



MFEC/CSOT/0003/2020

February 27th, 2020

Subject: Notification of the Resolution of the Board of Directors Meeting No. 1/2020

To: Director and President, Stock Exchange of Thailand

MFEC Public Company Limited's Board of Directors had arranged the Board of Directors Meeting No. 1/2020 on Thursday, 27th February 2020 from 10.30 a.m. to 13.00 p.m., and passed the necessary resolutions as follows.

1. The approval of the Statement of Financial Status and Profit and Loss Statement as of 31st December 2019, which are audited and certified by the Auditor. The statements shall be forwarded to the shareholders for further consideration and approval accordingly.
2. The approval of the cash dividend allocation from the Company's net profit gained in the year 2019, at the rate of 0.35 baht per share, and the Company's net profit in 2019 is 225.42 million baht. According to its dividend payment policy, the Company shall pay not less than fifty (50) percent of the net profit after tax and retained earnings. The dividend payment shall be made on 20th May 2020. The Record Date is set to be on 5th May 2020.

The shareholders will be charged for withholding tax in the rate of 10 percent of the received dividend. The resolution shall be proposed to the shareholder meeting for further consideration and approval correspondingly.

3. The approval of the registration of the amendment of the Memorandum of Association No.3, adding 1 objective into a total of 25 items, in order to expand the business opportunities in the field of computers and information technology of the Company in another way.

Objective Article 25: "To operate the business, providing all types of advertising media, including business operations; advertising medias, public relations, and events through social medias, applications, televisions, radios, cable TVs, videos, movies, newspaper, magazines, documentaries, publications, billboards both publications and digital, audios and video medias of all kinds, and including all other types of medias both domestically and internationally.

4. The approval of the appointment of new directors as a replacement of the former directors who resigned, and the determination of the remuneration for directors in 2020.

The Company had given an opportunity to the shareholders to nominate qualified persons as directors of the Company. However, no one was nominated. On 27th February 2020, Nomination and Remuneration Committee proposed to the Board of Directors Meeting No. 1/2020 to re-elect the Directors and an Independent Director who retired by rotation that have good understanding about the Company's business, and knowledge and experiences that benefit the Company. The Directors mentioned are listed as follows.

- 1) Mr. Siriwat Vongjarukorn, Executive Director performed the duty for 22 years
- 2) Mr. Thanakorn Charlee, Executive Director performed the duty for 4 years
- 3) Dr. Charn Tharawas, Independent Director performed the duty for 3 years

The total number of the remuneration for the Board of Directors and Committees in 2020 which shall be forwarded to the shareholder meeting for a consideration is 4,164,000 baht.

The Board of Directors had determined and unanimously resolved that, consistent to the resolution of Nomination and Remuneration Committee, the Directors and Independent Directors who retired by rotation be re-elected to the position for another term according to Article 13 of the Articles of Association, and that the total number of the remuneration of the Board of Directors and Committees in 2020 is 4,164,000 baht. The resolution shall be forwarded to the shareholder meeting accordingly.

The amount aforementioned excluded that remuneration for Mr. Kiyotaka Nakamura, Director and a representative of TIS Inc., who denies to receive remuneration as Vice Chairman and Member of the Nomination and Remuneration Committee for the entire term of his performance according to the Corporate Governance of Securities and Exchange of Japan, and the remuneration for those Executive Directors who are also members of any committee according to the Company's policy.

5. The approval of the organization of the Annual General Meeting of Shareholders 2020 on Monday, 27th April 2020, started at 10.00 a.m. at the meeting room on 39th Floor of Sun Tower B, 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900. The Record Date is set to be on Friday, 20th March 2020. The agendas of the meeting are as follows.
 1. To approve the minutes of the Annual General Meeting of Shareholders 2019
 2. To acknowledge the performance of the Company in 2019
 3. To approve the Statement of Financial Status, and Profit and Loss Statement as of 31st December 2019
 4. To approve the dividend allocation from the Company's profit to the shareholders
 5. To approve the amendment of Article 3 of the Memorandum of Association to be in accordance with the addition of the objectives of the Company



6. To approve the appointment of directors in replacement of the directors who retired by rotation
7. To approve the remuneration to the Board of Directors in 2020
8. Others (if any)

Please be informed accordingly.

Yours Sincerely

Sirisak Tirawattanangkul
(Mr. Sirisak Tirawattanangkul)
Chairman