

DATA- DRIVEN AGENCY



Far East Fame Line DDB Public Company Limited

Notice of the Annual General Meeting of Shareholders No. 27 for the Year 2021

April 28, 2021 : 14.30 hrs.

At the Main 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 the convenience of registration, please bring the meeting notification form
(registration form with Barcode) on the day of the meeting.

**Measures and Guidelines for holding the 2021 Annual General Meeting of Shareholders
Under the Circumstance of Coronavirus 2019 (COVID-19)**

With concern for the health of all participants who attend the meeting, due to the spread of Coronavirus 2019 (COVID-19), the Company would like to inform the following guidelines for the meeting:

1. The Company requests cooperation from shareholders, should appoint the Company's Independent Directors to attend the meeting and vote instead by sending registered mail with proxy at least 3 days in advance before the meeting to: The Company Secretary, at Far East Fame Line DDB Public Company Limited 465/1-467 Si Ayutthaya Road, Thung Phayathai, Ratchathewi, Bangkok 10400, for convenience and quickness to check the documents.

2. In the case that any shareholder still wishes to attend the meeting in person, the Company would like to request for cooperation and understanding with the guidelines of the meeting in order to prevent and reduce the risk of the spread of Coronavirus 2019 (COVID-19) as follows:

- 2.1 The Company will set up a screening point in accordance with the guidelines of the Department of Disease Control in front of the meeting room. In order to reduce congestion of participants in the meeting area, space from each other would be set in accordance with the social distancing measures of the related government agency, at the screening point, document checking point and registration point.
- 2.2 All attendees are required to fill in a Health Declaration Form before entering the meeting venue, and for those attendees and close contacts who have recently visited or transited from any disease infected zones of COVID-19 as notified by the Ministry of Public Health, or have illness such as fever, cough, sore throat, sneezing and runny nose would not be allowed to attend the meeting. The Company would ask for cooperation of all attendees to strictly follow the recommendations from our staffs at the health screening point or attendees will be denied from entering the meeting but are able to appoint the Company's Independent Directors as their proxies. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558.
- 2.3 All attendees must pass body temperature check before entering the meeting venue, which any attendee who have body temperature of 37.5 degrees Celsius or higher. The Company reserves the right to not allow any shareholders or attendees, who do not pass the health screening to enter the meeting room. (In case the shareholders attend the meeting in persons, they are able to grant proxies to the Company's Independent Directors to attend the meeting on behalf.)
- 2.4 Attendees who passed the screening are requested to put on registration stickers and wear facemask at all time and clean the hands by using alcohol based-hand sanitizer gel, provided by the Company at the meeting area.
- 2.5 The Company arranges the seats in the meeting room to be in line with the social distancing measures of the related government agency, so the number of available seats in the meeting room are limited at about 50.
Once all seats are occupied, the shareholders and/or attendees who received proxies will be unable to enter the meeting area. Therefore, the Company will require for cooperation from the shareholders who attend the meeting in persons to grant proxies to the Company's Independents Directors to attend the meeting on their behalf.
- 2.6 Before meeting, the Company will emphasize the staff venue to clean the meeting room in advance.
- 2.7 No microphone is provided for the attendees in the meeting room. Questions from the attendee must be written down and handed to our staff. Only the questions related to the agenda where the voting is involved will be addressed in the meeting.
- 2.8 The Company will not serve snacks and beverages at the meeting. Bottled water will be available in the meeting room only.
- 2.9 If there are changes in the situation or additional measures from the authorities which affect the meeting, we will inform you through the Company's website at **www.fareastfamelineddb.com**

The above measures may cause delay in screening process and meeting registration. We have to apologize for any inconvenience this may cause.

(TRANSLATION)

Notice of the Annual General Meeting of Shareholders No.27 for the Year 2021

April 7, 2021

Dear Shareholders,

- Attachments:
1. Copy of the minutes of the Annual General Meeting of Shareholders No.26 on August 5, 2020.
 2. 2020 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, 2020, the shareholders can download the Annual Report by scanning QR Code on the Notification 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 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 Annual General Meeting of Shareholders.
 9. QR Code downloading procedures for the Notice of the Annual General Meeting of Shareholders and the Annual Report.
 10. Map of the meeting place of the Annual General Meeting of Shareholders.
 11. Proxy Form B.
 12. The Notification of the Meeting (Registration Form with Barcode), for registration of the meeting.

The Board of Directors of Far East Fame Line DDB Public Company Limited resolves that the Annual General Meeting of Shareholders No.27 for the Year 2021 will be held on Wednesday, April 28, 2021 at 14.30 hrs., 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, 2020 to December 30, 2020, neither agenda nor candidates were proposed, therefore, the agendas to consider are as follows:

Agenda 1: To consider and adopt the minutes of the Annual General Meeting of Shareholders No.26 held on August 5, 2021

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.fareastfamineddb.com) within 14 days from the date of the Annual General 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 Annual General 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 2020 operating results of the Company provided in the Annual Report of 2020 in QR Code format, submitted together with the Notification of the Annual General 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 Annual General 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, 2020

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	1,775.04	1,533.18
Total Liabilities	355.16	322.46
Shareholder's Equity	1,419.88	1,210.73
Total Income	600.93	524.28
Net Profit attributable to equity holders of the Company	68.11	67.91
Earnings per share (Baht)	8.65	8.63

Details of the Financial Statements are shown in the Annual Report of the year 2020. (Attachment No.2)

Opinion of the Board of Directors: Such Financial Statements should be submitted to the Annual General 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, with 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 2020, a net profit of the Company amounting to Baht 67,912,634.67. The unappropriated retained earnings amounting to Baht 695,107,409.96.

Opinion of the Board of Directors: It was agreed to propose to the Annual General Meeting of Shareholders to approve the appropriation of profit and dividend payment for the 2020 operating results as follows: Legal reserve is fully reserved and the Board agreed not to reserve this year

and agreed to pay the dividend at Baht 7.50 per share for 7,870,000 shares, in the amount of Baht 59,025,000.00.

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 0.20 per share.
- Paid from profit that already paid tax at the rate of 25% at Baht 0.15 per share.
- Paid from profit that already paid tax at the rate of 20% at Baht 7.15 per share.

The Record Date to determine the names of shareholders who have rights to receive dividend will be on May 11, 2021. Dividend payment date is May 25, 2021. The comparison of dividend payment to the previous year and policy are as follows:

Dividend description	2020 proposal	2019 Paid	The policy
The dividend per share (Baht)	7.50	10.00	3.00
The dividend ratio per net profit (%)	86.91	94.64	34.77

The dividend payment is consistent with the Company's dividend payment policy and does not affect the Company's liquidity.

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 Annual General 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 Annual General Meeting of Shareholders, five retiring directors are :

1. Mr. Khachornsakdi Vanaratseath Independent Director / Chairman of the Audit Committee
2. Mrs. Chattong Tipayakalin Independent Director / Audit Committee
3. Mrs. Kadekaew Ittikul Managing Director / Executive Committee / Risk Management & Anti-Corruption Committee
4. Mr Anupol Puwapoonpol Director / Executive Committee / Risk Management and Anti-Corruption Committee
5. Mr. Chailadol Chokwatana Director

The Company granted the shareholders to nominate candidates to be elected as directors, during December 1-30, 2020, but no proposal from shareholder.

Opinion of the Board of Directors: The Board of Directors, excluding the directors who has been nominated, carefully considered by individual and agreed with the Nomination and Remuneration Committee's proposal to propose to the Annual General Meeting of Shareholders to elect Mr. Khachornsakdi Vanaratseath, Mrs. Chattong Tipayakalin, Mrs. Kadekaew Ittikul, Mr Anupol Puwapoonpol and Mr. Chailadol Chokwatana 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 two Independent Directors, whose duration of service as the Independent Directors of the Company more than 9 years continuously, have knowledge skills and experiences that the Company Needs such as Accounting, Finance, Business Administration and Internal Audit. They also have qualification to be Independent Director that comply with related regulations. Moreover, they are able to give good suggestions to the Company's operations with the freely comments. 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 Annual General Meeting of Shareholders of the year 2020 agreed to approve the remuneration to the directors of not exceed 7 million Baht a year as allocated by the Board of Directors. For the year 2020, the Company had actually paid Baht 4,444,000.00 consisting of ; Baht 922,000.00 of the Board of Directors' meeting allowance, Baht 3,210,000.00 of the directors' compensation, Baht 200,000.00 of meeting allowance for Audit Committee, Baht 82,000.00 of meeting allowance for Risk Management & Anti-Corruption Committee and Baht 30,000.00 of meeting allowance for Nomination and Remuneration Committee. The Company reported the summary, per person of the remuneration of the Board of Directors, Audit Committee, Risk Management & Anti-Corruption Committee and Nomination and Remuneration Committee, in the Annual Report and 56-1 Form in the section of remuneration of directors.

For the year 2021, The Nomination and Remuneration Committee has considered and proposed the remuneration of the directors not exceed Baht 7 million a year, the same as the previous 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 Annual General Meeting of Shareholders, the amount paid in the past year and comparison with the same level of business group including authority, duties and responsibilities.

Opinion of the Board of Directors: It was agreed with the Nomination and Remuneration Committee to propose the Annual General Meeting of Shareholders to approve the remuneration of the directors not exceed Baht 7 million a year, the same as the previous year. The amount excluded the remuneration and welfare which directors received as the Company's employee or staff. The proposal is as follows:

1. Board of Directors

- Meeting attendance fee (paid to attending directors only)

	<u>2021</u>	<u>2020</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, which is allocated by the Nomination and Remuneration Committee and approved by the Board of Directors.

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

	<u>2021</u>	<u>2020</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 and Anti-Corruption Committee**, meeting attendance fee (paid to attending directors only)

	<u>2021</u>	<u>2020</u>
Chairman	4,000.00 (Baht/meeting)	4,000.00 (Baht/meeting)
Director	4,000.00 (Baht/meeting)	4,000.00 (Baht/meeting)

4. **Nomination and Remuneration Committee**, meeting attendance fee (paid to attending directors only)

	<u>2021</u>	<u>2020</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 the Board of Directors and other Sub-Committees which appointed by the Board will be in the consideration of the Nomination and Remuneration Committee and approve by the Board of Directors. They carefully allocate the remuneration with the appropriateness, duties and responsibilities and the Company's operating results. Effective from the Annual General 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 Auditor 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 Annual General Meeting of Shareholders annually. The retiring Auditor may be re-appointed. In 2020, 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 Miss Kornkaew Darbkaew, Certified Public Accountant No. 8463 and/or Dr. Preecha Suan, Certified Public Accountant No. 6718 Of Dr. Virach & Associates Office Co.,Ltd. The total audit fee for the year 2020 amounting to Baht 1,280,000.00 and no other remuneration.

For the year 2021 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. Miss Kornkaew Darbkaew, Certified Public Accountant No. 8463, never authorized signature in the Company's Financial Statements and/or
5. Dr. Preecha Suan, Certified Public Accountant No. 6718, authorized signature in the Company's Financial Statements since 2017 (Signed for 4 years).

Of Dr. Virach & Associates Office Co.,Ltd. to be the Company's Auditor for the year 2021 and determined the audit fee as following:

	<u>2021 (Baht)</u>	<u>2020 (Baht)</u>
• Review of the Financial Statements for Q1, Q2, Q3	420,000.00	420,000.00
• Review of the Consolidated Financial Statement for Q1,Q2, Q3	180,000.00	180,000.00
• Audit fee of the Annual Financial Statements	570,000.00	570,000.00
• Audit fee of the Annual Consolidated Financial Statements	<u>110,000.00</u>	<u>110,000.00</u>
Total	<u>1,280,000.00</u>	<u>1,280,000.00</u>

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

	<u>2021 (Baht)</u>	<u>2020 (Baht)</u>
Springboard Plus Co., Ltd.	150,000.00	150,000.00
Integrated Communication Co., Ltd.	255,000.00	255,000.00
Media Intelligent Co., Ltd..	580,000.00	580,000.00

Other remuneration : - None -

Opinion of the Board of Directors: It is agreed with Audit Committee to propose to the Annual General 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 Miss Kornkaew Darbkaew Certified Public Accountant No. 8463 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 2021. 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 addition, 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 and approve the amendment of Clause 3 of the Memorandum of Association regarding the Company's objectives by adding 4 new objectives from the original 16 items to 20 items.

Fact and reason: In order to make the Company's objectives to be consistent with the operations and support the Company's business expansion in the future, it deems appropriate to amend Clause 3 of the Memorandum of Association regarding the Company's objectives.

Opinion of the Board of Directors: It was agreed to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of Clause 3 of the Memorandum of Association regarding the Company's objective by adding 4 new objectives from the original 16 items to 20 items, the details of the newly added Company's objectives are as follows:

- No.17 To transport goods, by vehicles of water way, land and air, in the country and foreign countries, or being representatives in transporting, purchasing vehicles, for transporting, as well as to do anything relating to such action, including booking of freight, vessels, motor vehicles, trains and other vehicles, packing, importing, exporting and service of customs clearing of goods at ports according to customs formalities and freight arrangement of all kinds;
- No.18 To engage in providing service in collection, keeping in warehouses, distributing goods of utensils and edible foodstuff and agricultural products, keeping of fresh food, dehydrated food, seafood, ready-to-eat food, canned food, condiment, beverage, utensils and other edible foodstuff of all kinds;
- No.19 To engage in business of being mediating persons, or agent for paying goods value, service charges, or any other value, as well as providing service of network for paying by several methods;
- No.20 To engage in business of being importers and exporters of goods, through electronic commercial system.

In addition, the Annual General Meeting of Shareholders is requested to approve the authorized directors of the Company, or the person assigned by the authorized directors of the Company, to register the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce. Furthermore, the authorized person has the power to amend and add wording to comply with the registrar's order, as well as having the power to perform any actions necessary or relevant for the successful completion of the said registration.

Voting resolution: Not less than three-fourths (3/4) of the total number of votes of shareholders attending the Meeting and having voting rights.

Agenda 9: 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 12.30 hrs. onwards. Shareholders can submit questions, relating to any agenda of the Annual General Meeting of Shareholders, in advance within 21 April, 2021 at E-Mail : rachadawan@fareastfamineddb.com or send registered mail to Miss Rachadawan Ritthirong (The Company Secretary) at Far East Fame Line DDB Plc., 465/1-467 Si Ayutthaya Rd., Ratchathewi District, Bangkok 10400 or Fax. No. 02-644-9550 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 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 for Form B. Shareholders who



desire to appoint the independent Directors of the Company that company nominated to be the authorized person from shareholders, details are attached as Attachment No.5.

Your are kindly requested to submit the complete Proxy Form at least 3 days 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 Notification 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

A handwritten signature in blue ink that reads "R. Ritthirong".

(Miss Rachadawan Ritthirong)
The Company Secretary

Shareholder who wish to receive printed copy of the 2020 Annual Report, please do not hesitate to contact Miss Rachadawan Ritthirong by Email : rachadawan@fareastfamineddb.com or Tel. No. 02 354 3333 or Fax No. 02 644 9550

(TRANSLATION)

Far East Fame Line DDB Public Company Limited

Minutes of the Annual General Meeting of Shareholders No.26 of 2020

The meeting was held at the Company's Conference Room at 465/1– 467, Si Ayutthaya Road, Thungphayathai Subdistrict, Ratchathewi District, Bangkok on August 5, 2020. There were shareholders and proxies 41 persons, representing 59 shareholders, holding 5,930,608 shares or 75.36 % of the issued and paid up shares (the Company's issued and paid up shares was 7,870,000 shares) and the quorum was formed.

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The Meeting commenced at 14.00 hrs.

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

Miss Rachadawan Ritthirong informed that there were shareholders and proxies 41 persons, representing 59 shareholders, holding 5,930,608 shares or 75.36 % 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 Annual General Meeting of Shareholders No.26 of 2020. Before proceeding the Meeting, the Chairman of the Meeting introduced the Board of Directors, Management, Sub-committees and the Auditors of the Company's as follows:

Attendance of Directors (13 Persons)

- | | | | |
|----|-------------------|----------------|---|
| 1. | Mr. Boonchai | Chokwatana | Chairman / Chairman of Nomination and Remuneration Committee |
| 2. | Mr. Wasin | Teyateeti | Vice Chairman |
| 3. | Mr. Wichar | Ldallitsakool | President / Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee / Nomination and Remuneration Committee |
| 4. | Mr. Khachornsakdi | Vanaratseath | Independent Director / Audit Committee Chairman |
| 5. | Mrs. Chailada | Tantivejakul | Vice President / Vice Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee / Nomination and Remuneration Committee / Chief Financial Officer |
| 6. | Mrs. Malee | Leelasiriwong | Director / Executive Committee / Risk Management & Anti-Corruption Committee / Human Resource and Legal Director |
| 7. | Miss Waraporn | Kulsawatpakdee | Director / Vice Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee |
| 8. | Mrs. Kadekaew | Ittikul | Managing Director / Executive Committee / Risk Management & Anti-Corruption Committee |

9. Mr. Anupol	Puwapoonpol	Managing Director / Executive Committee / Risk Management & Anti-Corruption Committee
10. Mr. Vichit	Tantianunanont	Independent Director / Audit Committee / Chairman of Risk Management & Anti-Corruption Committee
11. Mr. Amorn	Asvanunt	Independent Director / Audit Committee
12. Mrs. Chattong	Tippayakalin	Independent Director / Audit Committee
13. Assoc.Prof.Dr.Preeyachit	Charoenwongse	Independent Director

Non-Attendance of Directors (1 Person)

1. Mr. Chailadol	Chokwatana	Director
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Attendance of Management and the Company Secretary

1. Mrs. Pornwilai	Pinvanichkul	Accounting Manager
2. Miss Rachadawan	Ritthirong	Company Secretary

There were 13 directors participated in this meeting or to be 92.86% of all the Company's Directors. Apart from that, in this Annual General Meeting of Shareholders, Sub-committee Chairman and the Top Management of Accounting and Finance Department also attended the meeting.

Attendance of Auditor and representative from the audit office

1. Dr. Preecha	SuanCertified Public Accountant No.6718
2. Mr. Teerawuth	LaownaphakulSenior Audit Manager

Representative of Dr. Virach & Associates Office Co.,Ltd., as The witness in counting votes of the meeting.

The Chairman of the Meeting, informed that Company had given the opportunity to shareholders to propose agenda and/or to nominate candidates to be elected as directors from

December 1, 2019 to December 30, 2019 and there was not any shareholders proposed agenda and nominated candidates to be elected as directors. The Chairman assigned Miss Rachadawan Ritthirong, Company Secretary, explained the voting right procedure to the Meeting as follows:

Miss Rachadawan Ritthirong informed 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 write down in the paper and give it to the Company's officer.

Furthermore, the Chairman assigned Mr. Wichar Ldallitsakool, President to conduct the meeting for all agenda, except for agenda 5: to consider the election of new company's directors in place of those who must retire by rotation which was assigned Mrs. Kadekaew Ittikul, Managing Director and agenda 7: to consider the appointment of auditor and determine the audit fee which was assigned Mr. Khachornsakdi Vanaratseath, Audit Committee Chairman to conduct the said agendas.

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

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

1. To consider the adoption of the Minutes of the Annual General Meeting of Shareholders No.25 of 2019

Mr. Wichar Ldallitsakool, President, report that the Minutes of the Annual General Meeting of Shareholders No.25 of 2019 was arranged and submitted to The Stock Exchange of Thailand and publicized on company's website (www.fareastfamelineddb.com) within 14 days from the day of the Annual General Meeting of Shareholders and submitted to the Ministry of Commerce according to the requirement of the laws. The copy of the Minutes was sent with the Notice of the Annual General Meeting of Shareholders which the Board of Directors had the opinion that it was recorded correctly. The meeting was asked to consider the matter.

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

After consideration, the meeting had resolution to adopt the aforementioned Minutes of the Meeting, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved 1 votes or to be 00.00002%
- Abstained - None -
- Voided Ballots - None -

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

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

Mr. Wichar Ldallitsakool, President, informed the meeting that the report of the Board of Directors and the 2019 operating results of the Company provided in the Annual Report of 2019 in QR Code format, submitted together with the Notice of the Annual General Meeting of Shareholder prior to this meeting and summarized the operating result in 2019 as follows:

Result of Operation in 2019

(Management Discussion & Analysis : MD&A)

In 2019, Far East Fame Line DDB Public Company Limited and its subsidiaries had total gross income from the rendering of service and commission amount of THB 237.14 million, a decrease from year 2018 amount of THB 0.10 million or 0.04 per cent, and had a net profit for the year amount of THB 98.05 million, a decrease from 2018 amount of THB 5.63 million or 5.43 per cent, because of decreasing net profit came from others income a decrease amount of THB 13.84 million or decrease 19.68 per cent, the main result came from the decrease of gain on sale of investment in available-for-sale and the share of profits from investments in associates.

Due to the economic slowdown in 2019, which has an impact on the domestic business sector, the company continues to operate with caution because many clients have reduced their advertising budgets. The company, therefore, still pays attention to cost management policy and significant reduction of service and administrative expenses in order that they will not affect the company's operations.

Major Change and Development in 2019

- | | |
|-----------------|--|
| 10-14 June 2019 | The 2nd period of offering and purchasing newly issued ordinary shares under the Employee Stock Option Program (FE-ESOP). |
| 28 June 2019 | The Company registered the paid-up capital with the Ministry of Commerce, from the existing paid-up capital of Baht 77,499,500 to Baht 78,700,000, by issuing 120,050 ordinary shares with a par value of Baht 10 each. The total paid-up capital and registered capital of the Company amount to Baht 78,700,000. |

Implementation of Anti-corruption Policy and Measures

In 2019, the Company submitted a Self-Evaluation Tool to The Private Sector Collective Action Coalition Against Corruption (CAC) in order to enter into the renewal of certification. On November 4, 2019 the Committee of CAC approved the renewal of certification to the Company. The certification is valid for 3 years.

The Company publicize and organized training about the policy and best practice of anti-corruption to the management and employees at all levels continuously. The anti-corruption policy also participated in the human resource management such as the recruitment, training, evaluation, remuneration and promotion. Furthermore, the Company has communicated, publicize, as well as continuously expanding the anti-corruption alliance to its business partners, customers and other business associates.

Operations in the Coronavirus 2019 (COVID-19) Outbreak Situation

Due to the epidemic of COVID-19 since March 2020, the Company's business has been adversely affected by the adjustment of plan of the clients, such as: the reduction of advertising budget, modify the plan, postpone the campaign, cancel advertising media, cancel the event, etc. The company has adjusted the action plan to cope with the situation as follows:

1. Organize a work system so that employees can work from home effectively, including reduction of working days and time-lapse to reduce congestion.
2. Adjust organization and work styles to be more efficient and suitable to the situation. By focusing on using an Online system in working, meeting management and presenting jobs to clients.
3. Develop and train employees continuously, in order to increase efficiency and create unity in the organization.
4. Reduce company costs and expenses, by reducing unnecessary expenses, the number of employees and salary, as well as reducing the remuneration and meeting allowances for directors and executives.
5. Enhancing company income, by focusing on the businesses that are consistent with the situation, such as Online business, Data business, including proposing new projects to customers and try to get more new customers.
6. Make plans and adjust plans for customers, such as:
 - Offer a plan tailored to each client's current situation and business.
 - Help customers increase distribution channels and create new models for presenting products, especially online channels.
 - Plan for the use of advertising media in the form of "Package Deal", in order to use the media appropriately and efficiently.
 - Editing and improving the original advertising materials, to be applicable to the current situation.
 - Establish a CSR program for the COVID-19 epidemic period.
 - Offer Online research and Data project to customers.

In addition, the shareholders at the meeting had questions related to this agenda, as follows:

(Question) Mr. Bowonrat Phangsrirarn, shareholder and shareholder rights protection volunteer of the Thai Investors Association inquired that the Company has a target on the proportion of advertising media structures in what direction for the long term? How to achieve that goal?

(Answer) Mr. Wichar Ldallitsakool, President, answered that the current media formats are Online and Offline, which the advertising business has used more Online media, especially in foreign countries that the proportion is equal. The proportion of media that the Company do now is Offline = 70 % and Online = 30 % and aims to increase the proportion of Online, according to the market conditions. To meet that goal, the Company pays attention to the preparation of the organization, both personnel and technology, including adjusting the work plan in accordance with the business plan.

(Question) Mr. Bowonrat Phangsrirarn further inquired that how does the company plan to target customers in the future?

(Answer) Mr. Wichar Ldallitsakool, President, answered that this era is the age of “Personalization Marketing”, which relies on Online and Data as an important part. We have established the Digital Department for more than 10 years and have been providing services to most of our customers. In addition, 3 years ago, we established more Data Division to support online services. These are the strategies we use to break into our customers, when we get this service, work in the Offline section or other media will come later.

There was no more question from the shareholders.

The Meeting acknowledged the said report for the past year.

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

3. To consider the approval of the Financial Statements as at December 31, 2019

Mr. Wichar Ldallitsakool, President, proposed the Financial Statements, consisted of Statements of Financial Position, Statement of Income, Statement of Comprehensive Income, Statement of Changes in Shareholders’ Equity, Statement of Cash Flows and Notes to the Financial Statements as at December 31, 2019 and Report of Auditor which were prepared in accordance with generally accepted accounting principles and examined and certified by a Certified Public Accountant, agreed by the Audit Committee and the Board of Directors as stated in the Annual Report for the year 2019 in QR Code format, delivered to all shareholders together with the Notice of the Annual General Meeting of Shareholders prior to this meeting for consideration. The major of contents were as follows:

(Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,720.88	1,454.91
Total Liabilities	423.86	367.62
Shareholder’s Equity	1,297.02	1,087.28
Total Income	741.96	616.41
Net Profit attributable to equity holders of the Company	99.83	83.16
Earnings per share (Baht)	12.27	10.65

There was no question, the President asked the Meeting to consider the Financial Statements for the year ended December 31, 2019 as stated above.

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

After consideration, the meeting had resolution to approve the Financial Statements as at December 31, 2019, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved 1 votes or to be 00.00002%
- Abstained - None -
- Voided Ballots - None -

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

4. To consider and approve the appropriation of profit and no additional dividend payment for 2019 year of operations, and acknowledge the interim dividend payment

Mr. Wichar Ldallitsakool, President, informed the meeting that 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 2019, a net profit of the Company amounting to Baht 83,155,836.84. The unappropriated retained earnings amounting to Baht 705,320,820.80.

The Board of Director considered and agreed to propose to the Annual General Meeting of Shareholders to approve the appropriation of profit and no additional dividend payment for 2019 year of operations, and acknowledge the interim dividend payment, as the following details:

1. No legal reserve appropriation because the Company's reserve has reached the amount required by laws.
2. No additional dividend payment from the Year 2019 operating results because the Board of Directors has approved interim dividend payment for the Company's shareholders which was made on May 8, 2020. The Board of Directors' approval for such interim dividend payment was aimed to alleviate impact on the dividend entitlement of shareholders caused by the postponement of the Annual General Meeting of Shareholders due to the outbreak of the COVID-19.
3. Acknowledgement of the interim dividend payment for the Company's operating results from January 1 to December 31, 2019 at Baht 10.00 per share of 7,870,000 shares at amount of Baht 78,700,000.00, which was made on May 8, 2020 (the Record Date of shareholders entitled to receive the dividend whose names appearing in the shareholders register book as of the date on April 24, 2020). The interim dividend payment was paid from the profit that already paid corporate income tax, wherein individual shareholders shall be entitle to Dividend Tax Credit under Section 47 bis of the Revenue Code. The detail are as follows:
 - Paid from profit with already paid tax at the rate of 30% at Baht 0.40 per share.
 - Paid from profit with already paid tax at the rate of 23% at Baht 0.21 per share.
 - Paid from profit with already paid tax at the rate of 20% at Baht 9.39 per share.

The conclusion of the allocation of Company's profit for the 2019 operating results as follows:

• Net Profit from Separated Financial Statement	Baht	83,155,836.84
• Un-Appropriated Retained Earnings to be appropriated	Baht	705,320,820.80
• The legal reserve already exceeded 10% of Registered Capital, so it was no longer required		
• Allocation of interim dividend of Baht 10.00 per share	Baht	<u>78,700,000.00</u>
• Retained Earnings Carried Forward	Baht	<u>626,620,820.80</u>

The dividend payment is consistent with the Company's dividend payment policy and does not affect the Company's liquidity.

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

After consideration, the meeting had resolution to approve the allocation of profit as stated above, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved - None -
- Abstained 1 votes or to be 00.00002%
- Voided Ballots - None -

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

5. To consider the election of new company's directors in place of those who must retire by rotation.

Mrs. Kadekaew Ittikul, Managing Director, informed the meeting that, according to the Company's Article of Association No.21, in every Ordinary Meeting of Shareholders, one-third of the total number of directors has to vacate their offices by rotation. If the number of the directors cannot be divided by three, the nearest total to one-third is allowed. The retiring directors may be re-elected. In this Annual General Meeting of Shareholders No.26, there were five retired directors as follows:

1. Mr. Wichar Ldallitsakool President / Chairman of the Executive Committee / Risk Management and Anti-Corruption Committee / Nomination and Remuneration Committee
2. Mrs. Chailada Tantivejakul Vice President / Vice Chairman of the Executive Committee / Risk Management and Anti-Corruption Committee / Nomination and Remuneration Committee
3. Mrs. Malee Leelasiriwong Company Director / Executive Committee / Risk Management & Anti-Corruption Committee
4. Mr. Amorn Asavanunt Independent Director / Audit Committee
5. Mr. Vichit Tantaranunont Independent Director / Audit Committee / Chairman of Risk Management & Anti-Corruption Committee

The Company granted the shareholders to nominate candidates to be elected as directors, during December 1-30, 2019, but no proposal from shareholder.

The Board of Directors, excluding the directors who has been nominated, carefully considered by individual and agreed with the Nomination and Remuneration Committee's proposal to propose to the Annual General Meeting of Shareholders to elect Mr. Wichar Ldallitsakool, Mrs. Chailada Tantivejakul, Mrs. Malee Leelasiriwong, Mr. Amorn Asvanunt and Mr. Vichit Tantaranunont 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 two Independent Directors, whose duration of service as the Independent Directors of the Company more than 9 years continuously, have knowledge skills and experiences that the Company Needs such as Accounting, Finance, Business Administration and Internal Audit. They also have qualification to be Independent Director that comply with related regulations. Moreover, they are able to give good suggestions to the Company's operations with the freely comments.

According to the Law on Public Companies Limited, the Company 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. Mrs. Kadekaew Ittikul, therefore informed the meeting that the persons who were nominated for re-election, 2 of them were directors of other companies operating a business of a similar nature with the Company as follows:

Mrs. Chailada Tantivejakul : being

- Chairman of Data First Co.,Ltd. (Advertising and Data Management)

Mrs. Malee Leelasiriwong : being

- Director of Data First Co.,Ltd. (Advertising and Data Management)
- Director of Springboard Plus Co.,Ltd. (Advertising Agency)
- Director of Integrated Communication Co.,Ltd. (Advertising and Public Relations Agency)

Profile of 5 nominated persons to be directors in replacement of those who must retired by rotation has already been sent to shareholders with Notice of the Annual General Meeting of Shareholders.

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

Then, Mrs. Kadekaew Ittikul, offered the Shareholders' Meeting to elect the person in this list individually as the company's director:

(1) Mr. Wichar Ldallitsakool

After consideration, the meeting had resolution to approve the re-election of director, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved - None -
- Abstained 1 votes or to be 00.00002%
- Voided Ballots - None -

(2) Mrs. Chailada Tantivejakul

After consideration, the meeting had resolution to approve the re-election of director, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved - None -
- Abstained 1 votes or to be 00.00002%
- Voided Ballots - None -

(3) Mrs. Malee Leelasiriwong

After consideration, the meeting had resolution to approve the re-election of director, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved - None -
- Abstained 1 votes or to be 00.00002%
- Voided Ballots - None -

(4) Mr. Amorn Asavanunt

After consideration, the meeting had resolution to approve the re-election of director, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,307 votes or to be 99.99492%
- Disapproved 300 votes or to be 00.00506%
- Abstained 1 votes or to be 00.00002%
- Voided Ballots - None -

(5) Mr. Vichit Tantianunanont

After consideration, the meeting had resolution to approve the re-election of director, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,307 votes or to be 99.99492%
- Disapproved 300 votes or to be 00.00506%
- Abstained 1 votes or to be 00.00002%
- Voided Ballots - None -

Therefore, the Board of Directors for 2020 comprised of the following 14 persons:

- | | |
|--------------------------------|--|
| 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. Mrs. Kadekaew Ittikul | 8. Mr. Anupol Puwapoonpol |
| 9. Mr. Chailadol Chokwatana | 10. Mr. Khachornsakdi Vanaratseath |
| 11. Mr. Amorn Asvanunt | 12. Mr. Vichit Tantianunanont |
| 13. Mrs. Chattong Tippayakalin | 14. Assoc.Prof.Dr.Preeyachit Charoenwongse |

There were Independent Directors 1/3 of all the Board of Directors consisting of Mr. Khachornsakdi Vanaratseath, Mr. Amorn Asvanunt, Mr. Vichit Tantianunanont, Mrs. Chattong Tippayakalin and Assoc.Prof.Dr. Preeyachit Charoenwongse.

Audit Committee members were Mr. Khachornsakdi Vanaratseath, Mr. Amorn Asvanunt, Mr. Vichit Tantianunanont and Mrs. Chattong Tippayakalin.

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

6. To consider the director's remuneration

Mr. Wichar Ldallitsakool, President informed the meeting that 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 right 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 Annual General Meeting of Shareholders of the year 2019 agreed

to approve the remuneration to the directors of not exceed 7 million Baht a year as allocated by the Board of Directors. For the year 2019, the Company had actually paid Baht 6,220,000.00 consisting of ; Baht 968,000.00 of the Board of Directors' meeting allowance, Baht 4,900,000.00 of the directors' compensation, Baht 240,000.00 of meeting allowance for Audit Committee, Baht 100,000.00 of meeting allowance for Risk Management & Anti-Corruption Committee and Baht 12,000.00 of meeting allowance for Nomination and Remuneration Committee.

For the year 2020, The Nomination and Remuneration Committee has considered and proposed the remuneration of the directors not exceed Baht 7 million a year, the same as the previous 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 Annual General 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 was as follows:

- (1) Board of Directors
 - Meeting attendance fee (paid to attending directors only)

Chairman	8,000.00 (Baht/meeting)
Director	8,000.00 (Baht/meeting)
 - Annual Remuneration is paid to all directors, which is allocated by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (2) Audit Committee
 - Meeting attendance fee (paid to attending directors only)

Chairman	15,000.00 (Baht/meeting)
Director	15,000.00 (Baht/meeting)
- (3) Risk Management & Anti-Corruption Committee
 - Meeting attendance fee (paid to attending directors only)

Chairman	4,000.00 (Baht/meeting)
Director	4,000.00 (Baht/meeting)
- (4) Nomination and Remuneration Committee
 - Meeting attendance fee (paid to attending directors only)

Chairman	4,000.00 (Baht/meeting)
Director	4,000.00 (Baht/meeting)
Other Benefits	- None -

Remuneration of the Board of Directors and other Sub-Committees which appointed by the Board will be in the consideration of the Nomination and Remuneration Committee and approve by the Board of Directors. They carefully allocate the remuneration with the appropriateness, duties and responsibilities and the Company's operating results. Effective from the Annual General Meeting of Shareholders' approval until the changes and not exceed the amount that approved by the Shareholders' Meeting.

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

The agenda was presented to the meeting for consideration.

After consideration, the meeting had resolution to approve the remuneration of the directors as proposed with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows:

- Approved 5,930,607 votes or to be 99.99998%
- Disapproved 1 votes or to be 00.00002%
- Abstained - None -
- Voided Ballots - None -

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

7. To consider the appointment of the auditor and determine the audit fee.

Mr. Khachornsakdi Vanaratseath, Audit Committee Chairman, informed the meeting that 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 Annual General Meeting of Shareholders annually. The retiring Auditor may be re-appointed. In 2019, the Company's Auditor was 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 of the company for the year 2019 amounting to Baht 1,260,000.00. The audit fee of the subsidiaries and affiliated company from the same office of auditor amounting to Baht 925,000.00.

For the year 2020, the Board of Directors agreed with the Audit Committee's proposal to appoint 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) | Miss Kornkaew | Darbkaew, | Certified Public Accountant No. 8463,
never authorized signature in the Company's
Financial Statements and/or |
| (5) | 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 2020.

Due to the fact that, they were 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 Audit Committee proposed to the meeting to determine the audit fee for the year 2020 as following:

• Review of the Financial Statements for Q1, Q2, Q3	420,000.00
• Review of the Consolidated Financial Statement for Q1, Q2, Q3	180,000.00
• Audit fee of the Annual Financial Statements	570,000.00
• Audit fee of the Annual Consolidated Financial Statements	<u>110,000.00</u>
Total	<u>1,280,000.00</u>

Moreover, for shareholders acknowledgment, the audit fee of the subsidiaries and affiliated company from the same office of auditor were as follows:

• Springboard Plus Co., Ltd.	150,000.00
• Integrated Communication Co., Ltd.	255,000.00
• Media Intelligent Co., Ltd..	580,000.00
Other remuneration -None-	

The auditors mentioned above do not have any relationship or vested interest with the Company/ associated companies/ executives/ major shareholders or any person who related to them. They were independent in examining and giving opinion of the Company Financial Statements.

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

The meeting was asked to consider the matter.

After consideration, the meeting had resolution to appoint the auditor of the Company and determined the audit fee as stated above, with the majority votes of totally votes of shareholders who attended in the meeting and voted (5,930,608 shares), details as follows :

• Approved	5,930,607	votes or to be 99.99998%
• Disapproved	1	votes or to be 00.00002%
• Abstained	- None -	
• Voided Ballots	- None -	

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

8. 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. Bowonrat Phangsrirarn, shareholder and shareholder rights protection volunteer of the Thai Investors Association asked how COVID-19 impacts the Company and how does the Company deal with it?

(Answer) Mr. Wichar Ldallitsakool, President, answered that the impacts and coping of COVID-19 have been reported in Agenda 2. Moreover, the effects of COVID-19 were not specific to the Company, but our customers are affected greatly. The first thing the Company does is to help them solve the problems, adjust plans and make recommendations, that will benefit and save customers from the crisis. It also shows the Company's potential to help solve problems for customers as well.

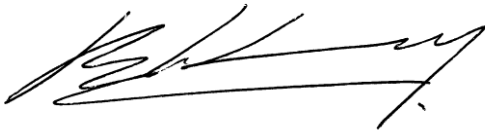
(Question) Mr. Bowonrat Phangsrirarn further inquired that how has the company adapted to Digital Disruption?

(Answer) Mr. Wichar Ldallitsakool, President, answered that the Company has been preparing for this matter for a long time, by having established the Digital Department for more than 10 years and established the Data Division to provide information services to customers for 3 years. There has been continuous human resource development and training to educate on Digital and Data. Including joint service with customers and creating new services in a variety of forms. There are services in all areas of Online format, whether it is product marketing and adopting all kinds of technology to meet customer needs as much as possible.

As there were no further inquiries, Mr. Boonchai Chokwatana, the Chairman of the Meeting, thanked all shareholders for taking the time to attend the meeting and further said that these are trying times because the Company have been dealing with a problematic situation due to COVID-19 for several months. Nevertheless, the management have the intention to address every problem and improve our performance, in order for the company to pass through this crisis. Lastly, the Chairman thanked all management and employees of the Company for working together to accomplish this mission very well. The company sincerely hopes that the situation from now on until next year will be improved. We ask all shareholders to trust and believe in the management and team of the Company.


The Chairman then declared the meeting closed.

The Meeting adjourned at 14.58 hrs.



(Mr. Boonchai Chokwatana)
Chairman of the Meeting

(TRANSLATION)
Profile of the nominated person to be director in replacement of those who retire by rotation.

Name	Mr. Khachornsakdi Vanaratseath			
Age (Years)	73			
Nationality	Thai			
Education	<ul style="list-style-type: none"> • Master's Degree in Accountancy, Western Illinois University, U.S.A. • Graduate Diploma in Auditing, Chulalongkorn University • B. Se. Accountancy, Chulalongkorn University 			
Director Training Program	<ul style="list-style-type: none"> • Thai Institute of Directors Association - Director Accreditation Program (DAP) 3/2003 			
Position in Company	<ul style="list-style-type: none"> • Independent Director • Audit Committee Chairman 			
Duration in the position of Director	18 Years (2002 – Present)			
Duration in the position until end of this tenure	21 Years			
Type of Director	Director and Independent Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
Experience				
Listed Companies				
No. of companies	: 3 Companies			
Type of director/executive	:			
Period	Position	Company		
1993 – 2017	• Independent Director/Audit Committee Chairman	• S&J Internation Enterprise Plc.		
1996 – Present	• Independent Director/Audit Committee	• Saha Pathanapibul Plc.		
2017 – Present	• Independent Director/Audit Committee Chairman	• People's Garment Plc.		
Other business (non-listed companies)				
No. of companies	: 1 Company			
Competitive or related business				
Period	Position	Company	Type of Business	
-	-	-	-	
Shareholding (oneself/spouse/children who is not sui - None -juris) - None -				
Meeting Attendance in 2020	<ul style="list-style-type: none"> • Board of Directors • Audit Committee Meeting • Annual General Meeting of Shareholders 		10/10	Times
			4/4	Times
			1/1	Time
Specialization	Business Administration / Accounting and Internal Audit			
Prohibitive Aspect	Having no criminal offence record regarding dishonest assets acquisition			

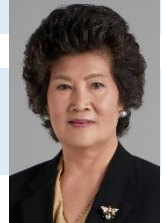
Having the following relationship with the Company / parent company / subsidiary / affiliate / major Shareholder or authorities of the Company at present or during the past 2 years

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

(TRANSLATION)

Profile of the nominated person to be director in replacement of those who retire by rotation.


Name	Mrs. Chattong Tippayakalin		
Age (Years)	68		
Nationality	Thai		
Education	<ul style="list-style-type: none"> • Master of Business Administration (Management), Kasetsart University • Bachelor of Economics (Finance), University of the Thai Chamber of Commerce • National Defence College 		
Director Training Program	<ul style="list-style-type: none"> • Thai Institute of Directors Association - Director Accreditation Program (DAP) 99/2012 - Advanced Audit Committee Program Class 23/2016 - Boardroom Success through Financial & Investment (BFI) 4/2018 		
Position in Company	<ul style="list-style-type: none"> • Independent Director • Audit Committee 		
Duration in the position of Director	9 Years (2011 – Present)		
Duration in the position until end of this tenure	12 Years		
Type of Director	Director and Independent Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors		
Experience			
Listed Companies			
No. of companies	: 1 Company		
Type of director/executive	:		
Period	Position	Company	
2015 – Present	<ul style="list-style-type: none"> • Director • Audit Committee • Risk Management Committee 	<ul style="list-style-type: none"> • SCI Electric Plc. 	
Other business (non-listed companies)			
No. of companies	: - None -		
Competitive or related business			
Period	Position	Company	Type of Business
-	-	-	-
Shareholding (oneself/spouse/children who is not sui juris)	- None -		
Meeting Attendance in 2020	<ul style="list-style-type: none"> • Board of Directors • Audit Committee Meeting • Annual General Meeting of Shareholders 	9/10	Times
		4/4	Times
		1/1	Time
Specialization	Business Administration / Internal Audit		
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


(TRANSLATION)

Profile of the nominated person to be director in replacement of those who retire by rotation.

Name	Mrs.Kadkaew Ittikul			
Age (Years)	58			
Nationality	Thai			
Education	<ul style="list-style-type: none"> • Master of Marketing and Media Communications, Webster University, USA • Bachelor of Education, Silpakorn University 			
Director Training Program	<ul style="list-style-type: none"> • Thai Institute of Directors Association - Director Accreditation Program (DAP) 153/2018 			
Position in Company	<ul style="list-style-type: none"> • Managing Director • Executive Director • Risk Management and Anti-Corruption Committee • Authorized Director 			
Duration in the position of Director	2 Years (2018 – Present)			
Duration in the position until end of this tenure	5 Years			
Type of Director	Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
Experience				
<u>Listed Companies</u>				
No. of companies	: - None -			
<u>Other business (non-listed companies)</u>				
No. of companies	: - None -			
<u>Competitive or related business</u>				
<u>Period</u>	<u>Position</u>	<u>Company</u>	<u>Type of Business</u>	
2018-Present	• Director	• Data First Co., Ltd.	• Advertising and Data Management	
Shareholding (oneself/spouse/children who is not sui juris)	20,000 shares or to be 0.25%			
Meeting Attendance in 2020	<ul style="list-style-type: none"> • Board of Directors • Risk Management and Anti-Corruption Committee • Annual General Meeting of Shareholders 		10/10	Times
			3/4	Time
			1/1	Time
Specialization	Business Administration / Advertising and Marketing Communication			
Prohibitive Aspect	Having no criminal offence record regarding dishonest assets acquisition			


(TRANSLATION)

Profile of the nominated person to be director in replacement of those who retire by rotation.

Name	Mr. Anupol Puwapoonpol			
Age (Years)	60			
Nationality	Thai			
Education	<ul style="list-style-type: none"> Bachelor of Arts, Faculty of Communication Arts, Major in Advertising and Public Relations, Chulalongkorn University 			
Director Training Program	<ul style="list-style-type: none"> Thai Institute of Directors Association - Director Accreditation Program (DAP) 159/2019 			
Position in Company	<ul style="list-style-type: none"> Director Executive Director Risk Management and Anti-Corruption Committee Authorized Director Business Consultant 			
Duration in the position of Director	2 Years (2018 – Present)			
Duration in the position until end of this tenure	5 Years			
Type of Director	Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
Experience				
<u>Listed Companies</u>				
No. of companies	: - None -			
<u>Other business (non-listed companies)</u>				
No. of companies	: - None -			
<u>Competitive or related business</u>				
<u>Period</u>	<u>Position</u>	<u>Company</u>	<u>Type of Business</u>	
2015-Present	<ul style="list-style-type: none"> Director 	<ul style="list-style-type: none"> Springboard Plus Co., Ltd. 	<ul style="list-style-type: none"> Advertising 	
Shareholding (oneself/spouse/children who is not sui juris)		3,500 shares or to be 0.04%		
Meeting Attendance in 2020	<ul style="list-style-type: none"> Board of Directors Risk Management and Anti-Corruption Committee Annual General Meeting of Shareholders 	10/10	Times	
		4/4	Time	
		1/1	Time	
Specialization	Business Administration / Advertising Business			
Prohibitive Aspect	Having no criminal offence record regarding dishonest assets acquisition			

(TRANSLATION)

Profile of the nominated person to be director in replacement of those who retire by rotation.

Name	Mr. Chailadol Chokwatana			
Age (Years)	43			
Nationality	Thai			
Education	<ul style="list-style-type: none"> Bachelor of Graphic Design, Marymount University, Virginia, U.S.A. 			
Director Training Program	<ul style="list-style-type: none"> Thai Institute of Directors Association - Director Accreditation Program (DAP) 106/2013 			
Position in Company	<ul style="list-style-type: none"> Director Authorized Director 			
Duration in the position of Director	7 Years (2013 – Present)			
Duration in the position until end of this tenure	10 Years			
Type of Director	Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
Experience				
<u>Listed Companies</u>				
No. of companies	: - None -			
Type of director/executive	:			
Period	Position	Company		
-	-	-		
<u>Other business (non-listed companies)</u>				
No. of companies	: - None -			
<u>Competitive or related business</u>				
Period	Position	Company	Type of Business	
2010 – Present	<ul style="list-style-type: none"> President 	<ul style="list-style-type: none"> Munk Production Co., Ltd. 	<ul style="list-style-type: none"> Advertising and Production House 	
Shareholding (oneself/spouse/children who is not sui juris)	244,000 shares or to be 3.10%			
Meeting Attendance in 2020	<ul style="list-style-type: none"> Board of Directors Annual General Meeting of Shareholders 		8/10	Times
Specialization	Business Administration / Human Resource and Legal			
Prohibitive Aspect	Having no criminal offence record regarding dishonest assets acquisition			

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 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	73 years
	Nationality	Thai
	Address	18 Soi Punwitee 30, Sukhumvit Rd., Bangjak sub-district, Prakanong district, Bangkok
	Share holding	- None -
	Interest on each agenda	- None -
	Special interest on each agenda	Special interested person in agenda 5, regarding election of directors in replacement of those who are retired by rotation, because the director is due to retire in this Shareholders' Meeting and has been nominated to re-elect as director for another term.

	Name	Mr. Amorn Asvanunt
	Type of Director	Independent Director and Audit Committee Member
	Age	72 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 Tantikananon
	Type of Director	Independent Director / Audit Committee Member and Risk Management & Anti-Corruption Committee Chairman
	Age	74 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	68 years
	Nationality	Thai
	Address	2 Narkniwas 48 Lane 14, Narkniwas Road, Ladpraw sub-district, Ladpraw district, Bangkok
	Share holding	- None -
	Interest on each agenda	- None -
	Special interest on each agenda	Special interested person in agenda 5, regarding election of directors in replacement of those who are retired by rotation, because the director is due to retire in this Shareholders' Meeting and has been nominated to re-elect as director for another term.

	Name	Associate Professor Dr. Preeyachit Charoenwongse
	Type of Director	Independent Director
	Age	73 years
	Nationality	Thai
	Address	29/50 Anumarn Rajathon, Surawong Road, Bang Rak, 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 in adequate 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 in 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.

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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 Annual General Meeting of Shareholders No. 27 for the Year 2021 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

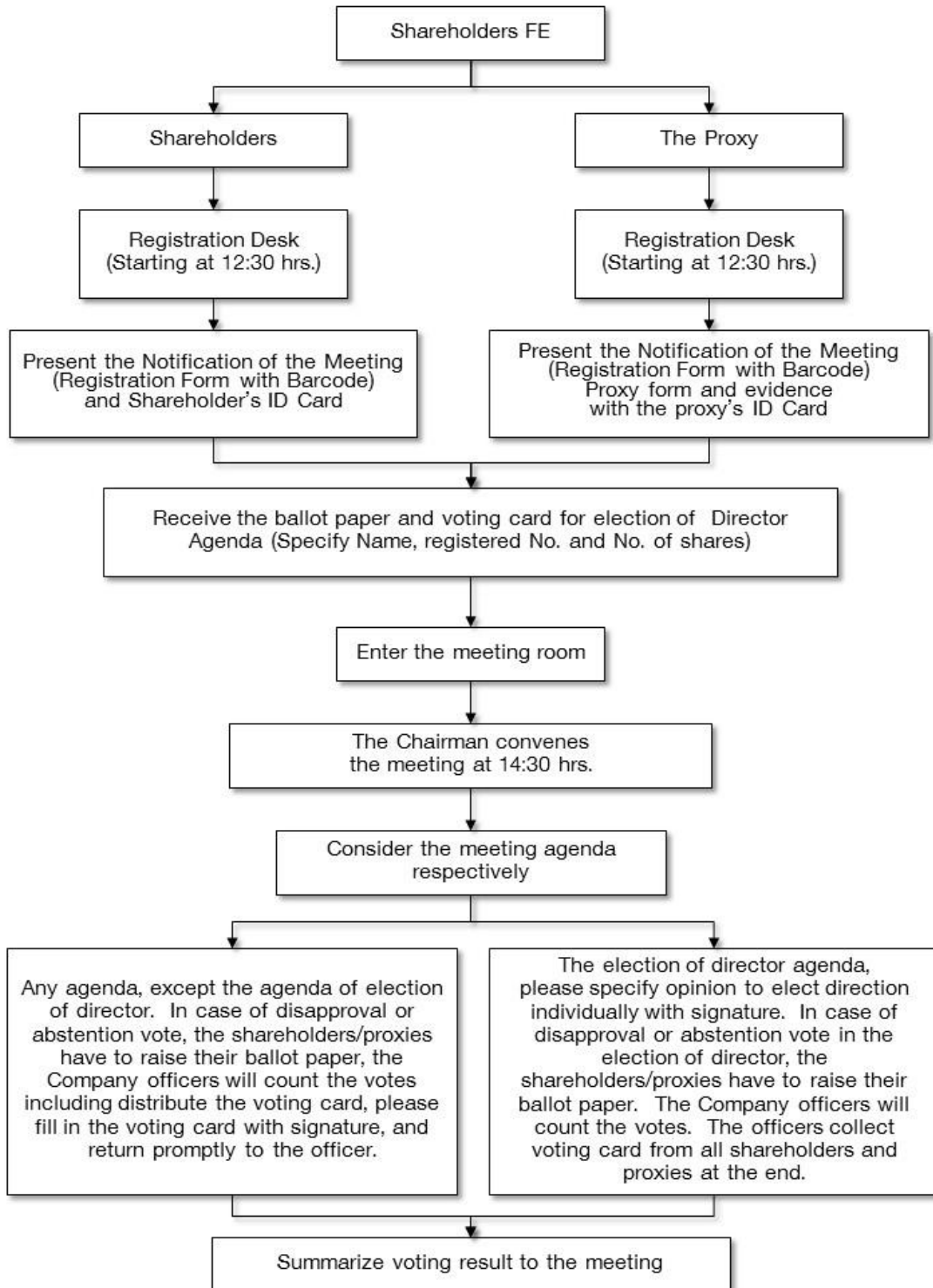
If the shareholders have appointed an authorized person to attend the meeting,

- 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

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

**The Process of Registration for the Annual General Meeting of
Shareholders No.27 for the Year 2021
Far East Fame Line DDB Public Company Limited**



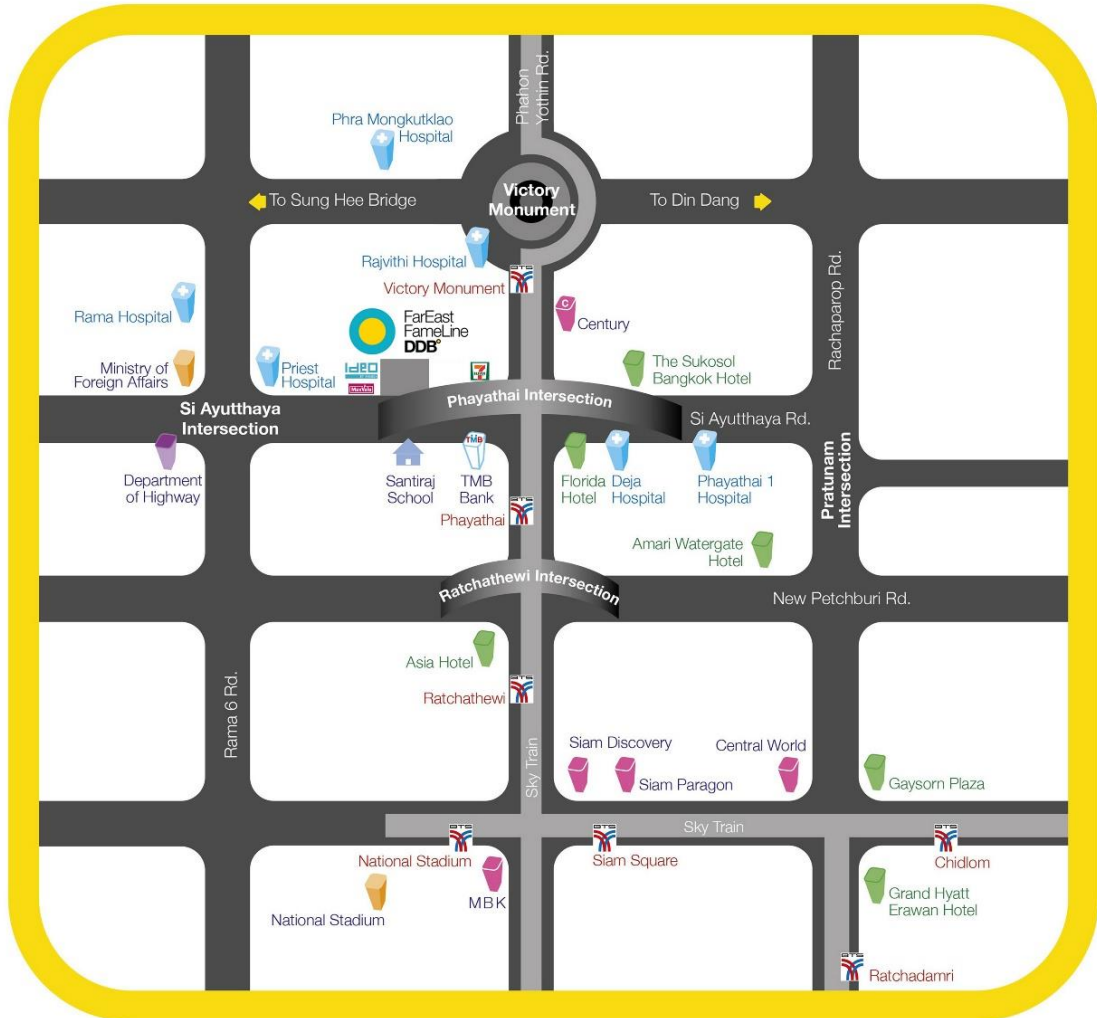
QR Code Downloading Procedures for the Notice of the Annual General Meeting of Shareholders and the Annual Report

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 the Notice and 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	2	3
Turn on the mobile camera.	Focus the mobile camera to QR Code to scan it.	The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.
หมายเหตุ : 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	2	3
Open applications such as QR CODE READER, Facebook or Line.	How to scan the QR Code with Line application <ul style="list-style-type: none"> Open Line application and click on “Add friend” Choose “QR Code” Scan the QR Code 	Focus the mobile camera to QR Code to scan it.

Map of the Meeting place of the Annual General Meeting of Shareholders No.27 for the Year 2021



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.fareastfamineddb.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 / WeNationalitywith address at Road.....
Sub-DistrictDistrictProvince 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 atRoad Sub-District
District Province Postal Code or
(2) Mr. Amorn Asvanunt..... Age72..... Years
with address at ..465/1-467..RoadSi Ayutthaya..... Sub-DistrictThung Phayathai.....
District.....Ratchathewi..... Province.....Bangkok..... Postal Code10400..... or
(3) Mr. Vichit Tantanunant..... Age74..... Years
with address at ..465/1-467..RoadSi Ayutthaya..... Sub-DistrictThung Phayathai.....
District.....Ratchathewi..... Province.....Bangkok..... Postal Code10400..... or
(4) Associate Professor Dr. Preeyachit Charoenwongse..... Age73..... Years
with address at ..465/1-467..RoadSi Ayutthaya..... Sub-DistrictThung Phayathai.....
District.....Ratchathewi..... Province.....Bangkok..... Postal Code10400.....

as only one of my / our proxy to attend and vote on my / our behalf at the ~~Share Subscription Meeting/~~ the Annual General/~~the Extraordinary Meeting~~ of Shareholders No. 27 for the Year 2021 to be held on Wednesday, April 28, 2021 at 14.30 hrs. 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 the adoption of the minutes of the Annual General Meeting of Shareholders No.26 held on August 5, 2020

- (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 the approval of the Financial Statements as at December 31, 2020

- (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 the approval of 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 to replace 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. Khachornsakdi Vanaratseath
 - Approve Disapprove Abstain
 - Name of Director Mrs. Chattong Tippayakalin
 - Approve Disapprove Abstain
 - Name of Director Mrs. Kadekaew Ittikul
 - Approve Disapprove Abstain
 - Name of Director Mr. Anupol Puwapoonpol
 - Approve Disapprove Abstain
 - Name of Director Mr. Chailadol Chokwatana
 - 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 auditor 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 and approve the amendment of Clause 3 of the Memorandum of Association regarding the Company's objectives by adding 4 new objectives, from the original 16 items to 20 items**
 - (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 9 : 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.

Duty Stamp 20 Baht	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