



Ref. MFEC/CSOT/0009/2017

June 13, 2017

Attention: Managing Director of Stock Exchange of Thailand

Subject: Notification of Resolution of Executive Director Board Meeting No. 6/2017

In the Executive Director Board Meeting No. 6/2017 of MFEC Public Company Limited ("MFEC") dated June 13, 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 Fanster Media Company Limited which shall be founded in June 2017 with 30% (thirty percent) shareholding equity of the registered capital, or in the aggregate amount of 12,000,000 Baht (Twelve million Baht), held by MFEC Public Company Limited (total capitals are 40,000,000 Baht). The objectives of the company is composed of providing celebrity's news and information services via application on smartphone and tablet, providing advertisement, public relations media and marketing services including 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



A handwritten signature in black ink, appearing to read 'Siriwat Vongjarukorn', with a stylized flourish at the end.

(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 objective to provide celebrity's news and information services via 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 2017.

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

Contracting party : Fanster Media 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 30% of the registered capital. Therefore, Fanster Media 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 Fanster Media Company Limited which shall have registered capital in the aggregate amount of 40,000,000 baht, containing 8,000,000 ordinary shares valued at five (5) Baht per each share. MFEC Public Company Limited shall hold 2,400,000 shares, or 30% of the registered capital, totally valued at 12,000,000 Baht with paid in capital for 25% in June 2017.

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

The holding of 2,400,000 shares of Fanster Media Company Limited is valued at 12,000,000 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 June 2017

**4.2 Net profit**

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

**4.3 Value of the investment**

$$\begin{aligned} &= \frac{\text{Investment value}}{\text{MFEC's total assets value of registered company}} \\ &= \frac{12,000,000}{2,914,424,000} \\ &= 0.0041 \% \end{aligned}$$

**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 Fanster Media Company Limited

## 5. General Information of Fanster Media Company Limited

### 5.1 Shareholder structure

	<u>Number of shares</u>	<u>Percentages</u>
1. Aloha Inter Company Limited	3,600,000	45.00%
2. MFEC Public Company Limited	2,400,000	30.00%
3. Mr. Arm Sivadith	480,000	6.00%
4. Wanwarin and Associated Company Limited	400,000	5.00%
5. Time Prime Reality Company Limited	400,000	5.00%
6. Mr. Arpakorn Boonkongchean	400,000	5.00%
7. Employees of MFEC Public Company Limited	320,000	4.00%

For the 7<sup>th</sup> 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 Fanster Media 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

Fanster Media Company Limited has registered capitals in the aggregate amount of 40,000,000 Baht, divided into 8,000,000 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 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 Fanster Media Company Limited will generate profit to the company from its performance started in 2018 onwards.