

MMS-AC66/013

November 29, 2023

Subject: Connected transactions related to financial assistance

To: The President  
The Stock Exchange of Thailand

Matching Maximize Solution Public Company Limited (the "Company") would like to inform you that the Company's Board of Directors Meeting No.14/2023 on November 29, 2023 resolved to approve the Company's subsidiaries, namely The Studio Park (Thailand) Company Limited (TSP) and Gear Head Company Limited (GH), to enter connected transactions regard financial assistance received from the major shareholder (the connected person) with the following details:

**1. Date of transaction**

Within December 31, 2023

**2. Relevant parties and their relationship with the Company**

Recipients of financial assistance	The 99.99% - owned subsidiaries of the Company: 1. The Studio Park (Thailand) Company Limited (TSP) 2. Gear Head Company Limited (GH)
Financial assistance provider	Media Studio Company Limited (MEDIA) (Stronghold Assets Company Limited holds 100% shares in MEDIA)
Relationship with the Company	Stronghold Assets Company Limited holds 20% of shares in BBTV Productions Company Limited (BBTVP); and BBTVP is the Company's major shareholder with 87.69% shareholding.  In addition, Mr. Sansrit Yenbamrung, Dr. Yaowalak Poolthong and Mr. Poomchai Wacharapong are also directors of the Company and MEDIA.

### 3. General nature of the transactions

<b>Details</b>	<b>The Studio Park (Thailand) Company Limited (TSP)</b>	<b>Gear Head Company Limited (GH)</b>
Transactions	The transactions related to receipt of financial assistance	The transactions related to receipt of financial assistance
Characteristics of financial assistance received	The loan contract, with interest payment scheduled on a monthly basis and the principal to be repaid according to the loan repayment period. Loan prepayment is allowed.	The loan contract, with interest payment scheduled on a monthly basis and the principal to be repaid according to the loan repayment period. Loan prepayment is allowed.
Loan amount	103,000,000 baht	67,000,000 baht
Interest Rate	4% per year (approximately 3.10% lower than the same type of loans received from financial institutions)	4% per year (approximately 3.10% lower than the same type of loans received from financial institutions)
Term of loan	5 years starting from the date when the first loan amount is received	3 years starting from the date when the first loan amount is received
Interest payments	Monthly	Monthly
Nature of contracts entered	Loan contract	Loan contract
Collateral	<p>1. Four plots of land with the mortgage value of 103,000,000 baht, including buildings, at Bang Bo Sub-District, Bang Bo District, Samut Prakan Province, which is owned by TSP</p> <p>2. The Company is the guarantor of the loan for full amount.</p>	<p>1. Four plots of land with the mortgage value of 67,000,000 baht, including buildings, at Bang Bo Sub-District, Bang Bo District, Samut Prakan Province, which is owned by TSP, are secured as collateral.</p> <p>2. The Company is the guarantor of the loan for full amount.</p>
Other loan conditions	None	None
Objectives of the borrowing	To repay loans from financial institutions and reserve as working capital	To repay loans from financial institutions and reserve as working capital

**4. Total value of the transactions, size of the transactions, and criteria used to determine the total value of the transactions**

Details	The Studio Park (Thailand) Company Limited (TSP)	Gear Head Company Limited (GH)
Value of the transactions	= Maximum loan amount x maximum interest rate x maximum loan period = 103,000,000 x 4% x 5 years = 20,600,000 baht	= Maximum loan amount x maximum interest rate x maximum loan period = 67,000,000 x 4% x 3 years = 8,040,000 baht
Size of the transactions	1.65% of the net tangible asset (NTA) as calculated by the Company's financial statement for 3Q23 ending September 30, 2023. Calculation of transaction size $= \frac{\text{Transaction value}}{\text{NTA}} \times 100$ $= \frac{20,600,000}{1,245,429,160} \times 100$ = 1.65%	0.65% of the net tangible asset (NTA) as calculated by the Company's financial statement for 3Q23 ending September 30, 2023. Calculation of transaction size $= \frac{\text{Transaction value}}{\text{NTA}} \times 100$ $= \frac{8,040,000}{1,245,429,160} \times 100$ = 0.65%

The aforementioned transactions can be considered connected transactions related to receipt of financial assistance, according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 regarding criteria for proceeding with connected transactions and the Notification of the Securities and Exchange Commission of Thailand regarding disclosure of information and practices of listed companies in connected transactions, B.E.2546 (the "Notification of Connected Transactions") and the amendments.

When considering the sizes of the financial assistance transactions of the two subsidiaries, under the notifications regarding connected transactions, the total transaction value is 28,640,000 baht, accounting for 2.30% of the net tangible assets value. This transaction size is greater than 0.03% but less than 3% of the net tangible assets of the Company, according to the reviewed consolidated financial statements of the Company and its subsidiaries, as of September 30, 2023. The transactions are considered medium-sized transactions. During six months before the date of the agreement to enter into the transactions, the Company had not entered into any connected transactions. This does not include other connected transactions related to normal business transactions and support of normal business operation with general trading conditions because it is within the power of the management team and

the Board of Directors. Hence, the Company must request approval for the transactions from the Board of Directors' meeting and disclose related information about the said transactions to the Stock Exchange of Thailand.

**5. Conditions that may affect the rights of shareholders**

-None-

**6. Meeting attendance and voting by directors with possible conflicts of interest**

In considering and approving these transactions involved by connected persons of the Company, the Company's directors with possible conflicts of interest include: 1) Mr. Sansrit Yenbamrung, 2) Dr. Yaowalak Poolthong, 3) Mr. Poomchai Wacharapong, and 4) Mr. Chayanont Ulit, neither attended the meeting nor voted.

**7. Opinion of the board of directors regarding connected transactions**

The Board of Directors opined that receiving such financial assistance is justified and will be beneficial as it will help reduce financial costs for the Company and its subsidiaries, which can be seen from the interest rate that the Company pays, which is approximately 3.10% lower than the interest rate of the same type of loans received from financial institutions. The Board of Directors has therefore resolved to approve the receipt of financial assistance as proposed above.

**8. Opinions of the Audit Committee and/or Company's Directors that are different from the opinions of the Board of Directors according to item 7**

-None-

Your faithfully,

Matching Maximize Solution Public Company Limited

(Mr. Chayanont Ulit)

Chief Executive Officer