



Divergence

Far East Fame Line DDB Public Company Limited

Notice of the Ordinary Meeting of Shareholders No. 25

On April 25, 2019 : at 10.00 a.m.

At the Conference Room of Far East Fame Line DDB Public Company Limited
465/1-467 Si Ayutthaya Road, Thung Phayathai Sub-District,
Ratchathewi District, Bangkok 10400

For your convenience, please bring along the notice of the Meeting
(Registration Form with Barcode) for your registration.

(TRANSLATION)

**Notice of the Ordinary Meeting of Shareholders No.25
Far East Fame Line DDB Public Company Limited**

April 9, 2019

Dear Shareholders,

- Attachments:
1. Copy of the minutes of the Extraordinary Meeting of Shareholders No.1/2018 on August 1, 2018.
 2. 2018 Annual Report in QR Code format, comprising the Annual Report of the Company's Board of Directors and Financial Statements for the year ended December 31, 2018, the shareholders can download the Annual Report by scanning QR Code on the notice of the Meeting.
 3. Profile of the nominated persons to be the Company directors in replacement of those who retire by rotation.
 4. The definition of Independent Director.
 5. The profile data of Independent Directors and Audit Committee members that the Company nominated to be the authorized person from shareholders.
 6. The Articles of Association relating to the Meeting of Shareholders.
 7. Documents and evidence that the attendant have to present before attending the meeting and regulation for the meeting.
 8. The process of registration for the Ordinary Meeting of Shareholders.
 9. QR Code downloading procedures for the Annual Report 2018.
 10. Map of the meeting place of the Ordinary Meeting of Shareholders.
 11. Proxy Form B
 12. The notice of the Meeting (Registration Form with Barcode), please bring along this document for your registration.

The Board of Directors of Far East Fame Line DDB Public Company Limited resolved that the Ordinary Meeting of Shareholders No.25 would be held on Thursday, April 25, 2019 at 10.00 a.m., at the Conference Room of the Company, 465/1-467 Si Ayutthaya Road, Thung Phayathai Sub-district, Ratchathewi District, Bangkok 10400. The Company granted our shareholders to propose agenda and/or to nominate candidates to be elected as directors from December 1, 2018 to December 30, 2018, neither agenda nor candidates were proposed, therefore, the agendas to consider are as follows:

Agenda 1: To consider and adopt the minutes of the Extraordinary Meeting of Shareholders No.1/2018 held on August 1, 2018.

Fact and reason: The Company have arranged the minutes and submitted to the Stock Exchange of Thailand and publicized on the Company's website (www.fareastfamelineddb.com) within 14 days from the date of the Extraordinary Meeting of Shareholders and also submitted to Ministry of Commerce according to the requirement of the laws. (Attachment No.1)

Opinion of the Board of Directors: Such minutes was recorded correctly and should be submitted to the Ordinary Meeting of Shareholders for adoption.

Voting resolution

Majority votes of shareholders attending the Meeting and having voting rights.

Agenda 2: To acknowledge the report of the Board of Directors for the previous year.

Fact and reason: Report of the Board of Directors and the 2018 operating results of the Company provided in the Annual Report of 2018 in QR Code format, submitted together with the Notice of the Ordinary Meeting of Shareholder in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. (Attachment No.2)

Opinion of the Board of Directors: Such report should be submitted to the Ordinary Meeting of Shareholders for acknowledgement.

Voting resolution

This agenda is proposed for acknowledgement, which is not requires the voting.

Agenda 3: To consider and approve the Financial Statements as at December 31, 2018.

Fact and reason: Such Financial Statements were prepared properly and in accordance with Thai Financial Reporting Standards, examined and certified by a Certified Public Accountant and reviewed by the Audit Committee and the Board of Directors, details are as follows:

(Unit :Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,664.71	1,426.66
Total Liabilities	416.21	372.08
Shareholder's Equity	1,248.50	1,054.58
Total Income	741.17	633.91
Net Profit attributable to equity holders of the Company	100.99	87.81
Earnings per share (Baht)	13.35	11.61

Details of the Financial Statements are shown in the Annual Report of the year 2018. (Attachment No.2)

Opinion of the Board of Directors: Such Financial Statements should be submitted to the Ordinary Meeting of Shareholders for approval.

Voting resolution

Majority votes of shareholders attending the Meeting and having voting rights.

Agenda 4: To consider and approve the appropriation of profit and dividend payment.

Fact and reason: The Company will pay the dividend by the consideration of operating results and cash flow, the policy to pay the dividend at Baht 3.00 per share for the operation of Separate Financial Statements. The Company paid the dividend consistently every year and in accordance with its policy.

In 2018, a net profit of the Company amounting to Baht 87,814,108.46. The unappropriated retained earnings amounting to Baht 695,118,390.09.

Opinion of the Board of Directors: It was agreed to propose to the Ordinary Meeting of Shareholders to approve the appropriation of profit and dividend payment for the 2018 operating results as follows: Legal reserve is fully reserved and the Board agreed not to reserve this year and agreed to pay the dividend of Baht 10.00 per share for 7,749,950 shares, in the amount of Baht 77,499,500.00.

Dividend payment will be paid from the profit that already paid corporate income tax, wherein individual shareholders shall be entitled to Dividend Tax Credit under Section 47 bis of the Revenue Code. The detail are as follows:

- Paid from profit that already paid tax at the rate of 30% at Baht 0.48 per share.
- Paid from profit that already paid tax at the rate of 23% at Baht 0.21 per share.
- Paid from profit that already paid tax at the rate of 20% at Baht 9.31 per share.

The Record Date to determine the names of shareholders who have rights to receive dividend will be on May 8, 2019. Dividend payment date is May 23, 2019. The comparison of dividend payment to the previous year and policy are as follows:

Dividend description	2018 proposal	2017 Paid	The policy
The dividend per share (Baht)	10.00	10.00	3.00
The dividend ratio per net profit (%)	88.25	39.92	26.48

Voting resolution

Majority votes of shareholders attending the Meeting and having voting rights.

Agenda 5: To consider the election of the Company's directors in replacement of those who retire by rotation.

Fact and reason: According to the Articles of Association, Article 21, in every the Ordinary Meeting of Shareholders, one-third of the Company's directors are retired by rotation. If the number of directors can not be divided into three parts, the nearest to such one-third of the directors shall retire from office and the retiring directors may be re-elected. In this Ordinary Meeting of Shareholders, five retiring directors are :

1. Mr.Boonchai Chokwatana Chairman
2. Mr.Wasin Teyateeti Vice Chairman
3. Miss Waraporn Kulsawatpakdee Director /
Vice Chairman of the Executive Committee /
Risk Management & Anti-Corruption Committee
4. Mr. Chailadol Chokwatana Director
5. Assoc.Prof.Dr.Preeyachit Charoenwongse Independent Director

The Company granted the shareholders to nominate candidates to be elected as directors, during December 1-30, 2018, but no proposal from shareholder.

Opinion of the Board of Directors: The Board of Directors, excluding the directors who has been nominated, considered and agreed to propose to the Ordinary Meeting of Shareholders to elect Mr.Boonchai Chokwatana, Mr.Wasin Teyateeti, Miss Waraporn Kulsawatpakdee, Mr.Chailadol Chokwatana and Assoc.Prof.Dr. Preeyachit Charoenwongse who are retired by rotation, to be the directors of the Company for another term. By individual consideration, the aforementioned directors had knowledge, competence and experience from various professionals that meet the Company requirements. They undertook a number of work beneficial to the Company with good success record. Their qualifications are qualified and not prohibited according to laws, notifications and the Articles of Association. The members of Sub-Committee also performed well in their duties by using their experience to suggest the good policies that contributed to the successful records of the Company's operations. The profile of the nominated persons to be directors in replacement of those who retire by rotation are attached as Attachment No.3.

Voting resolution

Majority votes of shareholders attending the Meeting and having voting rights.

Agenda 6. To consider the director's remuneration.

Fact and reason: According to the Articles of Association, Article 32, the Company is not allowed to pay money or provide any property to the directors, except for the remuneration under their rights and other kind of benefits normally provided to those appointed as the directors of the Company. It also excludes the remuneration and a welfare which directors received as the Company's employee or staff. The Ordinary Meeting of Shareholders of the year 2018 agreed to approve the remuneration to the directors of not exceed 6 million Baht a year as allocated by the Board of Directors. For the year 2018, the Company had actually paid Baht 5,873,000.00 consisting of ; Baht 840,000.00 of the Board of Directors' meeting allowance, Baht 4,700,000.00 of the directors' compensation, Baht 225,000.00 of meeting allowance for Audit Committee and Baht 108,000.00 of meeting allowance for Risk Management & Anti-Corruption

Committee. The Company reported the summary, per person of the remuneration of the Board of Directors, Audit Committee and Risk Management & Anti-Corruption Committee, in the Annual Report and 56-1 Form in the section of remuneration of directors.

Opinion of the Board of Directors: Due to the increase of number of directors, the operating results of the Company is profitable and the Company has not increased the directors' remuneration for more than 10 years, It was agreed to propose the Ordinary Meeting of Shareholders No.25 for the year 2019 to approve the increase of the remuneration of the directors to be not exceeding Baht 7 million a year. The amount excluded the remuneration and welfare which directors received as the Company's employee or staff, which consideration on evaluation of Board of Directors operation, the Company's operation result, the amount approved by the Ordinary Meeting of Shareholders, the amount paid in the past year and comparison with the same level of business group including authority, duties and responsibilities. The proposal is as follows :

1. Board of Directors

- Meeting attendance fee (paid to attending directors only)

	<u>2019</u>	<u>2018</u>
Chairman	8,000.00 (Baht/meeting)	8,000.00 (Baht/meeting)
Director	8,000.00 (Baht/meeting)	8,000.00 (Baht/meeting)

- Annual Remuneration is paid to all directors and allocate by the Board of Directors

2. Audit Committee, meeting attendance fee (paid to attending directors only)

	<u>2019</u>	<u>2018</u>
Chairman	15,000.00 (Baht/meeting)	15,000.00 (Baht/meeting)
Director	15,000.00 (Baht/meeting)	15,000.00 (Baht/meeting)

3. Risk Management & Anti-Corruption Committee, meeting attendance fee (paid to attending directors only)

	<u>2019</u>	<u>2018</u>
Chairman	4,000.00 (Baht/meeting)	4,000.00 (Baht/meeting)
Director	4,000.00 (Baht/meeting)	4,000.00 (Baht/meeting)

Other Benefits - None –

Remuneration of other Sub-Committees which appointed by the Board will be in the consideration of the Board of Directors and considered by appropriateness, duties and responsibilities. Effective from the Ordinary Meeting of Shareholders' approval until the changes and not exceed the amount that approved by the Shareholders's Meeting.

Voting resolution

Not less than two-thirds (2/3) of the total number of votes of shareholders attending the Meeting.

Agenda 7: To consider the appointment of the Auditors and determine the audit fee.

Fact and reason: According to the Articles of Association, Article 49 and 50, the Auditor must not be a Company's director, employee, staff or any position in the Company, the Auditor shall be determined by the Ordinary Meeting of Shareholders annually. The retiring Auditor may be re-appointed. In 2018, the Company's Auditor is Dr.Virach Aphimeteetamrong, Certified Public Accountant No. 1378 and/or Mr. Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 and/or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 and/or Dr. Preecha Suan, Certified Public Accountant No. 6718 Of Dr. Virach & Associates Office Co.,Ltd. The total audit fee for the year 2018 amounting to Baht 1,110,000.00 and no other remuneration.

For the year 2019 the Audit Committee had considered and agreed to propose the following names:

- | | | |
|----|-------------------------------|---|
| 1. | Dr. Virach Aphimeteetamrong, | Certified Public Accountant No. 1378,
never authorized signature in the Company's
Financial Statements and/or |
| 2. | Mr. Chaiyakorn Aunpitipongsa, | Certified Public Accountant No. 3196,
never authorized signature in the Company's
Financial Statements and/or |
| 3. | Mr. Apiruk Ati-anuwat, | Certified Public Accountant No. 5202,
never authorized signature in the Company's
Financial Statements and/or |
| 4. | Dr. Preecha Suan, | Certified Public Accountant No. 6718,
authorized signature in the Company's Financial
Statements since 2017. |

Of Dr. Virach & Associates Office Co., Ltd. to be the Company's Auditor for the year 2019 and determined the audit fee as following:

	<u>2019 (Baht)</u>	<u>2018 (Baht)</u>
• Review of the Financial Statements for Q1, Q2, Q3	420,000.00	360,000.00
• Review of the Consolidated Financial Statement for Q1, Q2, Q3	180,000.00	150,000.00
• Audit fee of the Annual Financial Statements	550,000.00	500,000.00
• Audit fee of the Annual Consolidated Financial Statements	<u>110,000.00</u>	<u>100,000.00</u>
Total	<u>1,260,000.00</u>	<u>1,110,000.00</u>

For shareholders acknowledgment, the audit fee of the Subsidiaries and Affiliated Company from the same office of Auditor are as follows :

	<u>2019 (Baht)</u>	<u>2018 (Baht)</u>
Springboard Plus Co., Ltd.	120,000.00	120,000.00
Diginakorn Co., Ltd.	75,000.00	85,000.00
Integrated Communication Co., Ltd.	255,000.00	220,000.00
Media Intelligent Co., Ltd.	<u>550,000.00</u>	<u>520,000.00</u>
Total	<u>1,000,000.00</u>	<u>945,000.00</u>

Other remuneration : - None -

Opinion of the Board of Directors: It is agreed with Audit Committee to propose to the Ordinary Meeting of Shareholders to appoint Dr. Virach Aphimeteetamrong, Certified Public Accountant No. 1378 and/or Mr. Chaiyakorn Aunpitipongsa, Certified Public Accountant No. 3196 and/or Mr. Apiruk Ati-anuwat, Certified Public Accountant No. 5202 and/or Dr. Preecha Suan, Certified Public Accountant No. 6718 of Dr. Virach & Associates Office Co., Ltd., to be the Auditor of the Company for the year 2019. Due to the fact that, they are independent and fully qualified in compliance with rules and regulations of the Company's Article of Association and the Federation of Accounting Professions, as well as the Securities and Exchange Commission and the Stock Exchange of Thailand. Moreover, the Board had considered and compared workloads and audit fee of other listed company in the same level and found that the audit fee is reasonable. Then, the Board agreed to fix the audit fee as proposed.

In additional, the proposed Auditors have no relationship or any interest with company / subsidiaries / executive / major shareholder or any related person. They are independent in examining and giving opinion on the Company's Financial Statements.

Voting resolution

Majority votes of shareholders attending the Meeting and having voting rights.

Agenda 8: To consider other matters (if any).

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The shareholders may register to attend the meeting at the venue of the meeting on such date from 8.00 a.m. onwards. It is the Company's policy for shareholders to participate in the Company operation, shareholders can submit questions in advance. Shareholders, who have the questions relating to any agenda of the Ordinary Meeting of Shareholders, are able to send the questions in advance within 18 April, 2019 at E-Mail : rachadawan@fareastfamineddb.com or send registered mail to Miss Rachadawan Ritthirong (The Company's Secretary) at Far East Fame Line DDB Plc., 465/1-467 Si Ayutthaya Rd., Ratchathewi District, Bangkok 10400 or Fax. No. 02-354-3550 and specify the name, address and telephone number which is able to contact. The Company's Secretary will collect all questions and submit to the President for consideration orderly and answer the questions in the shareholders meeting.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form attached or the printed form indicated by the Ministry of Commerce or alternatively you may download only one of three Proxy Forms from the Company's website (www.fareastfamineddb.com). Foreign investors who authorize the custodian in Thailand to keep their shares can choose one of the Proxy Form: Form A, Form B or Form C. Other shareholders can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint the Independent Directors and being an Audit Committee of the Company that company nominated to be the authorized person from shareholders, details are attached as Attachment No.5.

You are kindly requested to submit the complete Proxy Form at least one day prior to the meeting in order to facilitate the verification of the evidence. The Company will process the registration with barcode system. For registration convenience, shareholders and proxy holders please bring the notice of the Meeting (Registration Form with Barcode) with signature as Attachment No.12 on the meeting day for the rights to attend the Meeting.

By the order of the Board of Directors



(Miss Rachadawan Ritthirong)
The Company's Secretary

(TRANSLATION)

**Far East Fame Line DDB Public Company Limited
Minutes of the Extraordinary Meeting of Shareholders No.1/2018**

The meeting was held at the Company's Conference Room at 465/1– 467 Si Ayutthaya Road, Thungphayathai Subdistrict, Ratchathewi District, Bangkok on August 1, 2018. There were shareholders and proxies 45 persons, representing 49 shareholders, holding 5,332,871 shares or 71.10 % of the issued and paid up shares (the Company's issued and paid up shares was 7,500,000 shares) and the quorum was formed.

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The Meeting commenced at 14.30 hours.

Mr. Boonchai Chokwatana, Chairman of the Board of Directors acting as Chairman of the meeting.

Miss Rachadawan Ritthirong informed the meeting that there were shareholders and proxies 44 persons, representing 47 shareholders, holding 5,332,869 shares or 71.10 % of the issued and paid up shares which constituted the quorum. According to the Company's Article of Association No.36 that shareholders and proxies must be not less than 25 persons or not less than half (1/2) of the total number of shareholders holding shares not less than one-third (1/3) of the total number of shares sold and invited Mr. Boonchai Chokwatana, Chairman, to open the meeting.

Mr. Boonchai Chokwatana declared the meeting open on behalf of the Board of Directors of Far East Fame Line DDB Public Company Limited and welcomed all shareholders to the Extraordinary Meeting of Shareholders No.1/2018. Before proceeding the Meeting, the Chairman of the Meeting introduced the Board of Directors, Management, Sub-committees and the witness in counting votes of the meeting, as follows:

Attendance of Directors (9 Persons)

1.	Mr. Boonchai	Chokwatana	Chairman
2.	Mr. Wichar	Ldallitsakool	President / Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee
3.	Mrs. Chailada	Tantivejakul	Vice President / Vice Chairman of the Executive Committee / Chief Financial Officer / Risk Management & Anti-Corruption Committee
4.	Mrs. Malee	Leelasiriwong	Director / Human Resource and Legal Director / Risk Management & Anti-Corruption Committee
5.	Miss Waraporn	Kulsawatpakdee	Director / Vice Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee
6.	Mr. Khachornsakdi	Vanaratseath	Independent Director / Audit Committee Chairman
7.	Mr. Amorn	Asvanunt	Independent Director / Audit Committee
8.	Mr. Vichit	Tantianunanont	Independent Director / Audit Committee / Risk Management & Anti-Corruption Chairman
9.	Mrs. Chattong	Tippayakalin	Independent Director / Audit Committee

Non-Attendance of Director (2 Persons)

1.	Mr. Wasin	Teyateeti	Vice Chairman
2.	Mr. Chailadol	Chokwatana	Director

Attendance of Management and Sub-committee

- | | | | |
|----|----------------|--------------|---|
| 1. | Mr. Anupol | Puwapoonpol | Managing Director / Risk Management & Anti-Corruption Committee |
| 2. | Mrs. Kadekaew | Ittikul | Managing Director / Risk Management & Anti-Corruption Committee |
| 3. | Mrs. Pornwilai | Pinvanichkul | Accounting Manager |

There were 9 Directors participated in this meeting or to be 75.00% of all the Company's Directors. Apart from that, in this Extraordinary Meeting of Shareholders, Sub-committee Chairman and the Top Management of Accounting and Finance Department also attended the meeting.

The Company Secretary: Miss Rachadawan Ritthirong

The witness in counting votes of the meeting: Mr. Kanit Putthanom, Independent Legal Consultant.

Mr. Boonchai Chokwatana , the Chairman of the meeting assigned Miss Rachadawan Ritthirong, Company's Secretary to explain the voting right procedure to the meeting and assigned Mr. Wichar Ldallitsakool, President to proceed the meeting.

Miss Rachadawan Ritthirong informed the meeting that the voting right in this meeting is in accordance with the Company's Article of Association No. 43 that is one share was equal to one vote. The casting of vote with revelation, the shareholders could cast of vote with approved, disapproved or abstained in each agenda. Counting of vote regarded especially from disapproved and/or abstained including voided ballots (if any) by deduction from all attended votes. The remaining of vote counted to be the agreement of that agenda. In case of shareholders do proxy to other person to attend the meeting and to cast the vote according to shareholders' specified objective by sending the Proxy Form to the Company in advance, the Company has already recorded votes according to shareholders' objective in the system.

The Voided Ballot means the ballot that voted more than 1 choice or in case of the strike out on ballot without certify signature.

In case of shareholders registered to attend the meeting after the meeting started, the shareholders have rights to vote in the remaining agenda. The Company would count the vote of shareholders who attended the meeting during the meeting from the agenda which they voted for recording in the Minutes of the meeting.

For the orderly vote, the Company would count the vote by Barcode System that shareholders would see the votes on screen at the same time. The shareholders received the ballot paper and voting card at registration, by dividing into the case as follows:

1. Any agenda, except the election of Directors agenda Shareholders who disapproved or abstained should raise the ballot paper, the officer would count the votes including distribute the voting card. Please fill the registered number, specify an opinion with the signature in the voting card and the officer would collect the voting card promptly.
2. The election of Directors agenda Please specify opinion to election Director individually with signature. In case of shareholders who disapproved or abstained the vote in the election of Director, the shareholders/ proxies have to raise the ballot paper, the company officers will count the votes immediately. The officers collect voting card from all shareholders/ proxies at the end of this agenda.

The Directors who were shareholders reserved the right to vote for approval in every agenda according to the Board of Director's proposal. In case of shareholders assigned Director as Proxies to vote, Director would vote in accordance with the shareholder's specific objectives as prescribed in Proxy Form.

In this meeting, if shareholders have any questions. They could raise their hand and ask questions in that agenda.

Before starting the first agenda, Miss Rachadawan Ritthirong, Company Secretary informed that there was 1 person, representing 1 shareholder attending the meeting, holding 1 share, the total of shareholders and proxies were 45 persons, representing 48 shareholders, holding 5,332,870 shares or 71.10% of the amount of issued and paid up shares.

After that, Mr. Wichar Ldallitsakool, President proceeded the meeting with the agenda as follows:

Agenda 1. To consider and adopt the Minutes of the Ordinary Meeting of Shareholders No. 24 held on April 26, 2018.

Mr. Wichar Ldallitsakool, President, informed the meeting that the Minutes of the Ordinary Meeting of Shareholders No. 24 held on April 26, 2018 was arranged and submitted to The Stock Exchange of Thailand and publicized on the Company's website (www.fareastddb.com) within 14 days from the day of the Ordinary Meeting of Shareholders and submitted to Ministry of Commerce according to the requirement of the laws. The copy of the Minutes was sent with the Notice of the Extraordinary Meeting of Shareholders which the Board of Directors had the opinion that it was recorded correctly. The meeting was asked to consider the matter.

After consideration, the meeting had resolution to adopt the Minutes of the Ordinary Meeting of Shareholders No. 24 held on April 26, 2018, with the unanimous votes of the total votes of shareholders attending the meeting and having the right to vote (5,332,870 shares), details as follows:

- Approved 5,332,870 votes, equivalent to 100.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Disapproved 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Abstained 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Voided Ballots 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.

(Question) Mr. Anu Wongsalakij, the shareholder, informed the meeting that the Company's website is very difficult to access, especially when using the mobile phone. He asked the Company to improve the system.

(Answer) Mr. Wichar Ldallitsakool, President, answered that the Company is currently developing a new website. This is a new system that can be accessed more easily and it will be completed soon.

Before starting the second agenda, Miss Rachadawan Ritthirong, Company Secretary informed that there was no more shareholder attending the meeting.

Agenda 2. To consider and approve the Addition of 2 Company Directors and the Election of the New Directors.

Mr. Wichar Ldallitsakool, President, informed the meeting that, pursuant to Clause 18. of the Articles of Association of the Company, the Company shall have a Board of Directors comprising at least five (5) directors to conduct the Company's business, and not less than one-half (1/2) of the total number of directors shall reside in the Kingdom with qualification as described by law. Therefore, for the purpose of board diversity and in order to increase the Board's capability of management as well as create value and yield to the Company in the long term, the Board of Director has proposed to the Meeting of Shareholders to elect 2 new directors, and the total directors will become 14 persons from 12 persons.

Moreover, Mr. Arthorn Maeknoparat has submitted the letter to the Company to resign from the position of the Company's director, effective from June 21, 2018, therefore, the Company's director position was vacant. Pursuant to Clause 24. of the Articles of Association of the Company, in case of vacancy in the Board of Directors for reasons other than by rotation. The Board of Directors shall elect a person who has qualifications and does not possess the prohibited characteristics as specified by law, to be a director in place of vacant director at the next board meeting. Unless the remaining term of office of such a director is less than two (2) months. Such a substitute director shall remain in office only for the term left for the director whom he or she replaces. Then, the Board of Directors was in consideration of nomination the suitable person to become the Company's director that was vacant. Due to the addition of the number of the Company's directors from 12 persons to be 14 persons, therefore, to comply with the Capital Market Advisory Board determination by determining the Listed Company to have Independent Directors not less than 1/3 of all Board of Directors, so that the Company must have the total of 5 Independent Directors. The existing number of Independent Directors of the Company were 4 persons, thus, the nomination of person to become the Company's director that was vacant, should have the qualifications to be the Independent Director. Then, the Board of Directors must take a period of time to nominate the suitable person and had resolution to reserve 1 position of director for appointing the director to replace those who resigned.

The Board of Directors has considered and agreed to propose to the Extraordinary Meeting of Shareholders No. 1/2018 to approve the election of 2 new directors of the Company in order to contribute the sustainable growth of the Company's business. Furthermore, the Board proposed to elect Mrs. Kadekaew Ittikul and Mr. Anupol Puwapoonpol, the two executives of the Company that holding the position of Managing Director, Executive Director and Risk Management & Anti-Corruption Committee, to be the new directors. Upon careful consideration to the qualifications of those persons being nominated as directors on an individual basis according to the criteria and process for the selection of directors, as well as the candidates did not possess any qualification restriction or forbidden aspect as specified by Law and the Articles of Association of the Company, the Board agreed that they were appropriated and qualified to engage with the Company's business. They have knowledge, experience and expertise in respect to the policies management that can support the Company's achievement. Therefore, the Board proposed the Extraordinary Meeting of Shareholders No.1/2018 to elect Mrs. Kadekaew Ittikul and Mr. Anupol Puwapoonpol as the 2 new directors of the Company.

According to the Public Limited Companies Act, the Company's directors may not be directors of any other companies operating a business of a nature similar to, and in competition with the business of the Company, unless they have notified the shareholders' meeting before a resolution is made to appoint them. Mr. Wichar Ldallitsakool, therefore informed the meeting that the nominated persons to be elected as the new directors of the Company, both of them were directors of other companies operating a business of a similar nature with company, as follows:

Mrs. Kadekaew Ittikul : being

- Director of Data First Co., Ltd. (Consulting Services in information management by using artificial intelligence technology)

Mr. Anupol Puwapoonpol : being

- Director of Spring Board Plus Co., Ltd. (Advertising Services)
- Director of Diginakorn Co., Ltd. (Digital Advertising Services)

The details of the profile of the nominated persons to be elected as the new directors has already been sent to shareholders with the Notice of the Extraordinary Meeting of Shareholders.

(Question) Mr. Anu Wongsarakij, the shareholder, asked why the company had to add 2 more directors

(Answer) Mr. Boonchai Chokwatana, Chairman , answered that Mrs. Kedekaew Ittikul and Mr. Anupol Puwapoonpol were the Company's top executives. They have worked with the Company for a long time and have contributed to the Company's progress. Furthermore, the addition of directors will increase the efficiency of the Company's management.

(Question) Mr. Anu Wongsarakij asked that when adding directors, will there be additional directors' remuneration?

(Answer) Mr. Boonchai Chokwatana replied that the remuneration of the directors consists of the meeting allowance and annual remuneration. It's will be in accordance with the approval of the Annual General Meeting of Shareholders.

(Question) Mr. Anu Wongsarakij asked whether the recruitment of independent director will take a long time?

(Answer) Mr. Boonchai Chokwatana responded that the Board is currently considering the most suitable person that benefit to the Company. It is expected to be appointed in the near future.

(Question) Mr. Anu Wongsarakij asked about the relationship between the Company and Data First Co., Ltd. and Diginakorn Co., Ltd. that Khun Kadekaew and Khun Anupol were the directors.

(Answer) Mr. Wichar Ldallitsakool, President, answered that Data First Co., Ltd. is an information service provider which supports the Company's business. Diginakorn Co., Ltd. is an associated company with 40% shareholding, doing digital advertising business.

Then, Mr. Wichar Ldallitsakool, offered the Shareholders' Meeting to elect the person in this list individually as the Company's director:

(1) Mrs. Kadekaew Ittikul : The meeting resolved by the majority votes of the total votes of shareholders attending the meeting and having the right to vote (5,332,870 shares),

details as follows:

- Approved 5,331,370 votes, equivalent to 99.9719 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Disapproved 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Abstained 1,500 votes, equivalent to 0.0281 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Voided Ballots 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.

(2) Mr. Anupol Puwapoonpol : The meeting resolved by the majority votes of the total votes of shareholders attending the meeting and having the right to vote (5,332,870 shares),

details as follows:

- Approved 5,331,370 votes, equivalent to 99.9719 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Disapproved 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Abstained 1,500 votes, equivalent to 0.0281 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Voided Ballots 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.

Therefore, the Board of Directors consists of 14 persons, as follows:

- | | | | |
|-------------------|---------------|----------------------|----------------|
| 1. Mr. Boonchai | Chokwatana | 2. Mr. Wasin | Teyateeti |
| 3. Mr. Wichar | Ldallitsakool | 4. Mrs. Chailada | Tantivejakul |
| 5. Mrs. Malee | Leelasiriwong | 6. Miss Waraporn | Kulsawatpakdee |
| 7. Mr. Chailadol | Chokwatana | 8. Mr. Khachornsakdi | Vanaratseath |
| 9. Mr. Amorn | Asvanunt | 10. Mr. Vichit | Tantianunanont |
| 11. Mrs. Chattong | Tippayakalin | 12. Mrs. Kadekaew | Ittikul |
| 13. Mr. Anupol | Puwapoonpol | | |

The Company has reserved 1 position of director for appointing the director to replace those who resigned and that person should have the qualification to be the Independent Director, in order to comply with the Capital Market Advisory Board determination by determining the Listed Company to have Independent Directors not less than 1/3 of all Board of Directors, so that the Company must have the total of 5 Independent Directors.

The existing number of Independent Directors of the Company were 4 persons, consisting of Mr. Khachornsakdi Vanaratseath / Mr. Amorn Asvanunt / Mr.Vichit Tantanunant and Mrs. Chattong Tippayakalin

Before starting the third agenda, Miss Rachadawan Ritthirong, Company Secretary informed that there was no more shareholder attending the meeting.

Agenda 3. To consider and approve the Issuance and Offering of the Newly Issued Ordinary Shares, in the amount of 370,000 shares, and allocate to the directors, executives and employees of the Company under the Employee Stock Option Program (FE-ESOP).

Mr. Wichar Ldallitsakool, President, informed the meeting that, in order to motivate and reward the directors, executives and employees of the Company for their contribution and dedication so that they will be encouraged to perform their work to the fullest and create maximum return for the Company and its shareholders. To retain directors, executives and employees with outstanding performance and who are irreplaceable, to work with the Company in the long run to help the Company achieve its goals. Then, the Company should be proposed to the Meeting of Shareholders to approve the issuance and offering of the newly issued ordinary shares to directors, executives and employees of the Company under the Employee Stock Option Program.

The Board of Directors has considered and agreed to propose to the Extraordinary Meeting of Shareholders No. 1/2018 to approve the issuance and offering of the newly issued ordinary shares, in the amount of 370,000 shares, and allocate to the directors, executives and employees of the Company under the Employee Stock Option Program (FE-ESOP), the major details were as follows:

Term of scheme	1 years, starting from the date that the Shareholders' Meeting approved the FE-ESOP.
Offering period	1 August 2018 to 31 July 2019.
Type	Newly issued ordinary shares.
Total number of ordinary shares to be offered	370,000 newly issued ordinary shares with the par value Baht 10 each, which is equivalent to 4.93 percent of the total number of shares with voting right of the Company as of 1 August 2018 (the date that Shareholders' Meeting approved the FE-ESOP), total 7,500,000 shares.
Offering price per share	Baht 99.00 each.
Offering of shares	Each person of directors, executives and employees will be allocated for newly issued ordinary shares not more than 5% of the total newly issued ordinary shares amount.
Silent period	Directors, executives and employees of the Company who subscribed the newly issued ordinary shares under the FE-ESOP scheme will be prohibited to sell shares for a period of 2 years from the date of ownership of the newly issued ordinary shares.
Secondary market for the shares	The Company will proceed to list the Shares on the Stock Exchange of Thailand (SET).
Allocation Method	The shares shall be directly allocated to the directors, executives and employees of the Company and shall not be offered through the intermediary.

The issuance and offering of newly issued shares under the FE-ESOP scheme, will be offered in accordance with the Notification of Office of the Capital Market Supervisory Board Tor. Jor. 32/2008 regarding offering newly issued ordinary shares to directors or employees, Notification of Office of the Capital Market Supervisory Board Tor. Jor. 29/2012 regarding offering newly issued ordinary shares to directors or employees (No.2) and the Notification of the Securities and Exchange Commission Sor. Jor. 39/2008 regarding the calculation of offering price and determination of market price for consideration of offering newly issued share at discount, as well as related notifications from the Securities and Exchange Commission and the Stock Exchange of Thailand.

The meeting authorized the Executive Committee and/or individual and/or committee as authorized from the Executive Committee to execute and proceed any necessary action in connection with the issuance and offering of newly issued ordinary shares to directors, executives and employees, the capital increase and the allocation of such newly issued ordinary shares under the FE-ESOP scheme. Moreover, they are being empowered to determine, add and/or amend any details and conditions which are required and related to the issuance and offering of newly issued ordinary shares of FE-ESOP, such as the determination of the names and the qualifications of directors, executives and employees of the Company who are eligible to receive the newly issued ordinary shares and amount of the newly issued ordinary shares which each directors, executives and employees of the Company shall receive. Including the determination of subscription date, offering method and setting rules, conditions and other details in connection with FE-ESOP. All of which are subject to the relevant laws, rules and regulations.

- (Question) Mr. Anu Wongsarakij, the shareholder, inquired why the Company issued 5% of the total voting shares and offered a relatively low price at Baht 99 each, which will cause price dilution and affect the existing shareholders.
- (Answer) Mr. Boonchai Chokwatana, Chairman, answered that the Company issued and offered FE-ESOP of 4.93% of the total voting shares. This is a general case in accordance with the criteria of the Capital Market Supervisory Board. The Company has set the offering price at Baht 99 each to reward the employees who have worked with the Company for a long period of time. This will make the executives and employees to be the part of the Company and motivate them to work harder for the Company's success
- (Question) Mr. Anu Wongsarakij asked that ESOP shares had a silent period of two years but if the employees had bought ESOP shares and resigned before the end of silent period, would they have to return the shares.
- (Answer) Mrs. Malee Leelasiriwong, Director, answered that the ESOP shares that allocated to the employees were determined by the term of employment, position and responsibility. This is to reward for the contribution of the employees, then, the ESOP shares will not be returned.
- (Question) Mr. Anu Wongsarakij asked that the offering of ESOP shares lower than the market price, will it affect the Company's financial statements?
- (Answer) Mrs. Malee Leelasiriwong replied that there will be impacted on the financial statements. In accordance with the Thai Financial Reporting Standard No. 2, the Company must record the difference of the offering price with the market price as expenses during the incurred period.

- (Question) Mrs. Rattana Tansakul, a shareholder and volunteer to protect shareholders' right from the Thai Investors Association, informed the meeting that the shareholders did not object the issuance and offering of FE-ESOP, therefore, executives and employees who have been allocated shares should fully dedicated to working for the company. At the end of the silent period, they should not sell a large number of shares which cause a price dilution affect to the Company's shares.
- (Answer) Mr. Boonchai Chokwatana replied that even after silent period, we believe that most of employees would not sell their shares. Moreover, the result of dedicated work will make the Company's business better and stronger. At that time, it will not affect the share price.

Mr. Wichar Ldallitsakool informed the meeting that, based on the Notification of Office of the Capital Market Supervisory Board Tor Jor 32/2008, this issuance of newly ordinary shares is considered under a normal case and must be approved by the shareholders meeting with not less than three-fourths of the shareholders or proxies present and eligible to vote. In addition, the shares held by shareholders who object the issuance of newly issued ordinary must not exceed 10% of total votes of shareholders or proxies present at the meeting.

To cast this FE-ESOP agenda and other agenda concerning FE-ESOP scheme (Agenda 4 and 5), all directors, executives and employees, who vests interest for being offered the newly issued ordinary shares, were not eligible to vote.

Then, the meeting was asked to consider the matter.

After consideration, the meeting had resolution to approve the issuance and offering of the newly issued ordinary shares to the directors, executives and employees of the Company under the Employee Stock Option Program (FE-ESOP) as proposed, with the vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, and there is no objection by the shareholders holding shares in aggregate more than ten percent of the voting right of shareholders who attend the meeting, as shown hereunder.

The total votes of shareholders attending the meeting and having the right to vote were 4,646,466 votes.

- Approved 4,644,966 votes, equivalent to 99.9677 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Disapproved 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Abstained 1,500 votes, equivalent to 0.0323 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Voided Ballots 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Ineligible to vote 686,404 votes, not constituted as voting base.

Before starting the fourth agenda, Miss Rachadawan Ritthirong, Company Secretary informed that there was 1 shareholder attending the meeting, holding 1 share, the total of shareholders and proxies were 45 persons, representing 49 shareholders, holding 5,332,871 shares or 71.10% of the amount of issued and paid up shares.

Agenda 4. To consider and approve the Capital Increase of the Company, in the amount of Baht 3,700,000 , from the existing registered capital of Baht 75,000,000 to Baht 78,700,000 by issuing 370,000 ordinary shares with a par value of Baht 10 each, which will be allocated for reserving to accommodate the Issuance and Offering of the Newly Issued Ordinary Shares to directors, executives and employees of the Company under the FE-ESOP scheme.

Mr. Wichar Ldallitsakool, President, informed the meeting that, according to agenda 3 regarding the issuance and offering of 370,000 newly issued ordinary shares to directors, executives and employees of the Company under the Employee Stock Option Program (FE-ESOP), the Company will need to increase the register capital of the Company for reserving to accommodate the issuance and offering of the newly issued ordinary shares to directors, executives and employees under the FE-ESOP scheme.

The Board of Directors has agreed to propose to the Extraordinary Meeting of Shareholders No. 1/2018 to approve the capital increase of the Company in the amount of Baht 3,700,000, from the existing registered capital of Baht 75,000,000 to Baht 78,700,000 by issuing 370,000 ordinary shares with a par value of Baht 10 each, which will be allocated for reserving to accommodate the issuance and offering of the newly issued ordinary shares to directors, executives and employees under the FE-ESOP scheme.

(Question) Mr. Anu Wongsarakij, the shareholder, inquired whether the Company will receive the proceeds from the sale of new shares under the FE-ESOP scheme and will be recorded in the financial statements of the Company in 2018 or not.

(Answer) Mrs. Malee Leelasiriwong, Director, answered that the Company will receive the proceeds from the sale of new shares in 2018 and will be recorded in the financial statements of the Company in 2018.

Mr. Wichar Ldallitsakool informed the meeting that, this matter requires affirmative resolution of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having voting rights.

To cast this agenda , which is related to agenda 3, all directors, executives and employees, who vests interest for being offered the newly issued ordinary shares, were not eligible to vote.

Then, the meeting was asked to consider the matter.

After consideration, the meeting had resolution to approve the Capital Increase of the Company, in the amount of Baht 3,700,000, from the existing registered capital of Baht 75,000,000 to Baht 78,700,000 by issuing 370,000 ordinary shares with a par value of Baht 10 each, which will be allocated for reserving to accommodate the Issuance and Offering of the Newly Issued Ordinary Shares to directors, executives and employees of the Company under the FE-ESOP scheme. The resolution was passed by more than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, as shown hereunder.

The total votes of shareholders attending the meeting and having the right to vote were 4,646,467 votes.

- Approved 4,644,967 votes, equivalent to 99.9677 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Disapproved 1,500 votes, equivalent to 0.0323 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Abstained 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Voided Ballots 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Ineligible to vote 686,404 votes, not constituted as voting base.

Before starting the fifth agenda, Miss Rachadawan Ritthirong, Company Secretary informed that there was no more shareholder attending the meeting.

Agenda 5. To consider and approve the Amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the Increase of the Registered Capital of the Company.

Mr. Wichar Ldallitsakool, President, informed the meeting that, according to the agenda 4 regarding the increase of the capital, the Company will need to amend its Memorandum of Association Clause 4 (Registered Capital) to be in line with the increase of the registered capital of the Company.

The Board of Directors has agreed to propose to the Extraordinary Meeting of Shareholders No. 1/2018 to approve the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company. The details are as follows;

Prior to the amendment

“Clause 4 Registered capital 75,000,000 Baht (Seventy Five Million Baht)
 Divided into 7,500,000 Shares (Seven Million Five Hundred Shares)
 At the par value of 10 Baht (Ten Baht)
 Divided into :
 Ordinary shares 7,500,000 Shares (Seven Million Five Hundred Shares)
 Preferred shares - None - ”

After the amendment

“Clause 4	Registered capital	78,700,000 Baht (Seventy Eight Million Seven Hundred Thousand Baht)
	Divided into	7,870,000 Shares (Seven Million Eight Hundred Seventy Thousand Shares)
	At the par value of	10 Baht (Ten Baht)
	Divided into :	
	Ordinary shares	7,870,000 Shares (Seven Million Eight Hundred Seventy Thousand Shares)
	Preferred shares	- None - ”

This matter requires affirmative resolution of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having voting rights.

To cast this agenda, which is related to agenda 3 and 4, all directors, executives and employees, who vests interest for being offered the newly issued ordinary shares, were not eligible to vote.

(Question) Mr. Anu Wongsarakij asked if the exercise of shares purchase of FE-ESOP was not completed, will the Company reduce the capital.

(Answer) Mrs. Malee Leelasiriwong, Director, answered that if there were shares remaining from the first exercise, the Company will allocate shares to the qualified directors, executives and employees again within the offering period of one year. After that, the Company will determine about the reduction of the capital.

Then, the meeting was asked to consider the matter.

After consideration, the meeting had resolution to approve the amendment of Clause 4 (Registered Capital) of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company. The resolution was passed with the unanimous votes (more than three-fourths of the total votes of shareholders attending the meeting and having the right to vote), as shown hereunder.

The total votes of shareholders attending the meeting and having the right to vote were 4,646,467 votes.

- Approved 4,646,467 votes, equivalent to 100.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Disapproved 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Abstained 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Voided Ballots 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the meeting and having the right to vote.
- Ineligible to vote 686,404 votes, not constituted as voting base.

Agenda 6. To consider other matters (if any)

There was no other matter proposed for consideration.

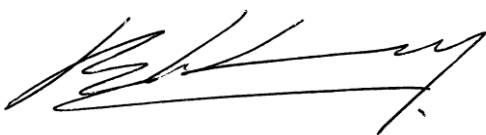
There was a shareholder asked more questions, as follows:

- (Question) Mr. Anu Wongsarakij, the shareholder, asked that after the Company had accepted the transfer of business of Fame Line Company Limited and changed its name, how does the Company determine the direction of the business?
- (Answer) Mr. Wichar Ldallitsakool, President, answered that the Company diversified by using the information system as a tool to work and support the communications. The Company can offer comprehensive services and expand customer base more than ever.
- (Question) Mr. Anu Wongsarakij further asked about the business goals of the Company.
- (Answer) Mr. Wichar Ldallitsakool, answered that the company has set a profit target of 15 percent this year, with increasing of online and data services along with offline advertising. To build strengths and advantages in the advertising business.

Mr. Boonchai Chokwatana, Chairman of the Meeting, thanked all shareholders and added the speech that the Board of Directors and the Management are committed to sustainable growth of the Company. We are a Thai advertising agency that can compete with foreigners. After the transfer of business from the subsidiary, it makes the Company stronger with the combination of knowledge and expertise. The Company's shareholders are like our family which should be received the best returns. The shareholders can be confident in the Company's business and shares.

The Chairman then declared the meeting closed.

The Meeting adjourned at 15.30 hours.



(Mr. Boonchai Chokwatana)
Chairman of the Meeting

(TRANSLATION)
Far East Fame Line DDB Public Company Limited
Profile of the nominated person to be director in replacement
of those who retire by rotation.



Name Mr. Boonchai Chokwatana
Age 72 Years
Nationality Thai
Position in Company Chairman
Education

- The Doctoral Honorary Degree in Communication, Naresuan University and Business Administration, Mahasarakham University
- Business Administration from Wisconsin State University at Superior, U.S.A.
- B.A. (Political Science), Ramkhumhaeng University

Director Seminar Program

- Director Accreditation Program (DAP) 3/2003 from IOD
- Director Certification Program (DCP) 68/2005 from IOD

Experiences

Listed Companies		Non Listed Companies	Competitive Business related to Company's Business	
No.	Position / Companies	No.	No.	Position / Companies
3 Companies	<ul style="list-style-type: none"> - Chairman and Chairman of the Executive Board / Saha Pathanapibul Plc. - Director / Thai President Foods Plc. - Director / Saha Pathana Inter-Holding Plc. 	15 Companies	2 Companies	<ul style="list-style-type: none"> - Chairman / Integrated Communication Co., Ltd. (Public Relations) - Director / Munk Production Co., Ltd. (Advertising)

Type of Director Director who has been approved by the Board of Directors.
Shareholding (oneself/ spouse/ children who is not sui juris) 373,000 shares or to be 4.82%
Duration in the position of Director 48 Years (1970 – Present)
Term of directorship 3 Years
Meeting Attendance in 2018 Board of Directors 8/9 times
 Ordinary Shareholder Meeting 1/1 time
Specialization Having the knowledge of the management skills. Specializing in marketing and advertising business.
Prohibitive Aspect Having no criminal offence record regarding dishonest Assets acquisition.

(TRANSLATION)

Far East Fame Line DDB Public Company Limited
Profile of the nominated person to be director in replacement
of those who retire by rotation.

Name Mr. Wasin Teyateeti
Age 71 Years
Nationality Thai
Position in Company Vice Chairman
Education Bachelor of Accountancy, Chulalongkorn University
Director Seminar Program Director Accreditation Program (DAP) 3/2003 from IOD
Experiences



Listed Companies		Non Listed Companies	Competitive Business related to Company's Business	
No.	Position/Company	No.	No.	Position / Companies
1 Company	- Independent Director / Audit Committee Saha pathanapibul Plc.	4 Companies	6 Companies	- Chairman / Media Intelligence Co., Ltd. (Media buying, selling and planning) - Chairman / Springboard Plus Co., Ltd. (Advertising) - Director / SPA-Today-Far East Co.,Ltd. (Advertising) - Director / Myanmar SPA-Today-Far East Co.,Ltd. (Advertising) - Director / MIM (Thailand) Co.,Ltd. (Advertising) - Director / Media Sight Co.,Ltd. (Advertising)

Type of Director Director who has been approved by the Board of Directors
Shareholding (oneself/ spouse/ children who is not sui juris) 25,100 shares or to be 0.33%
Duration in the position of Director 44 Years (1974-Present).
Term of directorship 3 Years
Meeting Attendance in 2018 Board of Directors 7/9 times
Ordinary Shareholder Meeting 0/1 time
Specialization Having the knowledge of the management skills. Specializing
in advertising and media business.
Prohibitive Aspect Having no criminal offence record regarding dishonest Assets
acquisition.

(TRANSLATION)

**Far East Fame Line DDB Public Company Limited
Profile of the nominated person to be director in replacement
of those who retire by rotation.**



Name Miss Waraporn Kulsawatpakdee
Age 60 Years
Nationality Thai
Position in Company Director
Education - Master of Public and Private Management (M.P.P.M)
The National Institute of Development Administration (NIDA)
- Bachelor of Arts (Honour), Faculty of Communication Arts,
Chulalongkorn University
- The National Defence Course for the State, Private and Political Sectors
Class 6, The National Defence College (NIDA)
Director Seminar Program - Director Certification Program (DCP) 154/2011 from IOD

Experiences

Listed Companies		Non Listed Companies	Competitive Business related to Company's Business	
No.	Position / Companies	No.	No.	Position / Companies
1 Company	- Independent Director, Audit Committee / Thai Wacoal Plc.	-None-	1 Company	- Chief Executive Officer and Managing Director / Integrated Communication Co., Ltd. (Public Relations)

Type of Director Director who has been approved by the Board of Directors
Shareholding (oneself/ spouse/ children who is not sui juris) 10,500 shares or to be 0.14%
Duration in the position of Director 4 Years (2014-Present)
Term of directorship 3 Years
Meeting Attendance in 2018 Board of Directors 9/9 times
Risk Management and 4/4 times
Anti-Corruption Committee Meeting
Ordinary Shareholder Meeting 1/1 time
Specialization Having the knowledge of the management skills. Specializing
in advertising and public relations business.
Prohibitive Aspect Having no criminal offence record regarding dishonest
Assets acquisition.

(TRANSLATION)
Far East Fame Line DDB Public Company Limited
Profile of the nominated person to be director in replacement
of those who retire by rotation.

Name Mr. Chailadol Chokwatana
Age 41 Years
Nationality Thai
Position in Company Director
Education Bachelor of Graphic Design, Marymount University,
 Virginai, U.S.A.
Director Seminar Program Director Accreditation Program (DAP) 106/2013 from IOD



Experiences

Listed Companies		Non Listed Companies	Competitive Business related to Company's Business	
No.	Position/Company	No.	No.	Position / Companies
-None-	-	-None-	1 Company	- Managing Director / Munk Production Co., Ltd. (Advertising)

Type of Director Director who has been approved by the Board of Directors
Shareholding (oneself/ spouse/ children who is not sui juris) 244,000 shares or to be 3.15%
Duration in the position of Director 5 years (2013-Present)
Term of directorship 3 Years
Meeting Attendance in 2018 Board of Directors 7/9 times
 Ordinary Shareholder Meeting 1/1 time
Specialization Having the knowledge of the management skills. Specializing
 in advertising and TV Program Production.
Prohibitive Aspect Having no criminal offence record regarding dishonest
 Assets acquisition.

(TRANSLATION)

Far East Fame Line DDB Public Company Limited
Profile of the nominated person to be director in replacement
of those who retire by rotation.

Name Associate Professor Dr.Preeyachit Charoenwongse
Age 71 Years
Nationality Thai
Education Board of Family Medicine by the Medical Council of Thailand
Director Seminar Program Director Accreditation Program (DAP) 153/2018 from IOD
Position in Company Independent Director
Duration in the position of Director 8 Months (10 August 2018-Present)



The term in office of Dr. Preeyachit Charoenwongse is the remaining term of the resigned director, Mr. Arthorn Maeknoparat, whom she replaced.

Experiences

Listed Company		Non Listed Company	Competitive Business related to Company's Business	
No.	Position/Company	No.	No.	Position / Companies
-None-	-	-None-	-None-	-

Shareholding (oneself/ spouse/ children who is not sui juris) - None -

Meeting Attendance in 2018
Ordinary Shareholders Meeting 0/0 time
Board of Directors 2/3 times
(Appointed on August 10, 2018)

Specialization Having the knowledge of the management skills. Specializing in medicine and health.

Proposed Position Independent Director who has been approved by Board of Directors

Prohibitive Aspect Having no criminal offence record regarding dishonest assets acquisition

Having the following relationship with the Company / parent company / subsidiary / affiliate / major Shareholder or authorities of the Company at present or during the past 2 years	
- Being a director and participate in day-to-day business or being an officer, employee or consultant who receives a regular salary	None
- Being professional service provider, e.g., auditor, legal advisor	None
- Having business relation that is material and could be barrier to independent judgement (e.g. selling or purchasing raw materials / goods / services or providing financial support	None
- Being a relative person with management / major shareholders of the Company / Affiliated company	None
- Being a director have been promoted as a representative of directors of the Company, major shareholders, shareholders, who relates with the major shareholders of company	None

Definitions of “Independent Director”

The company has given the following definitions of an “Independent Director” based on the announcement of the Capital Market Supervisory Board.

- (1) The person must hold no more than 1% of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.
- (2) The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.
- (3) The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.
- (4) The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one’s independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Equity Market Committee on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.
- (5) The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
- (6) The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the Company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
- (7) The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.
- (8) The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1% of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.
- (9) The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.

After having been appointed as an independent director following the qualifications specified under items (1) through (9) above, the independent director may be assigned by the Board of Directors to make decisions on the operation of the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or the entities with the authority to control the company in the manner of a collective decision.

(TRANSLATION)

The profile data of Independent Directors and Audit Committee members that the Company nominated to be the authorized person from shareholders



Name Mr.Khachornsakdi Vanaratseath
Type of Director Independent Director and Audit Committee Chairman
Age 72 years
Nationality Thai
Address 18 Soi Punnwitee 30, Sukhumvit Rd., Bangjak sub-district, Prakhnong district, Bangkok
Share holding - None -
Interest on each agenda - None -
Special interest on each agenda - None -



Name Mr.Amorn Asvanunt
Type of Director Independent Director and Audit Committee Member
Age 71 years
Nationality Thai
Address 336 Soi Ladpraw 84, Wangthongland, Bangkok
Share holding - None -
Interest on each agenda - None -
Special interest on each agenda - None -



Name Mr.Vichit Tantanunant
Type of Director Independent Director / Audit Committee Member and Risk Management & Anti- Corruption Committee Chairman
Age 73 years
Nationality Thai
Address 8 Soi 9 (Seri 2 Rd.), Hua Mark sub-district, Bangkapi district, Bangkok
Share holding - None -
Interest on each agenda - None -
Special interest on each agenda - None -



Name Mrs.Chattong Tippayakalin
Type of Director Independent Director and Audit Committee Member
Age 67 years
Nationality Thai
Address 14/20 Moo 4, Ladpraw sub-district, Ladpraw district, Bangkok
Share holding - None -
Interest on each agenda - None -
Special interest on each agenda - None -

(TRANSLATION)
Far East Fame Line DDB Public Company Limited
The Articles of Association relating to the Meeting of Shareholders

Shareholders' Meeting

Article 33. The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time, but the reasons for summoning such meeting must be clearly stated in such request. In this event, the Board of Directors must summon a shareholder meeting within forty-five (45) days as from the date of the receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as specified in the Company's Articles of Association, Article 36 and Article 37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 34. In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 35. The Board of Directors shall send the documents required by law to the shareholders together with a notice summoning an annual general meeting.

Article 36. At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

Article 37. At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 36 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 38. The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 39. The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-third (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) days prior to the date of the meeting.

Article 40. Every shareholder is entitled to attend a shareholder meeting held any time whatsoever.

Article 44. The affairs to be carried out by the annual general meeting are as follows:

- (1) Review on the operations of the Company in the previous year;
- (2) Approval of Balance Sheet and Statement of Income
- (3) Appropriation of profits;
- (4) Election of new directors to replace retiring directors;
- (5) Appointment of auditor and fixing of auditing fee;
- (6) Other matters.

Proxy and Voting

Article 41. The shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointing the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies.

Article 42. Any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors. If there is a tie vote, the Chairman of the meeting shall have a casting vote.

Article 43. In casting a vote, one share is equal to one vote.

A resolution of the shareholder meeting shall consist of the following votes.

- (1) In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required:
 - a. the sale or transfer of the whole or material parts of the business of the Company to other persons;
 - b. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - c. the conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - d. the amendment of the Memorandum or Articles of Association of the Company;
 - e. the increase and reduction of a capital or issuance of debentures of the Company;
 - f. the amalgamation or dissolution of the Company.

Dividends Payment

- Article 55.** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.
- Article 56.** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.
- Article 57.** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.
- Article 58.** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

Directors' Qualifications, Election and Rotation of Directors

- Article 18.** The Company shall have a Board of Directors comprising not less than five (5) directors and not less than half of whom shall have residence in the Kingdom.

The Board of Directors shall elect one director to be the Chairman of the Board. In case where the Board of Directors deems it appropriate, the Board of Directors may elect one or several directors to be the Vice-Chairman of the Board. The Vice-Chairman shall have the duties pursuant hereto with respect to affairs assigned by the Chairman.

Two directors shall jointly affix their signatures together with the seal of the Company in order to be binding on the Company.

The Board of Directors may designate the names of the directors who have the power to affix their signatures together with the seal of the Company to be binding on the Company.

- Article 19.** The directors shall be natural persons and shall be
- (1) sui jurist;
 - (2) not be bankrupt, incompetent or quasi-incompetent;
 - (3) have never been imprisoned on the final judgement of a court for an offense related to property committed with dishonest intent;
 - (4) have never been dismissed or removed from government service or a government organization or government agency in punishment for dishonesty in performing their duties.

- Article 20.** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:
- (1) A shareholder shall have one vote for one share.
 - (2) Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number.
 - (3) The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

- Article 21.** At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

A director who retires from office may be re-elected.

Article 30. No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business is undertaken for his or her or other persons' benefits unless he or her had notified the shareholder meeting thereof prior to the resolution for his or her appointment was passed.

Directors' Remuneration

Article 32. No payment or other property shall be made or given by the Company to a director except a remuneration as usually paid to him or her as a director of the Company such as salary, meeting allowance, per diem, premium, pension, subsidy, reward, medical expenses, fuel and transportation expenses.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Auditors' Qualification, Appointment, Audit Fee Fixing and Attendance of Shareholders' meeting

Article 49. An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.

Article 50. An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.

Article 51. A remuneration of an auditor shall be determined by a shareholder meeting.

Article 54. An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.

.....
Remarks: This English translation does not carry any legal authority. Only the original text in Thai has legal effect.

(TRANSLATION)

**Far East Fame Line DDB Public Company Limited
Documents and evidence that the attendant have to present before attending the meeting
and regulation for the meeting.**

The registration of the Ordinary Meeting of Shareholders No. 25 of Far East Fame Line DDB Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring the Notice of the Meeting (Registration Form with Barcode) on the meeting day.

1. Documents that the attendant must present before attend the meeting

Person

- 1) ***The shareholder who will attend the meeting by himself/herself*** is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- 2) ***The shareholders have appointed an authorized person to attend the meeting,***
 - 2.1 please use the Proxy Form in printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.fareastfamineddb.com) and shall completely fill and sign of Grantor and Proxy.
 - 2.2 The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

Juristic Person

The shareholders have appointed an authorized person to attend the meeting,

- 1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly execute only one of two Proxy Forms, alternatively you may download from the company's website (www.fareastfamineddb.com) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- 2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares

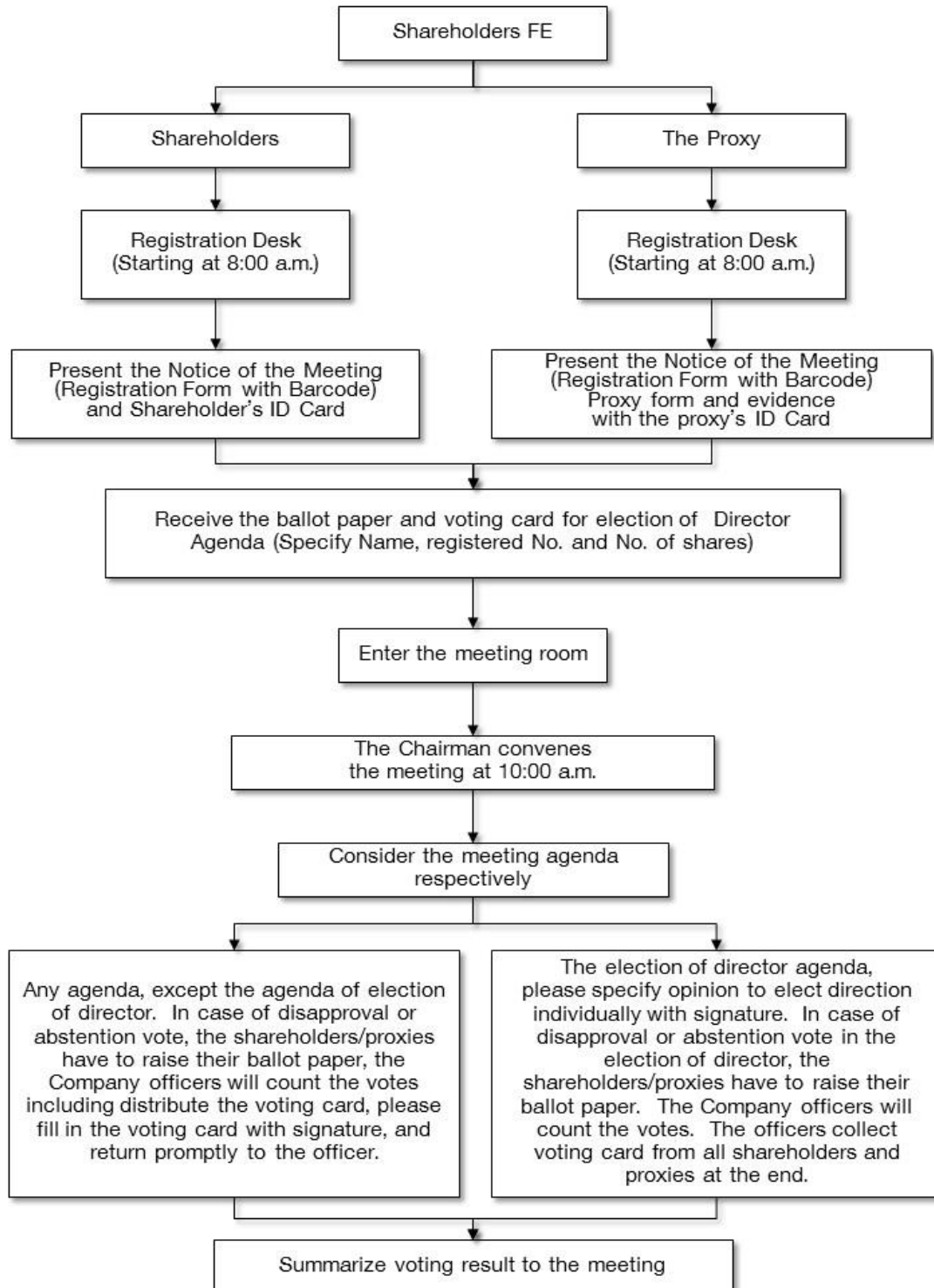
If the shareholders have appointed an authorized person to attend the meeting,

- 1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company's website (www.fareastfamineddb.com) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
 - 1.1 The power of attorney from shareholders assigned to custodian to sign in the Proxy Form.
 - 1.2 The Confirm Letter to show that the person who signs in the Proxy Form get the consent to do the custodian business.
- 2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

2. The regulations for the meeting

- 2.1 In the Shareholders' Meeting, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

**The Process of Registration for the Ordinary Meeting of Shareholders No.25
Far East Fame Line DDB Public Company Limited
Thursday 25, April 2019**



QR Code Downloading Procedures for the Annual Report 2018

Annual Report 2018 consisting of the Company's Board of Directors Report, Financial Statements for the year ended December 31, 2018.

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

Map of the Meeting place of the Ordinary Meeting of Shareholders No.25



Far East Fame Line DDB Plc.
465/1-467 Si Ayutthaya Rd., Ratchathewi,
Bangkok 10400, Thailand
Tel. 66 (0) 2 354 3333 Fax: 66 (0) 2 644 9551
www.fareastfamelineddb.com

(TRANSLATION)
Proxy Form B (Specific Details Form)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Written at _____
 Date _____ Month _____ Year _____

- (1) I / We Nationality with address at Road
 Sub-District District Province Postal Code
- (2) being a shareholder of **Far East Fame Line DDB Public Company Limited**
 holding the total amount of shares with the voting rights of votes as follows:
 ordinary share shares with the voting rights of votes
 preferred share shares with the voting rights of votes
- (3) do hereby appoint either one of the following persons:
 (1) Age Years
 with address at Road Sub-District
 District Province Postal Code or
 (2) Age Years
 with address at Road Sub-District
 District Province Postal Code
- as only one of my / our proxy to attend and vote on my / our behalf at the ~~Share Subscription Meeting/~~ the Ordinary/~~the Extraordinary~~ Meeting of Shareholders No. 25 to be held on Thursday, April 25, 2019 at 10.00 a.m. at the Conference room of the Company, 465/1-467 Si Ayutthaya Road, Tung Phayathai Sub-district, Ratchathewi District, Bangkok 10400 or at any adjournment thereof to any other date, time and venue.
- (4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:
- Agenda 1 : To consider and adopt the minutes of the Extraordinary Meeting of Shareholders No.1/2018 held on August 1, 2018.**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain
- Agenda 2 : To acknowledge the report of the Board of Directors for the previous year.**
- Agenda 3 :To consider and approve the Financial Statements as at December 31, 2018.**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain
- Agenda 4 : To consider and approve the appropriation of profit and dividend payment.**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain
- Agenda 5 : To consider the election of the Company's directors in replacement of those who retire by rotation.**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 To elect directors as a whole
 Approve Disapprove Abstain
 To elect each director individually
 Name of Director Mr. Boonchai Chokwatana
 Approve Disapprove Abstain
 Name of Director Mr. Wasin Teyateeti
 Approve Disapprove Abstain

Name of DirectorMiss Waraporn Kulsawatpakdee
 Approve Disapprove Abstain
 Name of DirectorMr. Chailadol Chokwatana
 Approve Disapprove Abstain
 Name of DirectorDr. Preeyachit Charoenwongse
 Approve Disapprove Abstain

- Agenda 6 : To consider the directors' remuneration.**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

- Agenda 7 : To consider the appointment of the auditors and determine the audit fee.**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

- Agenda 8 : To consider other matters (if any).**
 (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my / our following instruction:
 Approve Disapprove Abstain

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.
 (6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.



Signed Shareholder
 (.....)
 Signed Proxy
 (.....)
 Signed Proxy
 (.....)
 Signed Proxy
 (.....)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.



www.fareastfamelineddb.com