

14 August 2024

Subject: Disposal of Investment in a subsidiary resulting in a ceasing of a subsidiary company

To: President, the Stock Exchange of Thailand

Pursuant to the Board of Directors' Meeting No. 4/2024 of MFEC Public Company Limited ("the Company") on 14 August 2024, a resolution was passed to approve the disposal of the Company's investment in Playtorium Solutions Co., Ltd., a subsidiary in which the Company holds 70% of the shares. This decision aligns with the strategic direction of the Group's business and will result in Playtorium Solutions Co., Ltd. ceasing to be a subsidiary of the group after the completion of the transaction, the details are as follows:

Parties Involved and relationship with the Company	The Seller: MFEC Public Company Limited The Purchaser: Mr. Ratanapol Bubphachart and other shareholders who are representing management and employees of Playtorium Relationship: There is no relationship between the seller and the purchaser, in which the purchaser is not a related party to the Company.					
General information details of the transaction	The Company will sell its investment in Playtorium Solutions Co., Ltd., which accounts for 70% of the subsidiary's issued and paid-up capital.					
Shareholding structure before and after the transaction:	Shareholders' name		Before transaction		After transaction	
		No. of shares	Shareholding %	No. of shares	Shareholding %	
	MFEC Plc.	700,000	70.00%	-	-	
	Mr. Ratanapol Bubphachart	245,000	24.50%	559,100	55.91%	
	Other shareholders in Playtorium	55,000	5.50%	440,900	44.09%	
	Total	1,000,000	100.00%	1,000,000	100.00%	
Purpose of the Transaction	The investment disposition transaction is aligned with the group's strategic direction. The business unit being disposed is not related to the group's existing core business and does not significantly impact the group's overall operations or financial status.					
Value received from the transaction	The consideration price is Baht 69,300,000, representing selling price at Baht 99 per share. The price was mutually agreed by both parties, based on a valuation using the Discounted Cash Flows method, conducted by an independent financial advisor. The payment will be made into two installments: First payment: Baht 40,000,000 upon completion of the transaction.					

	Final payment: The remaining Baht 29,300,000, will be paid within 30 December 2024, along with 3% interest charge, totaling not exceeding than Baht 29,593,000, included accrue interest.
Transaction size	The calculation of the transaction size, based on the company’s financial statements for the six-month period ended 30 June 2024, which reviewed by the external auditor, results in a maximum transaction size of 3.90% under the Net Profit criteria. This does not require information disclosure under the Capital Market Supervisory Board’s Notification No. Tor. Jor. 20/2551. In addition, the Company had no other asset disposal transactions in the six months prior to the Board's resolution.
Expected benefits	The Company will gain profit from sales of investment and receive cash, which can be used for reinvestment or operational purposes.
Other important terms or conditions	<ul style="list-style-type: none"> - The purchaser agrees to use a transferred of shares as collateral for a pledge in proportion to the value that has not yet been fully paid. - The condition to remove directors appointed by the company from the subsidiary’s Board of directors upon completion of the transaction.
Expected transaction completion date	The transaction is expected to be completed within one month from the date of the Board’s resolution, with the expected completion within 30 September 2024.

The transaction is not a connected transaction, and after considering size of the transaction under the disclosure requirement of the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended). The transaction size is less than 15%. Consequently, the transaction shall not require mandatory public disclosure. Nevertheless, the Company is obliged to report such investment to be in accordance with the Regulations of the Stock Exchange of Thailand (“SET”) Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, as this is the case where the Company dispose an investment in company which results in that company ceasing to be a subsidiary of the Company.

Yours Sincerely

-Siriwat Vongjarukorn-

(Mr. Siriwat Vongjarukorn)

Chief Executive Officer