



MFEC/CSOT/0016/2018

June 5, 2018

Subject : Notification of the Resolution of the Executive Director Board Meeting No. 4/2018

Attention : Managing Director
The Stock Exchange of Thailand

In the Executive Director Board Meeting No. 4/2018 of MFEC Public Company Limited "MFEC" dated May 25, 2018, the meeting passed the resolution to approve increasing the investments in Fanster Media Company Limited "Fanster" based on the approved principle of the Board of Director Meeting No. 2/2017 of MFEC Public Company Limited, dated May 11, 2017, and the resolution of the General Meeting of Shareholders of Fanster Media Company Limited, dated June 4, 2018, to increase the registered capital from 40,000,000 Baht (Forty Million Baht) to 79,000,000 Baht (Seventy-Nine Million Baht). At any rate, MFEC shall invest by holding the ordinary share in the aggregate amount of 10,800,000 Baht (Ten Million and Eighty Hundred Thousand Baht) or 28% of the increasing registered capital. After the registered capital increasing is completely done, the proportion of investment holding will be 22,800,000 Baht (Twenty-Two and Eighty Hundred Thousand Baht) or 29% (Twenty-Nine percent) of the new registered capital. The purpose is to expand business of celebrity's news and information services via an application or any other channels for promotion of the increasing business correspondingly.

Therefore, MFEC will hold the investment proportion decreasingly after the increasing of the registered capital from 30% (Thirty percent) of the former registered capital in which MFEC's new shareholding proportion remains 29% (Twenty-Nine percent) of the registered capital. As this shareholder meeting of Fanster Media Company Limited have resolution to approve increasing the registered capital to issue new ordinary shares to the management level and employees of MFEC at the same time. The purpose is to the give morale support to the management and employees of MFEC in jointly developing and continuing to grow our business for future growth, in consequence, the company's shareholding proportion shall decrease slightly.

In consequence, the information memorandum has been made for notifying the investors and minority shareholders in accordance with the regulations of the Stock Exchange of Thailand as per attached the memorandum.

Please be informed accordingly.

Faithfully yours,
MFEC Public Company Limited

Siriwat Vongjarukorn

(Mr. Siriwat Vongjarukorn)
Chief Executive Officer

**Information Memorandum on
MFEC Public Company Limited's
Investment in Fanster Media Company Limited**

1. Objectives and date/ month/ year of investment

MFEC aims to invest in Fanster Media Company Limited with the purpose to expand business of celebrity's news and information services via an application on smartphone and tablet, providing advertisement, public relations media and marketing services including providing organizer services in events or other performances. The process of the investment is expected to be completely done in June 2018.

2. Contracting parties involved and the relationship

Contracting party : Fanster Media Company Limited

Relationship : an associate of MFEC Public Company Limited

3. The transaction and its payment

Fanster Media Company Limited, "Fanster", an associate of the company. There are plans to increase the registered capital as follows:

	Number of shares (Shares)	Ordinary shares valued (Baht per each share)	Registered capital
Before the registered capital increase.	8,000,000	5.00	40,000,000.00
Increase the registered capital	7,800,000	5.00	39,000,000.00
After the registered capital increase.	15,800,000	5.00	79,000,000.00

MFEC Public Company Limited shall hold an additional investment in Fanster Media Company Limited are 2,160,000 shares, or 28% of the registered capital, totally valued at 10,800,000 Baht with paid in capital for 100% in June 2018.

4. Value and size of the transaction

The holding of 2,160,000 shares of Fanster Media Company Limited is valued at 10,800,000 Baht. The size of such transaction is estimated according to the regulations of Stock Exchange of Thailand as follows.

4.1 Value of the acquired assets

Unable to estimate because NTA had a loss of investment in the company.

4.2 Net profit

Unable to estimate because the joint venture had a net loss in the first quarter of 2018.

4.3 Value of the investment

$$= \frac{\text{Investment value}}{\text{MFEC's total assets value of registered company}} \times 100$$

$$= \frac{10,800,000}{3,143,131,000} \times 100$$

$$= 0.34 \%$$

4.4 Value of the rewarded shares

Being unable to estimate since there is no rewarded shares for the acquisition of the ordinary shares of Fanster Media Company Limited

5. General Information of Fanster Media Company Limited

5.1 Shareholder structure

Name of Shareholder	Before the registered capital increase.		Increase the registered capital		After the registered capital increase.	
	Number of shares	Percentages (%)	Number of shares	Percentages (%)	Number of shares	Percentages (%)
1. Aloha Inter Company Limited	3,600,000	45.0	2,430,000	31.0	6,030,000	38.0
2. MFEC Public Company Limited	2,400,000	30.0	2,160,000	28.0	4,560,000	29.0
3. Wanwarin and Associated Company Limited	400,000	5.0	270,000	3.5	670,000	4.0
4. Time Prime Reality Company Limited	400,000	5.0	270,000	3.5	670,000	4.0
5. Mr. Arm Sivadith	480,000	6.0	-	-	480,000	3.0
6. Mr. Arpakorn Boonkongchean	400,000	5.0	270,000	3.5	670,000	4.0
7. Employees of MFEC Public Company Limited	320,000	4.0	-	-	320,000	2.0
8. ESOP	-	-	2,400,000	31.0	2,400,000	16.0
	8,000,000	100.0	7,800,000	100.0	15,800,000	100.0

For the 7th shareholder, MFEC Public Company Limited will consider and grant the right to be the shareholder to MFEC Public Company Limited's employees in operational level, who have participated in the presentation, initiative and development in connection with the application for Fanster Media Company Limited's the business management in which it is being in accordance with MFEC Public Company Limited's policy to promote and support the employees to contribute the ideas and develop the innovations for business and social benefits.

5.2 Registered capital

Fanster Media Company Limited has registered capitals in the aggregate amount of 79,000,000 Baht, divided into 15,800,000 shares, valued at 5 Baht per each share.

5.3 Company's Directors

1. Mr. Cheevin Kosiyapong
2. Mr. Thana Kosiyapong
3. Mr. Arm Sivadith
4. Mr. Arpakorn Boonkongchean
5. Mr. Chatree Chabadow Srivijit

6. Source of fund

Internal Investments Source from MFEC Public Company Limited

7. Valuation criteria

The Price shall be Par value is baht per share. (5 Baht per share shall be the principle)

8. Relationship between joint investor and registered company

Mr. Arm Sivadith has shareholding equity of 10% of the registered capital of Fanster Media Company Limited and is the Executive Director of MFEC Public Company Limited. According to its investment policy, the company shall appoint an Executive or a representative as Director of its joint / subsidiary companies.

9. Expected benefits from Investment

The joint investment in Fanster Media Company Limited will continue to expand the celebrity's news and information services via an application on smartphone and tablet, providing advertisement, public relations media and marketing services including providing organizer services in events or other performances.