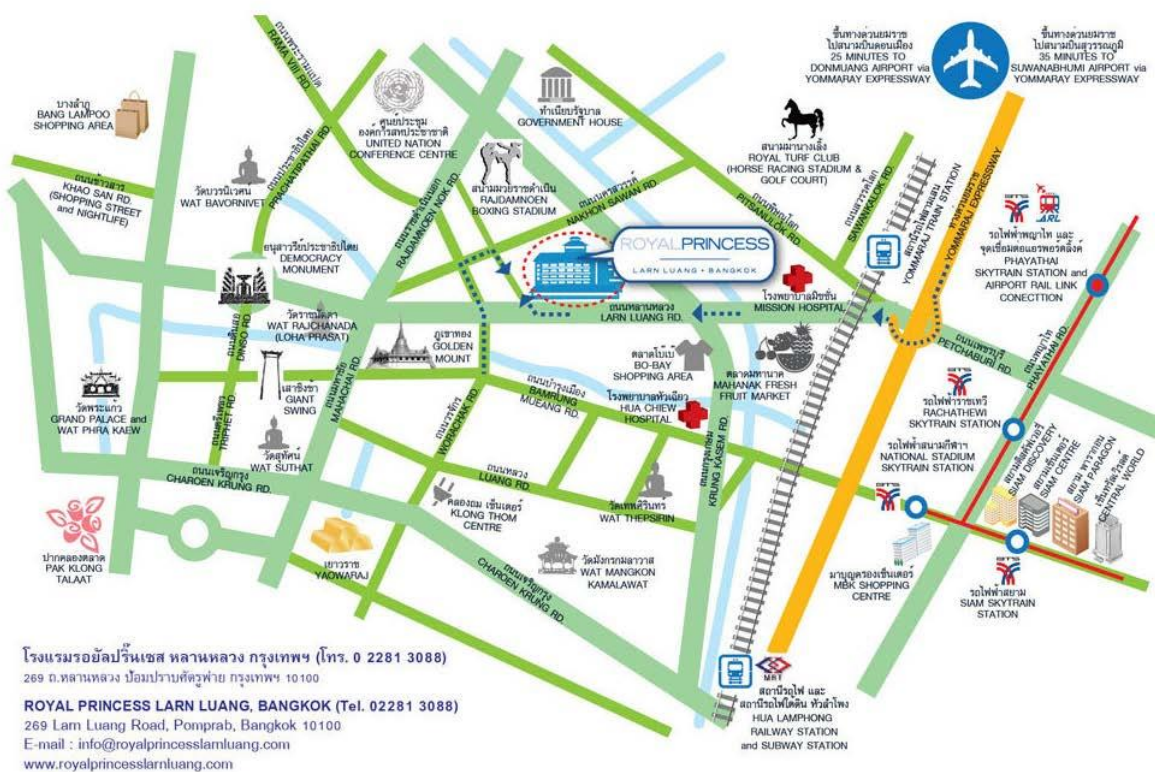
Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the Annual General Meeting of Shareholders for the year 2024

Name	:	Mr. Kamol Ratanachai
Position	:	Independent Director and Audit Committee
Age	:	58 years
Address	:	54 Soi Ramkhamhaeng 58/3 separation 4 Hua Mak, Bangkapi, Bangkok 10240
Family relationship with executives of the Company	:	None
Educational background	:	<ul style="list-style-type: none">- 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	:	<ul style="list-style-type: none">- CAC SME IA Certification: Thailand's Private Sector- Collective Action Coalition Against Corruption (CAC)- Director Leadership Certification Program (2023): IOD- Strategic Board Master Class (SBM) (2023): IOD- Advanced Audit Committee Program (AACP) (2022): IOD- Corruption Risk and Control Workshop (CRC) (2022): IOD- Ethical Leadership Program (ELP) (2019): IOD- Corporate Governance for Executives (CGE) (2019): IOD- Certificate, How to Develop a Risk Management Plan (HRP) (2018): IOD- Certificate, Risk Management Program for Corporate Leaders (2017): IOD- Certificate, Director Certification Program (2016): IOD- Certificate, Anti-Corruption: The Practical Guide (2015): IOD- Certificate, How to Measure the Success of Corporate Strategy (2013): IOD- Certificate, Successful Formulation & Execution of Strategy (2012): 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 2024 for consideration	:	Agenda 6: To consider and approve the directors' remuneration for the year 2024

In this regards, the Independent Director who is named to be the proxy will act within the scope of proxy granted by the shareholders. If the proxy does not act within the scope, the shareholders who suffer damages can exercise the rights to legal proceeding according to the laws to the Company and the proxy.

**Location map of the meeting's venue of
The Annual General Meeting of Shareholders 2024
At Rachadamnoen Hall, Royal Princess Larn Luang Hotel, Bangkok
269 Larn Luang Road, Pomprab, Bangkok.**

แผนที่ โรงแรมรอยัล ปริ๊นเซส หลานหลวง กรุงเทพฯ



(ปิดอากรแสตมป์ 20 บาท)
Duty Stamp 20 Baht

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 แม็ทซิโซลูชัน 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



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the year 2024

ในวันที่ 24 เมษายน 2567 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปรีนเซส หลานหลวง เลขที่ 269 ถนน
 หลานหลวง เขตป้อมปราบ กรุงเทพมหานคร 10100
 to be held on 24 April 2024 time 10.00 a.m. at Ratchadamnoen Room, Royal Princess Hotel Lam Luang ,
 Bangkok, 269 Lam 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันที่ 26 เมษายน 2566
 Agenda Item 1 Subject To consider and adopt the Minutes of the 2023 Annual General Shareholder' Meeting held on 26 April 2023.
- (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 2566
 Agenda Item 2 Subject To acknowledge the Company's operating results for the year 2023.
- หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องการลงมติ
 Remark This matter is for acknowledgement. The resolution is not required.
- วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ (งบดุลและงบกำไรขาดทุน) ของบริษัท สำหรับปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบของผู้สอบบัญชีรับอนุญาตแล้วและรับทราบรายงานของผู้สอบบัญชี
 Agenda Item 3 Subject To consider and approve the Financial Statements and the Statement of Comprehensive Income (profit and loss statements) in respect of the fiscal year ended as at 31 December 2023 which have been audited by the certified auditor and to 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 พิจารณาและอนุมัติงบจัดสรรเงินกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2566
 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 2023
- (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 นายฉัตรพี ดันติเฉลิม
The director's name Mr. Chatrapee Tantixalerm
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. ชื่อกรรมการ นายเนล เวนน์ ทอมป์สัน
The director's name Mr. Neil Wayne Thompson
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. ชื่อกรรมการ นายคมกริช ศิริรัตน์
The director's name Mr. Komkrit Sirirat
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 6 เรื่อง พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2567
Agenda Item 6 Subject To consider and approve the directors' remuneration for the year 2024
- (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 2567
Agenda Item 7 Subject To consider and approve the appointment of the Company's auditors and their remuneration for the year 2024
- (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 พิจารณาและอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท
 Agenda Item 8 Subject To consider and approve the amendment to Articles of Association of the Company.
- (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 9 เรื่อง พิจารณาเรื่อง อื่น ๆ (ถ้ามี)
 Agenda Item 9 Subject To consider other matters (if any).
- (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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
4. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 - (1) นายอัศวรัตน์ ณ ระนอง หรือ
 - (2) นายกมล รัตน์ไชย(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 7)

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;
 - (1) Mr. Akarat Na Ranong or
 - (2) Mr. Kamol Ratanachai(Information of independent directors were shown in the Enclosure 7)



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

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
At the Annual General Meeting of Shareholders for the year 2024

ในวันที่ 24 เมษายน 2567 เวลา 10.00 น. ณ ห้องราชดำเนิน โรงแรมรอยัลปริ๊นเซส หลานหลวง เลขที่ 269 ถนน
หลานหลวง เขตป้อมปราบ กรุงเทพฯ 10100
to be held on 24 April 2024 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
(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

(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



