

Ref. MFEC/CSOT/0010/2017

August 17, 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 August 16, 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, 1 associated company and 1 subsidiary company which shall be founded in August 2017, registering the establishment of subsidiary company named Data Cafe Company Limited, Subsidiary Company, with 59.9% (fifty-nine point nine percent) shareholding equity of the registered capital or in the aggregate amount of 11,980,000 (Eleven Million Nine Hundred and Eighty Thousand Baht), The objective of the company is composed of provides consulting services to research and analyze all types of business information for the benefit of market expansion and business growth and provides development services and training and certification of personnel, information technology and other areas related to information technology or computer.

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.



MFEC  
Public Company Limited

Faithfully yours,  
MFEC Public Company Limited



(Mr. Siriwat Vongjarukorn)  
Chief Executive Officer

## **Information Memorandum on MFEC Public Company Limited's Investment in Data Cafe Company Limited**

### **1. Objectives and date/ month/ year of investment**

MFEC aims to invest in Data Cafe Company Limited with the objective of the company is composed of provides consulting services to research and analyze all types of business information for the benefit of market expansion and business growth and provides development services and training and certification of personnel, information technology and other areas related to information technology or computer. The process of the investment is expected to be completely done in August 2017.

### **2. Contracting parties involved and the relationship**

Contracting party : Data Cafe 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 59.9% of the registered capital. Therefore, Data Cafe Company Limited is a subsidiary company of MFEC Public Company Limited.

### **3. The transaction and its payment**

MFEC Public Company Limited shall invest in Data Cafe Company Limited which shall have registered capital in the aggregate amount of 20,000,000 baht, containing 1,000,000 ordinary shares valued at twenty (20) Baht per each share. MFEC Public Company Limited shall hold 599,000 shares, or 59.9% of the registered capital, totally valued at 11,980,000 Baht with paid in capital for 40% in August 2017.

### **4. Value and size of the transaction**

The holding of 599,000 shares of Data Cafe Company Limited is valued at 11,980,000 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 August 2017

#### **4.2 Net profit**

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

#### **4.3 Value of the investment**

$$\begin{aligned} &= \frac{\text{Investment value}}{\text{MFEC's total assets value of registered company}} \times 100 \\ &= \frac{11,980,000}{2,914,424,000} \times 100 \\ &= 0.41 \% \end{aligned}$$

#### **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 Data Cafe Company Limited



## **5. General Information of Data Cafe Company Limited**

### **5.1 Shareholder structure**

	<b><u>Number of shares</u></b>	<b><u>Percentages</u></b>
1. MFEC Public Company Limited	599,000	59.90%
2. Mr. Viroj Chiraphadthanakul	200,000	20.00%
3. Mr. Thanachart Ritbumroong	200,000	20.00%
4. Mr. Tanapong Wuttikajohnved	1,000	0.10%

### **5.2 Registered capital**

Data Cafe Company Limited has registered capitals in the aggregate amount of 20,000,000 Baht, divided into 1,000,000 shares, valued at 20 Baht per each share.

### **5.3 Company's Directors**

1. Mr. Arm Sivadith
2. Mr. Jirapong Laokajorn
3. Mr. Wiroj Jiraphattanakul
4. Mr. Thanachart Ritbumrung
5. Mr. Tanapong Wuttikajohnved

## **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. (20 Baht per share shall be the principle)

## **8. Relationship between joint investor and registered company**

8.1 Mr. Tanapong Wuttikajohnved has shareholding equity of 0.01% of the registered capital of Data Cafe Company Limited and is the employees at the head of the company.

8.2 Mr. Arm Sivadith and Mr. Jirapong Laokajorn 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 associated company / subsidiary companies.

## **9. Expected benefits from Investment**

The joint investment in Data Cafe 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. For financial benefits Data Cafe Company Limited will generate profit to the company from its performance started in 2018 onwards.