



MFEC/CSOT/025/2020

September 25th,2020

Subject: Additional Information in the Opinion Report of the Company on Tender Offer for the securities (Form 250-2) of MFEC Public Company Limited No. 2

To: Secretary of the Securities and Exchange Commission
Director and Manager of the Stock Exchange of Thailand
Shareholders of MFEC Public Company Limited

Refer to: The Opinion Report of the Company on the Tender Offer for the securities (Form 250-2) of MFEC Public Company Limited dated 14 August 2020 and the Opinion Report of the Company on the Tender Offer for the securities (Form 250-2) of MFEC Public Company Limited, the Amendment No.1 dated 8 September 2020

As MFEC Public Company Limited ("the Business") submitted the Opinion Report of the Company on the Tender Offer for the securities (Form 250-2) dated 14 August 2020 and the Opinion Report of the Company on the Tender Offer for the securities (Form 250-2) of MFEC Public Company Limited, the Amendment No.1 dated 8 August 2020 to the Securities and Exchange Commission of Thailand and shareholders of the Company.

The Company intends to amend and add the information in Form 250-2 in order to clarify the Opinion Report of the Company on the Tender Offer for securities. The additional text appears in red letter and the cut-off text appears as a strikethrough with details as follows.

Please be informed accordingly,

Sincerely Yours,
MFEC Public Company Limited

- *Siriwat Vongjarukorn* -

- *Thanakorn Charlee* -

(Signed).....

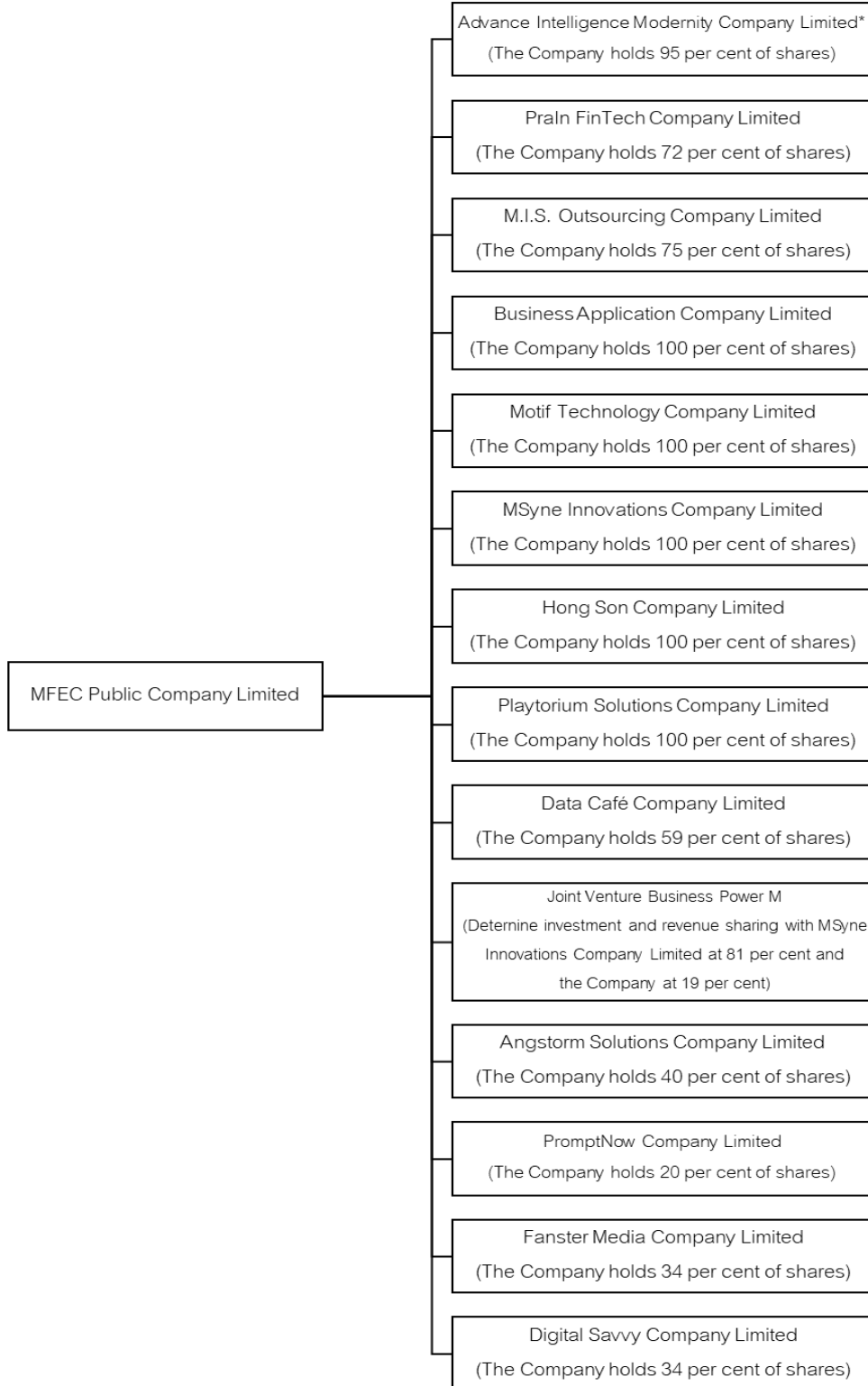
(Mr. Siriwat Vongjarukorn)

(Mr. Thanakorn Charlee)

1. Amendment on Clause 1.2 Page 12

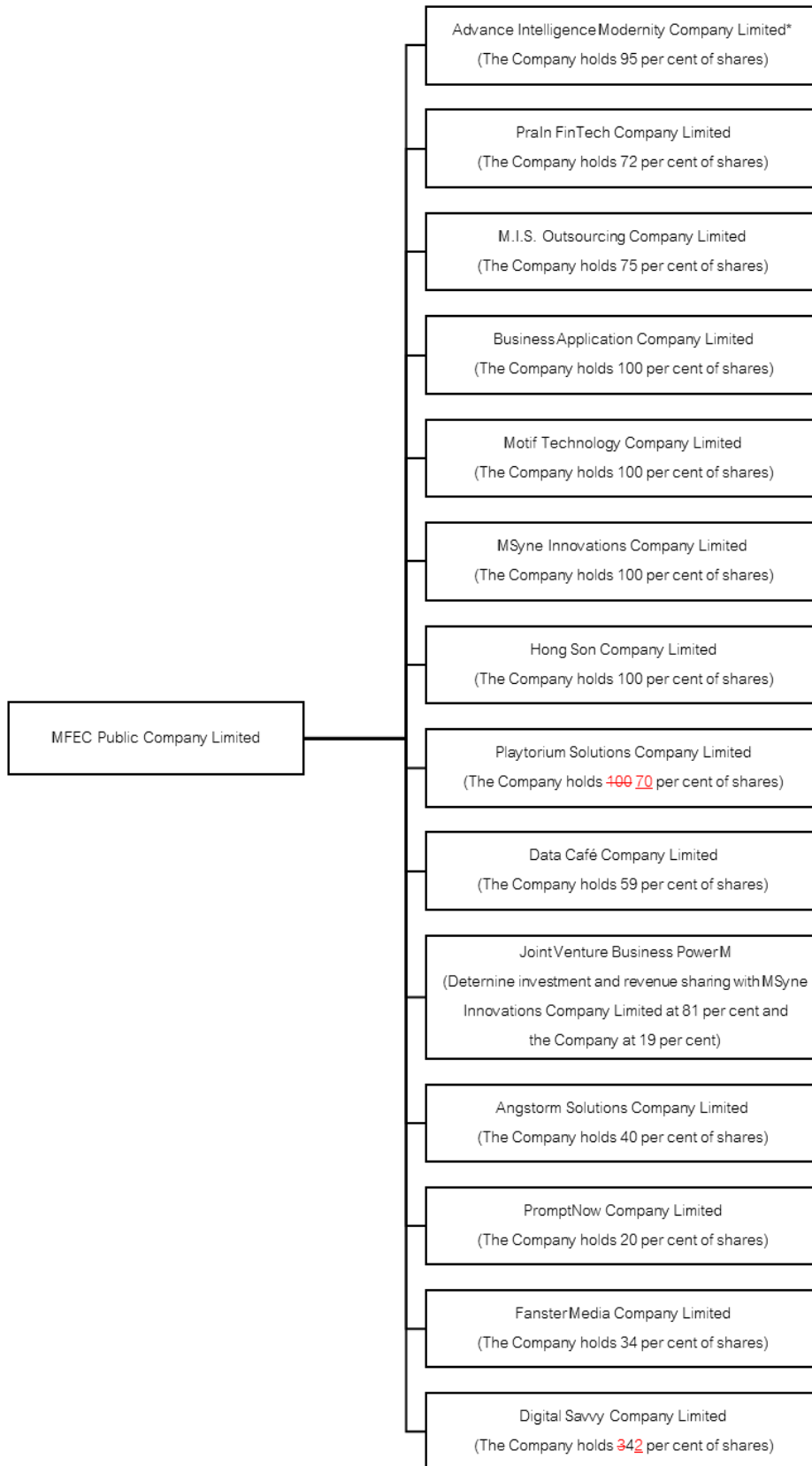
Original

Organization structure of the Company and subsidiaries



Amendment

Organization structure of the Company and subsidiaries



2. Amendment on Clause 1.7.5 Page 21

Original

Analysis of Financial Position and Performance Results for the 3 months period ended 31 March 2020

Assets

As of 31 March 2020, the Company and its subsidiaries had total assets of 3,650.51 million Baht decreased by 19.55 million Baht or 0.53 per cent. Total assets can be divided into current assets of 2,974.59 million Baht and non-current assets of 675.92 million Baht, accounting for 81.48 per cent and 18.52 per cent respectively.

Total Current Assets: As of 31 March 2020, the Company and its subsidiaries had total current assets of 2,974.59 million Baht or decreased by 4.50 per cent from as of 31 December 2019. It was attributable to the increased in cash and cash increased by 266.17 million Baht or 143.72 per cent from, net cash flow from operations In which the business can collect trade accounts receivable increased in cash with increased restrictions on use and disposal of investment funds account receivables and other receivables decreased by 712.55 million Baht or 45.36 per cent and decreased in temporary investments total of 24.33 million Baht or 100 per cent from the sale of investment.

Total Non-Current Assets: As of 31 March 2020, the Company and its subsidiaries had total non-current assets of 675.92 million Baht or increased by 21.73 per cent from as of 31 December 2019. It was attributable to decreased in other long-term investment total of 10.40 or 100 per cent from sold of other long-term investment and increased in right-of-use assets total of 10.55 million Baht by 100 per cent from the impact of financial reporting standard no. 16 regarding lease agreements.

Amendment

Analysis of Financial Position and Performance Results for the 3 months period ended 31 March 2020

Assets

As of 31 March 2020, the Company and its subsidiaries had total assets of 3,650.51 million Baht decreased by 19.55 million Baht or 0.53 per cent. Total assets can be divided into current assets of 2,974.59 million Baht and non-current assets of 675.92 million Baht, accounting for 81.48 per cent and 18.52 per cent respectively.

Total Current Assets: As of 31 March 2020, the Company and its subsidiaries had total current assets of 2,974.59 million Baht or decreased by 4.50 per cent from as of 31 December 2019. It was attributable to the increased in cash and cash increased by 266.17 million Baht or 143.72 per cent from, net cash flow from operations In which the business can collect trade accounts receivable increased in cash with increased restrictions on use and disposal of investment funds account receivables and other receivables decreased by 712.55 million Baht or 45.36 per cent and decreased in temporary investments total of 24.33 million Baht or 100 per cent from the sale of investment.

Total Non-Current Assets: As of 31 March 2020, the Company and its subsidiaries had total non-current assets of 675.92 million Baht or increased by 21.73 per cent from as of 31 December 2019. It was attributable to increase in right-of-use assets total of 123.97 million Baht or 100 per cent and other non-current financial assets an increase of 10.55 million Baht or 100 per cent from the impact of financial reporting standard no. 16 regarding lease agreement and decreased in other long-term investment total of 10.40 or 100 per cent from sold of other long-term investment and increased in right-of-use assets total of 10.55 million Baht by 100 per cent from the impact of financial reporting standard no. 16 regarding lease agreements.

3. Amendment on Clause 4.1 Page 29

Original

4.1 Reasons to accept and/or reject the Tender Offer

The Board of Directors of the Company excluding the director who having the conflicts of interest considered the Tender Offer Form of the Offerors and the Opinion of the Advisor of Shareholders and agreed with the Advisor of Shareholders. Therefore, the Board of Directors opines that the securities holders of the Company should consider in the following issues:

Tender Offer Price

The Board of Directors has an opinion in accordance with the Advisor of Shareholders that the tender offer price of the Company at 5.00 Baht per share is lower than the fair value of the Company's ordinary shares at 6.32 Baht per share, which is evaluated by the Advisor using the Discounted Cash Flow Approach.

Even though the tender offer price is lower than the fair value of the Company's ordinary shares, when compared with the weighted average market price of the Company's shares traded

on the SET during the 3 months (May – July 2020), which is at 4.63 Baht per share, the weighted average market price is lower than the tender offer price of 5.00 Baht per share. Therefore, the Advisor of Shareholders opines that the shareholders should consider in 2 cases as follows:

(a) In the case that the market price is higher than the tender offer price

The shareholders should reject the Tender Offer. In this regard, the shareholders who wish to sell their ordinary shares can do so via the SET instead of accepting the Tender Offer as the shares can be sold at a better price than accepting the Tender Offer. Nevertheless, the shareholders should consider the liquidity risk from trading the Company's shares and the market price of the Company's shares which may decrease if a large number of the shares are sold.

(b) In the case that the market price is lower than the tender offer price

The shareholders should accept the Tender Offer, because the tender offer price is higher than the market price. Even though, the tender offer price is lower than the fair value of the Company's ordinary shares is at 6.32 Baht per share.

However, the shareholders can purchase back the Company's ordinary shares on the SET if the shareholders wish to continue investing in the long-term since the fair value of the Company's ordinary shares is at 6.32 Baht per share, which is evaluated by the Advisor using the Discounted Cash Flow Approach.

However, in considering to accept or reject the Tender Offer from the Offeror this time, the shareholders should study the information in the Tender Offer for Securities (Form 247-4), the opinion of the Company regarding the Tender Offer for Securities (Form 250-2), and the opinion of the Advisor of Shareholders in this report for consideration in deciding to accept or reject the Tender Offer for Securities. The consideration of accepting or rejecting the said Tender Offer depends mainly on the discretion and decision of the shareholders.

Amendment

4.1 Reasons to accept and/or reject the Tender Offer

The Board of Directors of the Company excluding the director who having the conflicts of interest considered the Tender Offer Form of the Offerors and the Opinion of the Advisor of Shareholders and

agreed with the Advisor of Shareholders. Therefore, the Board of Directors opines that the securities holders of the Company should consider in the following issues:

Tender Offer Price

The Board of Directors has an opinion in accordance with the Advisor of Shareholders that the securities holders should reject the Tender Offer due to the tender offer price of the Company at 5.00 Baht per share is lower than the fair value of the Company's ordinary shares at 6.32 Baht per share, which is evaluated by the Advisor using the Discounted Cash Flow Approach.

Moreover, the securities holders should consider the market price of the Company's securities to make a decision to accept or reject the Tender Offer.

~~Even though the tender offer price is lower than the fair value of the Company's ordinary shares, when compared with the weighted average market price of the Company's shares traded on the SET during the 3 months (May—July 2020), which is at 4.63 Baht per share, the weighted average market price is lower than the tender offer price of 5.00 Baht per share. Therefore, the Advisor of Shareholders opines that the shareholders should consider in 2 cases as follows:~~

~~(a) In the case that the market price is higher than the tender offer price~~

~~The shareholders should reject the Tender Offer. In this regard, the shareholders who wish to sell their ordinary shares can do so via the SET instead of accepting the Tender Offer as the shares can be sold at a better price than accepting the Tender Offer. Nevertheless, the shareholders should consider the liquidity risk from trading the Company's shares and the market price of the Company's shares which may decrease if a large number of the shares are sold.~~

~~(b) In the case that the market price is lower than the tender offer price~~

~~The shareholders should accept the Tender Offer, because the tender offer price is higher than the market price. Even though, the tender offer price is lower than the fair value of the Company's ordinary shares is at 6.32 Baht per share.~~

~~However, the shareholders can purchase back the Company's ordinary shares on the SET if the shareholders wish to continue investing in the long term since the fair value of the Company's ordinary shares is at 6.32 Baht per share, which is evaluated by the Advisor using the Discounted Cash Flow Approach.~~

However, in considering to accept or reject the Tender Offer from the Offeror this time, the shareholders should study the information in the Tender Offer for Securities (Form 247-4), the opinion of the Company regarding the Tender Offer for Securities (Form 250-2), and the opinion of the Advisor of Shareholders in this report for consideration in deciding to accept or reject the Tender Offer for Securities. The consideration of accepting or rejecting the said Tender Offer depends mainly on the discretion and decision of the shareholders.