

Ref. MFEC/CSOT/0011/2017

September 26, 2017

Attention: Managing Director of Stock Exchange of Thailand

Subject: Notification of Resolution of Executive Director Board Meeting No. 8/2017

In the Executive Director Board Meeting No. 8/2017 of MFEC Public Company Limited ("MFEC") dated September 26, 2017, it is resolved that the company shall invest in the business of new Project with the outsiders who is interested in sharing investment according to the principle approved by the Company Board of Directors Meeting No. 2/2017 dated May 11, 2017 by establishment registration of a new company named Digital Savvy Company Limited which shall be founded in October 2017 with 36% (thirty-six percent) shareholding equity of the registered capital, or in the aggregate amount of 10,800,000 Baht (Ten Million and Eighty Hundred Thousand Baht), held by MFEC Public Company Limited (total capitals are 30,000,000 Baht). The objectives of the company are composed of ticket selling system including all types of tickets to the show and providing organizer services in events or other performances. Moreover, the new company's operation is not duplicate with the old's. On the other hand, its' operation will be beneficial to the old company and will encourage the old company to gain more profit from the investment.

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



MFEC
Public Company Limited



(Mr. Siriwat Vongjarukorn)
Chief Executive Officer

**Information Memorandum on
MFEC Public Company Limited's
Investment in Digital Savvy Company Limited**

1. Objectives and date/ month/ year of investment

MFEC aims to invest in Digital Savvy Company Limited with the objectives of the company are composed of ticket selling system including all types of tickets to the show and providing organizer services in events or other performances. The process of the investment is expected to be completely done in October 2017.

2. Contracting parties involved and the relationship

Contracting party : Digital Savvy Company Limited

Relationship : Since MFEC Public Company Limited has a plan to expand investment by applying technological capability which is the strength of the company to develop and transform into a brand-new business such as musical studio, sport, retailing e.g., coupled with the trend of market expanding in digital age, the company considers to share investment with the experienced personnel in business operation by registering the brand-new company. After entering into joint investment, the Company shall have shareholding equity in the rate of 36% of the registered capital. Therefore, Digital Savvy Company Limited is a joint investment company of MFEC Public Company Limited.

3. The transaction and its payment

MFEC Public Company Limited shall invest in Digital Savvy Company Limited which shall have registered capital in the aggregate amount of 30,000,000 baht, containing 300,000 ordinary shares valued at One Hundred (100) Baht per each share. MFEC Public Company Limited shall hold 108,000 shares, or 36% of the registered capital, totally valued at 10,800,000 Baht with paid in capital for 100% in October 2017.

4. Value and size of the transaction

The holding of 108,000 shares of Digital Savvy 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

Being unable to estimate since the company shall begin its operations in October 2017

4.2 Net profit

Being unable to estimate since the company shall begin its operations in October 2017

4.3 Value of the investment

$$\begin{aligned} &= \frac{\text{Investment value}}{\text{MFEC's total assets value of registered company}} \times 100 \\ &= \frac{10,800,000}{2,881,989,000} \times 100 \\ &= 0.37 \% \end{aligned}$$

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 Digital Savvy Company Limited

5. General Information of Digital Savvy Company Limited

5.1 Shareholder structure

	<u>Number of shares</u>	<u>Percentages</u>
1. Siam Sport Syndicate Public Company Limited	153,000	51.00%
2. MFEC Public Company Limited	108,000	36.00%
3. Employees of MFEC Public Company Limited	39,000	13.00%

For the 3th shareholder, MFEC PLC. will consider and grant the right to be the shareholder to MFEC PLC.'s employees in operational level, who have participated in the presentation, initiative and development in connection with the Application for Digital Savvy Company Limited's the business management in which it is being in accordance with MFEC PLC.'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

Digital Savvy Company Limited has registered capitals in the aggregate amount of 30,000,000 Baht, divided into 300,000 shares, valued at 100 Baht per each share.

5.3 Company's Directors

1. Mr. Vaksorn lohtong
2. Mr. Sarayuth mahawaleerat
3. Mr. Sakolporn Sorakul
4. Mr. Thanakorn Charlee
5. Mr. Arm Sivadith
6. Mr. Surachet Chalermphol

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. (100 Baht per share shall be the principle)

8. Relationship between joint investor and registered company

8.1 Mr. Surachet Chalermphol has shareholding equity of 6.07% of the registered capital of Digital Savvy Company Limited and is the employees at the head of the company.

8.2 Mr. Thanakorn Charlee and Mr. Arm Sivadith are the Director/ 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 Digital Savvy Company Limited will support MFEC Public Company Limited to add more channel to expand its business customer base, to the other industrial group which has never been the customer with the Company before and to strengthen its leadership in IT business accordingly.