

December 6, 2016

Subject : Resolution of Executive Board Meeting No. 9/2016

Attention: Managing Director of Stock Exchange of Thailand

In the Executive Board Meeting No. 9/2016 of MFEC Company Limited dated December 6, 2016, it is resolved that the company shall invest in a new company with its employees according to the principle approved by the Board of Directors Meeting No. 7/2016 dated November 10, 2016. A new company named Playtorium Solutions Company Limited shall be founded in December 2016 with 70% of the registered capitals, or 3,500,000 baht (three million and five hundred thousand baht), held by MFEC Public Company Limited (total capitals are 5,000,000 baht). The objectives of the company contain providing consulting services and information technology development, selling products including software, hardware, computer network, security system, multimedia, information science, cloud computing, Artificial Intelligence, robotics, Internet of Things, other related matters, and providing personnel for projects.

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

Please be informed accordingly.



Faithfully yours,  
MFEC Public Company Limited



(Mr. Siriwat Vongjarukorn)  
Chief Executive Officer

## Information Memorandum on MFEC Public Company Limited's Investment in Playtorium Solutions Company Limited

### 1. Objectives and date of investment

MFEC aims to invest in Playtorium Solutions Company Limited with the objectives to provide consulting services and information technology development, to sell products including software, hardware, computer network, security system, multimedia, information science, cloud computing, Artificial Intelligence, robotics, Internet of Things, other related matters, and to provide personnel to projects. The process of the investment is expected to be done in December 2016.

### 2. Contracting parties involved and the relationship

Contracting party : Playtorium Solutions Company Limited

Relationship : MFEC Public Company Limited encourages creative employees who are competent in their work and have potential in business management to expand the business and establish a new subsidiary company. As a result of the investment of 70% of the registered capitals, Playtorium Solutions Company Limited is a subsidiary of MFEC Public Company Limited.

### 3. The transaction and its payment

MFEC Public Company Limited shall invest in Playtorium Solutions Company Limited which has registered capitals in the amount of 5,000,000 baht, containing 500,000 ordinary shares valued at 10 baht each, with paid-in capital for 25%. MFEC Public Company Limited shall hold 350,000 shares, or 70% of the registered capitals, valued at 3,500,000 baht.

### 4. Value and size of the transaction

The holding of 350,000 shares of Playtorium Solutions Company Limited is valued at 3,500,000 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 since the company shall begin its operations in February 2017

#### 4.2 Net profit

Unable to estimate since the company shall begin its operations in February 2017

#### 4.3 Value of the investment

$$\begin{aligned}
 &= \frac{\text{Investment value}}{\text{MFEC's total assets}} \\
 &= \frac{3,500,000}{3,000,113,000} \\
 &= 0.0011 \%
 \end{aligned}$$

#### 4.4 Value of the rewarded shares

Unable to estimate since there is no rewarded shares for the acquisition of the ordinary shares of Playtorium Solutions Company Limited



## 5. General Information of Playtorium Solutions Company Limited

### 5.1 Shareholder structure

	<u>Number of shares</u>	<u>Percentages</u>
1. MFEC Public Company Limited	350,000	70.00%
2. Mr. Ratanapol Buppachart	122,500	24.50%
3. Mr. Ratket Sang-On	10,000	2.00%
4. Ms. Manaspan Muenman	7,500	1.50%
5. Mr. Anuchit Chareonsetkit	5,000	1.00%
6. Mr. Anucha Chareonsetkit	5,000	1.00%

### 5.2 Registered capitals

Playtorium Solutions Company Limited has registered capitals in the amount of 5,000,000 baht, containing 500,000 shares valued at 10 baht each.

### 5.3 Company's Directors

1. Mr. Arm Sivadith
2. Mr. Jirapong Laokajorn
3. Mr. Ratanapol Buppachart

### 4. Source of fund

From MFEC Public Company Limited

### 5. Valuation criteria

Par value is 10 baht per share.

### 6. Relationship between both companies

Mr. Arm Sivadith and Mr. Jirapong Laokajorn are Executive Officers of MFEC Public Company Limited. According to its investment policy, the company shall appoint a Executive or a representative as Director of its subsidiary/associate companies.

Mr. Ratanapol Buppachart is Head of a business unit of MFEC Public Company Limited, who is skilled and competent in business management, and is encouraged and supported by the company to have a start-up business. His employment shall be terminated on February 1, 2017.

### 7. Expected benefits

The investment in Playtorium Solutions Company Limited will help MFEC Public Company Limited expand its business base, strengthen its leadership in IT business, and enhance its competitiveness in the market. For financial benefits, Playtorium Solutions Company Limited will generate profit to the company from its performance started in 2017 onwards.