

March 29, 2019

Subject: Notification of the resolution of new ordinary shares of Digital Savvy Company Limited “DS” and reducing the capital of Data Café Company Limited “DC”

Attention: Managing Director of Stock Exchange of Thailand

According to the Board of Management Meeting No. 1/2019 of MFEC Public Company Limited (“MFEC”/the Company) dated February 27, 2019, approved in principle and authorized the Executive Committee No. 3/2019 on March 29, 2019 to have power in considering the purchase of newly issued ordinary shares of Digital Savvy Co., Ltd. (additional part) in both company and employees, in order to maintain the investment proportion in the associated company, and has the power to consider the consideration of the reduction of registered capital of Data Café Company Limited, including documents related to the operation for the purpose of purchasing shares in increasing registered capital and decreasing the registered capital successfully.

The Executive Committee Meeting of MFEC Public Company limited No. 3/2019, dated March 29, 2019 has the resolution to precede as follows:

- 1) The Executive Committee has considered to purchase the newly issued ordinary shares in increasing registered capital of Digital Savvy Co., Ltd., the original registered capital of 30 million baht, with a registered capital increasing of 10 million baht, totaling 40 million baht (forty million baht). Within April 2019, by buying 49,000 new ordinary shares, it is worth 4.9 million baht (four million nine hundred thousand baht). After such proceeding, the proportion of holding shares investment of the company will be increased from the amount of 117,550 shares, representing 39.18 percent (thirty-nine point eighteen), to 166,550 shares, representing 41.64 percent (forty-six point sixty-four). By increasing the registered capital in this time, enhancing the liquidity of the business enabling the company to operate in line with the business plan.
- 2) The Executive Committee has considered to decrease the registered capital of Data Café Company Limited from the former registered capital of 20 million baht, with a resolution to register the capital decreasing of 12 million baht, remaining new registered capital of 8 million baht (eight million baht). Within April 2019, by proceeding the decreasing of the registered capital is in proportion to the original investment, in which after such proceeding, thus, the shareholding proportion of the Company’s ordinary shares will be changed from 599,000 shares to 239,600 shares, equivalent to 59.90 percent of the registered capital, which has details of the Company’s investment structure as follows:



Lists of Shareholders	Original Registered Capital		Reducing Capital		After Reducing Capital	
	Number of Shares	Proportion of Holding (%)	Number of Shares	Proportion of Holding (%)	Number of Shares	Proportion of Holding (%)
1. MFEC Public Company Limited	599,000	59.90	359,400	59.90	239,600	59.90
2. Mr. Viroj Jirapattanakul	200,000	20.00	120,000	20.00	80,000	20.00
3. Mr. Thanachart Ritbumrung	200,000	20.00	120,000	20.00	80,000	20.00
4. Mr. Thanapong Wuttikajorn	1,000	0.10	600	0.10	400	0.01
	1,000,000	100.00	600,000	100.00	400,000	100.00

By investing in this company is to enable the company to have a registered capital at an appropriate level for the management and business operations of the organization.

In this regard, the transaction to purchase the newly issued ordinary shares of increasing registered capital in the clause 1), such transaction is not in the scope of consideration in compliance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2008, subject: The criteria for making significant transactions that are considered as an acquisition or disposal of assets and the announcement of the Stock Exchange of Thailand (“SET”), subject: The disclosure of information and practices of listed companies in acquisition or disposal of assets, B.E. 2547 (in accordance with the consolidated financial statements as of September 30, 2018), which is less than 15%. In addition, this transaction is not considered as a connected transaction in compliance with the Notification of the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2008, subject: Rules on connected transactions and the notification of the Stock Exchange of Thailand, subject: The disclosure of information of listed companies concerning the connected transactions, B.E. 2546, in which the Company has acquired assets occurring in the past six months. As stated in the text, the listed company discloses information to the Stock Exchange of Thailand, according to the announcement of rules, conditions, and methods of information disclosure as detailed in this attachment.

Please be informed accordingly.

Faithfully yours,

Siriwat Vongjarukorn

(Mr. Siriwat Vongjarukorn)

Director / Chief Executive Officer



**Information Memorandum of MFEC Public Company Limited
Presented to the Stock Exchange of Thailand**

The First Transaction: Purchasing ordinary shares increasing capital of Digital Savvy Company Limited

1. Date/ month/ year of transaction and objective of investment in the listed Company

Investing in purchasing ordinary shares in the amount of 49,000 shares, representing 49.00 percent of the registered capital of Digital Savvy Company Limited “DS” with the objective to increase liquidity in business operation, will be completed the investment purchase of additional ordinary shares within April 2019.

2. Contracting parties involved and the relationship with listed Company

Contracting Party: Digital Savvy Company Limited

Relationship: Being the associated company of MFEC Public Company Limited

3. The transaction and its payment

Digital Savvy Company Limited “DS” which is the associated company of MFEC Public Company Limited and formerly holding 117,550 ordinary shares with a par value of 100 baht, calculated in the total amount of 11,755,000 baht or in the proportion of 39.18% of registered capital of 30,000,000 baht.

After the investment in the purchase of additional ordinary shares, MFEC Public Company Limited “MFEC” will hold 41.64 percent of the ordinary shares in the amount of 166,550 shares with a par value of 100 baht, representing a value 16,655,000 baht within February 2019.

4. Value of the transaction

Investing in purchasing ordinary shares in the amount of 49,000 shares with a par value of 100 baht per Share, or in the total amount of 4,900,000 baht (four million nine hundred thousand baht) in which size of transaction when is measured with the principle of the Stock Exchange of Thailand, the result has appeared as follows;

The Calculation of the Transaction Size according to the Announcement of the acquisition or sale according to the 4 calculation criteria has details as follow;

Principle	Calculation Formula	Size of Transaction
1. Principle of net tangible asset	$\frac{\text{NTA* of investments in the Company of 6.75 million Baht} \times \text{Acquisition Proportion or Disposal Proportion of 49\%} \times 100}{\text{NET Tangible Asset (NTA) of 1,3999.11 Million Baht}}$	0.24%
2. Principle of Net Operation Profit	$\frac{\text{Net Profit after tax as to the Acquisition asset} \times 100}{\text{Whole Value of Asset of Listed Company}}$	Cannot be measured because of net loss
3. Principle of Whole Value of Remuneration	$\frac{\text{Investment Value (100 Baht)} \times 49,000 \text{ shares}}{\text{Whole Asset of the Company (3,330.27 Million Baht)}}$	0.15%
4. Principle of Share Capital Value issued for paying the asset	$\frac{\text{Amount of Capital Share which the Company issued for paying the asset} \times 100}{\text{Amount of paid-up Share of the Company**}}$	Cannot be measured because of not issuing the remuneration share



In all events, when counting the size of the asset acquisition transaction in the term of six months retroactively and the transaction of repurchasing ordinary shares from the minority shareholders of Digital Savvy Company Limited, therefore, the size of transaction of purchasing the asset as to the principle of net tangible asset will be equal to 0.24% in the following detail;

No.	Transaction of Asset Acquisition	Transaction Value (Million Baht)	Size of Transaction (Percentage)	Date of Approval Resolution by the Board of Director
1.	Purchasing the ordinary share in Advance Intelligence Modernity Company Limited	0.00	0.00	December 18, 2018
2.	Purchasing the ordinary share in Digital Savvy Company Limited	0.72	0.00	February 5, 2019
3.	Purchasing the ordinary shares in Digital Savvy Company limited	4.90	0.24	February 27,2019
	Total Transaction Size	5.62	0.24	

5. General Information of Digital Savvy Company Limited

5.1 Structure of Shareholders

Name of Shareholders	Former		Increasing Capital		After increasing capital	
	Share Amount	Share Holding Equity (%)	Share Amount	Share Holding Equity (%)	Share Amount	Share Holding Equity (%)
1. Siam Sport Syndicate PLC.	153,000	51.00	51,000	51.00	204,000	51.00
2. MFEC Public Company Limited	117,000	39.18	49,000	49.00	166,550	41.64
3. Employee Group of MFEC	29,450	9.82	-	-	29,450	7.36
Total	300,000	100.00	100,000	100.00	400,000	100.00

5.2 Registered Capital

Digital Savvy Company Limited has registered capital of 40,000,000 baht divided into 400,000 shares with value 100 Baht per share.

5.3 Board of Director, the names are as follows;

- 1) Mr. Vaksorn Lohthong
- 2) Dr. Sarayuth Mahawaleerat
- 3) Mr. Sakolporn Sorakul
- 4) Mr. Thanakorn Charlee
- 5) Mr. Arm Sivadith
- 6) Mr. Surachet Chalermphol

6. Used Capital source:

Capital in the business of MFEC

7. Principle of Price Determination

Par Value

8. Relationship with the listed Company

Being an associated company

9. Expected Benefit received from Investment

Purchasing newly issued ordinary shares of Digital Savvy Company Limited "DS" for the purpose of increasing the liquidity of management and business operations according to business plan.