



# SHIFTS

## Beyond Reason



### **Far East Fame Line DDB Public Company Limited**

Notice of the Annual General Meeting of Shareholders No. 29 for the Year 2023

April 27, 2023 : 14.30 hrs.

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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

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

(TRANSLATION)

**Notice of the Annual General Meeting of Shareholders No.29 for the Year 2023**

April 5, 2023

Dear Shareholders,

- Attachments:
1. Copy of the minutes of the Annual General Meeting of Shareholders No.28 on April 27, 2022.
  2. 2022 Annual Report / Annual Registration Statement (Form 56-1 One 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, 2022, 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.29 for the Year 2023 will be held on Thursday, April 27, 2023 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, 2022 to December 30, 2022, 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.28 held on April 27, 2022**

**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](http://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 2022 operating results of the Company provided in the 2022 Annual Report / Annual Registration Statement (Form 56-1 One Report) 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, 2022

**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, the significant information are as follows:

(Unit :Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	1,657.86	1,391.19
Total Liabilities	230.45	186.44
Shareholder's Equity	1,427.41	1,204.75
Total Income	494.06	384.80
Net Profit attributable to equity holders of the Company	32.26	26.29
Earnings per share (Baht)	4.10	3.34

Details of the Financial Statements are shown in the 2022 Annual Report / Annual Registration Statement (Form 56-1 One Report). (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 2022, a net profit of the Company amounting to Baht 26,287,924.21 The unappropriated retained earnings amounting to Baht 677,701,802.96.

**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 2022 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 3.50 per share for 7,870,000 shares, in the amount of Baht 27,545,000.00.

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 20% at Baht 3.36 per share.
- Paid from profit that already paid tax at the rate of 30% at Baht 0.14 per share.

The Record Date to determine the names of shareholders who have rights to receive dividend will be on May 10, 2023. Dividend payment date is May 25, 2023. The comparison of dividend payment to the previous year and policy are as follows:

Dividend description	2022 proposal	2021 Paid	The policy
The dividend per share (Baht)	3.50	5.50	3.00
The dividend ratio per net profit (%)	104.78	85.21	89.81

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. Wichar    | Ldallitsakool | President / Chairman of the Executive Committee / Risk Management and Anti-Corruption Committee / Nomination and Remuneration Committee / Authorized Director                                     |
| 2. Mrs. Chailada | Tantivejakul  | Vice President / Vice Chairman of the Executive Committee / Risk Management and Anti-Corruption Committee / Nomination and Remuneration Committee / Authorized Director / Chief Financial Officer |
| 3. Mrs. Malee    | Leelasiriwong | Executive Director / Risk Management and Anti-Corruption Committee / Authorized Director / Chief Legal and Compliance Officer   |
| 4. Mrs. Chattong | Tippayakalin  | Independent Director / Audit Committee  |
| 5. Mr. Amorn     | Asawanunt     | Independent Director / Audit Committee  |

In this regard, Mr. Amorn Asawanunt indicated his intention not to seek re-nomination.

The Company granted the shareholders to nominate candidates to be elected as directors, during December 1-30, 2022, 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. Wichar Ldallitsakool, Mrs. Chailada Tantivejakul, Mrs. Malee Leelasiriwong, Mrs. Chattong Tippayakalin who are retired by rotation, to be the directors for another term and proposed to elect Miss Rintr Vivorakij as a director to replace Mr. Amorn Asawanunt who retire by rotation.

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 Independent Director, whose duration of service as the Independent Director of the Company more than 9 years continuously, have knowledge skills and experiences that the Company Needs such as Business Administration, Finance 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 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 2022 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 2022, the Company had actually paid Baht 4,676,000.00 consisting of ; Baht 1,075,000.00 of the Board of Directors' meeting allowance, Baht 3,160,000.00 of the directors' compensation, Baht 300,000.00 of meeting allowance for Audit Committee, Baht 114,000.00 of meeting allowance for Risk Management & Anti-Corruption Committee and Baht 27,000.00 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 / Annual Registration Statement (Form 56-1 One Report) in the section of remuneration of directors.

For the year 2023, 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>2023</u>	<u>2022</u>
Chairman	10,000.00 (Baht/meeting)	9,000.00 (Baht/meeting)
Director	10,000.00 (Baht/meeting)	9,000.00 (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>2023</u>	<u>2022</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>2023</u>	<u>2022</u>
Chairman	5,500.00 (Baht/meeting)	5,000.00 (Baht/meeting)
Director	5,500.00 (Baht/meeting)	5,000.00 (Baht/meeting)

**4. Nomination and Remuneration Committee**

- Meeting attendance fee (paid to attending directors only)
 

	<u>2023</u>	<u>2022</u>
Chairman	5,500.00 (Baht/meeting)	5,000.00 (Baht/meeting)
Director	5,500.00 (Baht/meeting)	5,000.00 (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.

**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 2022, 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 Miss Ratchaneekorn Vijaksilp, Certified Public Accountant No. 5801 and/or Miss Ratcharin Charoenkijpailert, Certified Public Accountant No. 7037 Of Dr. Virach & Associates Office Co.,Ltd. The total audit fee for the year 2022 amounting to Baht 1,280,000.00 and no other remuneration.

For the year 2023 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, authorized signature in the Company's Financial Statements starting from year 2022 and/or
5. Miss Ratchaneekorn Vijaksilp Certified Public Accountant No. 5801, never authorized signature in the Company's Financial Statements and/or
6. Miss Ratcharin Charoenkijpailert Certified Public Accountant No. 7037, never authorized signature in the Company's Financial Statement

Of Dr. Virach & Associates Office Co.,Ltd. to be the Company's auditor for the year 2023 and determined the audit fee as following:

	<u>2023 (Baht)</u>	<u>2022 (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>
<b>Total</b>	<b><u>1,280,000.00</u></b>	<b><u>1,280,000.00</u></b>

For shareholders acknowledgment, the audit fee of the subsidiary and affiliated companies from the same office of auditor are as follows :

	<u>2023 (Baht)</u>	<u>2022 (Baht)</u>
Springboard Plus Co., Ltd.	150,000.00	150,000.00
Integrated Communication Co., Ltd.	255,000.00	255,000.00
Media Intelligent Group 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 Miss Ratchaneekorn Vijaksilp, Certified Public Accountant No. 5801 and/or Miss Ratcharin Charoenkijpailert, Certified Public Accountant No. 7037 of Dr. Virach & Associates Office Co.,Ltd., to be

the auditor of the Company for the year 2023. 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 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 20 April, 2023 at E-Mail : [rachadawan@fareastfamineddb.com](mailto: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](http://www.fareastfamineddb.com)). Foreign investors who authorize the custodian in Thailand to keep their shares can choose one of the Proxy Form: Form A, Form B or Form C. Other shareholders can choose only one of the Proxy Form: Form A or Form B. Shareholders who desire to appoint the Independent Directors 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



(Miss Rachadawan Ritthirong)  
The Company Secretary

Shareholder who wish to receive printed copy of the 2022 Annual Report / Annual Registration Statement (Form 56-1 One Report), please do not hesitate to contact Miss Rachadawan Ritthirong by Email : [rachadawan@fareastfamineddb.com](mailto: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.28 of 2022**

The meeting was held at the Company's Conference Room at 465/1– 467, Si Ayutthaya Road, Thungphayathai Subdistrict, Ratchathewi District, Bangkok on April 27, 2022. There were shareholders and proxies 37 persons, representing 44 shareholders, holding 5,769,329 shares or 73.31 % 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.

**The meeting commenced at 14.30 hrs.**

Miss Rachadawan Ritthirong informed that there were shareholders and proxies 36 persons, representing 43 shareholders, holding 5,769,227 shares or 73.31 % 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.28 of 2022. Before proceeding the meeting, the Chairman of the meeting introduced the Board of Directors, Management, Sub-committees and the auditor of the Company, as follows:

Attendance of Directors (14 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.	Miss Waraporn	Kulsawatpakdee	Director / Vice Chairman of the Executive Committee / Risk Management & Anti-Corruption Committee
7.	Mrs. Kadekaew	Ittikul	Managing Director / Executive Committee / Risk Management & Anti-Corruption Committee
8.	Mrs. Malee	Leelasiriwong	Director / Executive Committee / Risk Management & Anti-Corruption Committee / Vice Chief Human Resource Officer
9.	Mr. Chailadol	Chokwatana	Director
10.	Mrs. Kityaporn	Chaithavornsathien	Director
11.	Mr. Amorn	Asvanunt	Independent Director / Audit Committee
12.	Mr. Vichit	Tantianunanont	Independent Director / Audit Committee / Chairman of Risk Management & Anti-Corruption Committee

13. Mrs. Chattong Tippayakalin Independent Director / Audit Committee  
 14. Assoc.Prof.Dr.Preeyachit Charoenwongse Independent Director

Attendance of Management and the Company Secretary

1. Mrs. Janya Chanakulthorn Senior Accounting Manager  
 2. Miss Rachadawan Ritthirong Company Secretary

There were 14 directors participated in this meeting or to be 100% 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. Miss Kornkaew Darbkaew Certified Public Accountant No.8463  
 2. Mr. Nuttawut Klinsuman The witness in counting votes of the meeting

Representatives of Dr. Virach & Associates Office Co.,Ltd.

The Chairman of the meeting informed that the Company had given the opportunity to shareholders to propose agenda and/or to nominate candidates to be elected as directors from December 1, 2021 to December 30, 2021 and there was not any shareholders proposed agenda and nominated candidates to be elected as directors.

Then, the Chairman assigned Miss Rachadawan Ritthirong, Company Secretary, to explain 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 elect 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, the President, to conduct the meeting for all agenda.

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 proceeded the meeting with the agenda as follows:

**1. To consider the adoption of the minutes of the Annual General Meeting of Shareholders No.27 of 2021**

Mr. Wichar Ldallitsakool reported that the minutes of the Annual General Meeting of Shareholders No.27 of 2021 was arranged and submitted to the Stock Exchange of Thailand and publicized on company's website ([www.fareastfamineddb.com](http://www.fareastfamineddb.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 approved with the unanimous votes, as follows:

- Approve 5,769,227 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the second agenda, the 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 informed the meeting that the report of the Board of Directors and the 2021 operating results of the Company provided in the Annual Report of 2021 / Annual Registration Statement (56-1 One Report) 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 2021 as follows:

### **Result of Operation in 2021**

#### **(Management Discussion & Analysis: MD&A)**

Far East Fame Line DDB Public Company Limited and its subsidiaries had gross profit from the rendering of service and commissions amount of 147.91 million baht, a decrease from the year 2020 amount of 40.91 million baht or 21.67%, and net profit for the year amount of 60.64 million baht, a decrease from the year 2020 amount of 17.14 million baht or 22.04%. The decrease of net profit mainly came from the impact of the Covid-19 pandemic situation since the end of 2020 throughout the year 2021, due to the major clients changed their policy and reduced the advertising budget.

Due to the epidemic of the Covid-19 virus, the economy in the country and global has slowed down. It has an impact on the domestic economy inevitably. Most people's spending and purchasing power on consumer products has decreased. As a result, entrepreneurs have to be careful in using budgets in advertising and public relations. This would certainly have an impact on the business of the Company. In addition, the high competitive in current situation of the advertising business, the Company has to have a good management system to maintain existing customers and find new customers. Therefore, the company need to make confidence, create high quality of work and maintain good relationships with clients in order for clients to get the most benefits and result in long-term growth in total business value.

#### **Advertising Industry Overview and Major Development in 2021**

In 2021, there was a new marketing momentum towards the use of data for marketing applications. The Company responded to this trend by applying the use of data strategy and application in all aspects of works to initiate new opportunities (Data-Driven Marketing). Data analysis, whether they were existing data, curated data, market data, consumer insight data, had been applied to a certain degree in all marketing communication campaigns with an aim to design new customer experience (Customer Experience Design), and personalized marketing communication campaigns to reach both offline and online consumers and maximize their brand experience.

In addition, there were self-initiated projects where the Company brought existing data to live via initiating new campaigns and pitch to the Clients to strengthen brand's consumer base, or expand E-Commerce channels such as website, LINE, E-Marketplace, and so on. As the shift towards online purchasing had become more increasingly apparent during the Covid-19 pandemic, the Company offered several innovative solutions to the Clients to initiate or expand sale channels. Additionally, CRM (Customer Relationship Management) System was improved and directly connected to the sale channels in order to retain existing customers and expand customer groups for the brand.

The recent growth and proliferation among Startup companies in Thailand, the Company sought to develop new opportunities with Startup platforms via brand collaboration, as well as management and sale of advertising space in order to generate new sources of income for the Company.

In addition to the services of communication strategy, creativity, and effective data analytics and management, the Company also has three subsidiaries and co-investment companies which provide specific services to deliver marketing communication divergence.

### **Operations in the Coronavirus 2019 (COVID-19) Epidemic Situation**

Despite the continued prevalence of Covid-19 which has inevitably to a certain degree affected the advertising industry in the past year, Far East Fame Line DDB thrived to sustain growth and made a good progress in solidifying itself as an evolving data-driven agency. The Company has broadened our services by adopting new social tools and platforms, Martech and Adtech, data and artificial intelligence technology in our creativity as novel tools to create new value to clients' brands, pave a way for a leap growth, and help clients grow their businesses in a long term. In terms of management amidst this volatile period, the Company has imposed necessary measures to minimize expenses, sustain revenue and maximize profits.

The Company also continue to pioneer ways to create values for our employees. By carrying out a series of life streaming sessions via social platform with valued guest speakers to inspire and enhance our employees' business and digital learning experience whilst working at home. The Company's management will continue to empower our employees, as we believe that this is an essential foundation for developing competitive advantage as well as strong and sustainable growth.

### **Implementation of Anti-corruption Policy and Measures**

The Company has continued operations in order to comply with the anti-corruption policy as follows:

- Board of Directors : To emphasize on the commitment to anti-corruption and review the appropriateness of the anti-corruption policy every year.
- Risk Management Committee : To oversee and assess risks throughout the organization. Assessing the risk of corruption to support anti-corruption work and review the related rules and regulations.
- Audit Committee : To review the internal control and risk management system especially the risk of corruption as well as supervise and review measures for risk management and anti-corruption.
- Internal Audit Department : To set up internal control systems and operate the procedures in order to comply with the anti-corruption policy. Review the compliance with the anti-corruption policy together with the audit, follow up, evaluate and report to the Audit Committee and Board of Directors
- Continuous communication and publicize regarding the anti-corruption policy and related procedures for third parties and the Company's personnel through various channels such as the company website, Intranet, Email, etc.
- Implement an anti-corruption policy as part of human resource management.
- Communicate anti-corruption practices to business partners and encourage them to join the anti-corruption network.
- Establish communication channels to receive complaints or report about corruption as well as measures to protect complainants.

In 2021, the Company duly followed the anti-corruption policy and practice guidelines, as the result, the Company found no significant flaws about corruption and fraudulent activities or noncompliance with relevant laws and regulations or violation of business ethics.

Mr. Wichar Ldallitsakool gave an opportunity for shareholders to ask questions.

A shareholder in the meeting asked the following question:

(Question) Ms. Siriporn Kattapong, a shareholder and a volunteer to protect the rights of shareholders of the Thai Investors Association asked what strategies and plans did the Company have in order to generate more revenue in 2022.

(Answer) Mrs. Kadekaew Ittikul, Managing Director, replied that this year the Company has a strategy to increase revenue by increasing the use of money of current customers. The Company has offered new services and new opportunities for customers, including social commerce, client commerce, and data storage for the growth of the customers' business.

The Company has expanded its work from advertising agency to be a consulting firm. It has also developed several platforms to generate recurring revenue in addition to advertising revenue, including the Customer Data Platform (data storage for marketing), Ad Manager Platform (to work on E-Marketplace) etc. In addition, the Company has set up a "New Bis" team with the goal of finding new customers, at least two cases in a month. As of April 2022, the Company has more than 10 new customers. The Company's team will continue to strive and develop the Company's business for the growth and sustainably.

There was no more question from the shareholders.

The meeting acknowledged the said report for the past year.

Before starting the third agenda, the 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, 2021**

Mr. Wichar Ldallitsakool 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, 2021 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 of 2021 / Annual Registration Statement (56-1 One Report) 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	1,695.66	1,450.41
Total Liabilities	265.52	237.36
Shareholder's Equity	1,430.15	1,213.04
Total Income	404.02	339.08
Net Profit attributable to equity holders of the Company	58.65	50.80
Earnings per share (Baht)	7.45	6.45

There was no question, Mr. Wichar Ldallitsakool asked the meeting to consider the Financial Statements for the year ended December 31, 2021 as stated above.

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

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 5,769,227 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the fourth agenda, Miss Rachadawan Ritthirong, Company Secretary informed that was 1 person, representing 1 shareholder attending the meeting, holding 102 share, the total of shareholders and proxies were 37 persons, representing 44 shareholders, holding 5,769,329 shares or 73.31% of the amount of issued and paid-up shares.

#### **4. To consider the approval of the allocation of profit and dividend payment.**

Mr. Wichar Ldallitsakool informed the meeting that the Company's Board of Directors had unanimously agreed to ask the shareholders for approval of the allocation of the Company's profit for the 2021 operating results as follows:

- |  |      |                |
|--|------|----------------|
| • Net Profit from Separated Financial Statement  | Baht | 50,796,154.13  |
| • Un-Appropriated Retained Earnings to be appropriated                                       | Baht | 694,698,878.75 |
| • The legal reserve already exceeded 10% of Registered Capital, so it was no longer required |      |                |
| • Allocation of a cash dividend of Baht 5.50 per share                                       | Baht | 43,285,000.00  |
| • Retained Earnings Carried Forward  | Baht | 651,413,878.75 |

The shareholders entitled to receive the dividend whose names appearing in the shareholders register book as of the date on May 10, 2022 (the Record Date). The payment will be paid on May 25, 2022.

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 with already paid tax at the rate of 30% at Baht 0.15 per share.
- Paid from profit with already paid tax at the rate of 23% at Baht 0.24 per share.
- Paid from profit with already paid tax at the rate of 20% at Baht 5.11 per share.

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 approved with the unanimous votes, as follows:

- Approve 5,769,329 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the fifth agenda, the 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 retired by rotation**

Mr. Wichar Ldallitsakool informed the meeting that in accordance with the Company's Article of Association No.21, in every Annual General 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.28, there were five retired directors as follows:

- |   |   |
|---|---|
| 1. Mr. Boonchai Chokwatana              | Chairman / Nomination and Remuneration Chairman / Authorized Director   |
| 2. Mr. Wasin Teyateeti                  | Vice Chairman / Authorized Director   |
| 3. Miss Waraporn Kulsawatpakdee         | Director / Vice Chairman of the Executive Committee / Risk Management and Anti-Corruption Committee / Authorized Director |
| 4. Mr. Vichit Tantianunanont            | Independent Director / Audit Committee / Chairman of Risk Management and Anti-Corruption Committee                        |
| 5. Ass.Prof.Dr.Preeyachit Charoenwongse | Independent Director  |

The Company granted the shareholders to nominate candidates to be elected as directors, during December 1-30, 2021, 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. Boonchai Chokwatana, Mr. Wasin Teyateeti, Miss Waraporn Kulsawatpakdee, Mr. Vichit Tantianunanont and Dr. Preeyachit Charoenwongse who were 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 Independent Director, whose duration of service as the Independent Director of the Company more than 9 years continuously, have knowledge skills and experiences that the Company needs such as 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 of Public Companies Limited, the Company's directors may not be directors of any other companies operating a business of a nature similar to, and in competition with the business of the Company, unless they have notified the Shareholders' Meeting before a resolution is made to appoint them. Mr. Wichar Ldallitsakool, therefore informed the meeting that the persons who were nominated for re-election, 3 of them were directors of other companies operating a business of a similar nature with the Company, as follows:

**Mr. Boonchai Chokwatana** : being

- Chairman of Integrated Communication Co., Ltd. (Public Relations and Marketing Communication)
- Director of Munk Production Co.,Ltd. (Advertising and Production House)

**Mr. Wasin Teyateeti** : being

- Honorary Chairman of Media Intelligence Co., Ltd. (Media Planning)
- Chairman of Springboard Plus Co.,Ltd. (Advertising Agency)
- Director of SPA-Today-Far East (Thailand) Co., Ltd. (Advertising Agency)
- Director of Myanmar SPA-Today-Far East Co., Ltd. (Advertising Agency)
- Director of Media Insight Co., Ltd. (Media Planning)
- Director of MIM (Thailand) Co., Ltd. (Advertising Agency)

**Miss Waraporn Kulsawatpakdee** : being

- Chief Executive Officer and Managing Director of Integrated Communication Co., Ltd. (Public Relations and Marketing Communication)

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

**(1) Mr. Boonchai Chokwatana**

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 5,769,329 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

**(2) Mr. Wasin Teyateeti**

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 5,769,329 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

**(3) Miss Waraporn Kulsawatpakdee**

After consideration, the meeting approved with the unanimous votes, as follows:

- Approve 5,769,329 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

**(4) Mr. Vichit Tantianunanont**

The meeting approved with majority votes, as follows;

- Approve 5,769,029 votes, or to be 99.9948 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove 300 votes, or to be 00.0052 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Abstain - None –
- Voided Ballot - None –

**(5) Ass.Prof.Dr. Preeyachit Charoenwongse**

The meeting approved with majority votes, as follows;

- Approve 5,769,029 votes, or to be 99.9948 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove 300 votes, or to be 00.0052 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Abstain - None –
- Voided Ballot - None –

Therefore, the Board of Directors for 2022 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. Chailadol Chokwatana                |
| 9. Mrs. Kityaporn Chaithavornsathien | 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, the Company Secretary informed that there were no more shareholder attending the meeting.

**6. To consider the director's remuneration**

Mr. Wichar Ldallitsakool informed the meeting that in accordance with 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 2021 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 2021, the Company had actually paid Baht 4,130,000.00 consisting of; Baht 830,000.00 of the Board of Directors' meeting allowance, Baht 2,960,000.00 of the directors' compensation, Baht 200,000.00 of meeting allowance for Audit Committee, Baht 96,000.00 of meeting allowance for Risk Management & Anti-Corruption Committee and Baht 17,000.00 of meeting allowance for Nomination and Remuneration Committee.

For the year 2022, 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	9,000.00 (Baht/meeting)
Director	9,000.00 (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	5,000.00 (Baht/meeting)
Director	5,000.00 (Baht/meeting)

(4) Nomination and Remuneration Committee

- Meeting attendance fee (paid to attending directors only)
 

Chairman	5,000.00 (Baht/meeting)
Director	5,000.00 (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 approved with the unanimous votes, as follows:

- Approve 5,769,329 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the seventh agenda, the 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. Wichar Ldallitsakool 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 2021, 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 and/or Miss Kornkaew Darbkaew, Certified Public Accountant No. 8463 Of Dr. Virach & Associates Office Co.,Ltd. The total audit fee of the company for the year 2021 amounting to Baht 1,280,000.00. The audit fee of the subsidiaries and affiliated company from the same office of auditor amounting to Baht 985,000.00.

For the year 2022, 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,<br>never authorized signature in the Company's Financial Statements and/or |
| (2) Mr. Chaiyakorn Aunpitipongsa,     | Certified Public Accountant No. 3196,<br>never authorized signature in the Company's Financial Statements and/or |
| (3) Mr. Apiruk Ati-anuwat,            | Certified Public Accountant No. 5202,<br>never authorized signature in the Company's Financial Statements and/or |
| (4) Miss Kornkaew Darbkaew,           | Certified Public Accountant No. 8463,<br>never authorized signature in the Company's Financial Statements and/or |
| (5) Miss Ratchaneekorn Vijaksilp,     | Certified Public Accountant No. 5801,<br>never authorized signature in the Company's Financial Statements and/or |
| (6) Miss Ratcharin Charoenkijpailert, | Certified Public Accountant No. 7037,<br>never authorized signature in the Company's Financial Statements        |

Of Dr. Virach & Associates Office Co.,Ltd. to be the Company's auditor for the year 2022.

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 2022 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 for the year 2022 of the subsidiaries and affiliated company with the same office of auditor, 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 approved with the unanimous votes, as follows:

- Approve 5,769,329 votes, or to be 100.00 % of the total votes of shareholders who attended the meeting and were eligible to vote.
- Disapprove - None –
- Abstain - None –
- Voided Ballot - None –

Before starting the eighth agenda, the 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.


Mr. Wichar Ldallitsakool gave an opportunity for shareholders to ask questions.

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 declared the meeting closed.


**The meeting adjourned at 15.25 hrs.**

Boonchai Chokwatana  
(Mr. Boonchai Chokwatana)  
Chairman of the meeting


**(TRANSLATION)**
**Profile of the nominated person to be director**

<b>Name</b>	<b>Mr. Wichar Ldallitsakool</b>		
<b>Age (Years)</b>	68 Years		
<b>Nationality</b>	Thai		
<b>Education</b>	<ul style="list-style-type: none"> <li>• Bachelor of Arts, Porchang Campus Rajamangala University of Technology Rattanakosin</li> <li>• Mini MBA Executive Development Program the 30<sup>th</sup>, Thammasat University</li> </ul>		
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• Thai Institute of Directors Association <ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) 106/2013 from IOD</li> </ul> </li> </ul>		
<b>Position in Company</b>	<ul style="list-style-type: none"> <li>• President</li> <li>• Chairman of the Executive Committee</li> <li>• Risk Management and Anti-Corruption Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Authorized Director</li> </ul>		
<b>Duration in the position of Director</b>	10 Years (2013 – Present)		
<b>Duration in the position until end of this tenure</b>	13 Years		
<b>Type of Director</b>	Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors		
<b>Experience</b>			
<b>Listed Companies</b>	-None-		
<b>Other business (non-listed companies)</b>	-None-		
<b>Competitive or related business</b>	-None-		
<b>Shareholding (oneself/spouse/children who is not sui juris)</b>	23,000 shares or to be 0.29%		
<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>• Board of Directors</li> <li>• Risk Management and Anti-Corruption Committee Meeting</li> <li>• Nomination and Remuneration Committee Meeting</li> <li>• Annual General Meeting of Shareholders</li> </ul>	<ul style="list-style-type: none"> <li>9/9 Times</li> <li>4/4 Times</li> <li>2/2 Times</li> <li>1/1 Time</li> </ul>	
<b>Specialization</b>	Business Administration / Advertising and Marketing Communications		
<b>Prohibitive Aspect</b>	Having no criminal offence record regarding dishonest assets acquisition		

### Profile of the nominated person to be director

<b>Name</b>	<b>Mrs. Chailada Tantivejakul</b>			
<b>Age (Years)</b>	46 Years			
<b>Nationality</b>	Thai			
<b>Education</b>	<ul style="list-style-type: none"> <li>• Master Degree in International Commerce and Policy, George Mason University, USA.</li> </ul>			
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• Thai Institute of Directors Association               <ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) 55/2006 from IOD</li> <li>- Risk Management Program for Corporate Leaders (RCL) 8/2017</li> </ul> </li> </ul>			
<b>Position in Company</b>	<ul style="list-style-type: none"> <li>• Vice President</li> <li>• Vice Chairman of the Executive Committee</li> <li>• Risk Management and Anti-Corruption Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Authorized Director</li> <li>• Chief Financial Officer</li> <li>• The person talking the highest responsibility in Finance and Accounting (CFO)</li> </ul>			
<b>Duration in the position of Director</b>	18 Years (2005 – Present)			
<b>Duration in the position until end of this tenure</b>	21 Years			
<b>Type of Director</b>	Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
<b>Experience</b>				
<b>Listed Companies</b>	No. of company: 2 Companies			
<i>Type of director/executive</i>	<b>Period</b>	<b>Position</b>	<b>Company</b>	
	2011 – Present	<ul style="list-style-type: none"> <li>• Director / Executive Director / Vice President / Chairman of Riskmanagement / Nomination and Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Saha Pathanapibul Plc</li> </ul>	
	2019 – Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• I.C.C. International Plc.</li> </ul>	
<b>Other business (non-listed companies)</b>	No. of company: 14 Companies			
<b>Competitive or related business</b>	<b>Period</b>	<b>Position</b>	<b>Company</b>	<b>Type of Business</b>
	1990 – Present	<ul style="list-style-type: none"> <li>• Chairman</li> </ul>	<ul style="list-style-type: none"> <li>• Data First Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Advertising and Data Management</li> </ul>
<b>Shareholding (oneself/spouse/children who is not sui juris)</b>	333,404 shares or to be 4.24%			
<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>• Board of Directors</li> <li>• Risk Management and Anti-Corruption Committee Meeting</li> <li>• Nomination and Remuneration Committee Meeting</li> <li>• Annual General Meeting of Shareholders</li> </ul>			9/9 Times 4/4 Times 2/2 Times 1/1 Time
<b>Specialization</b>	Business Administration, Finance and Accounting, Marketing			
<b>Prohibitive Aspect</b>	Having no criminal offence record regarding dishonest assets acquisition			

**Profile of the nominated person to be director**

<b>Name</b>	<b>Mrs. Malee Leelasiriwong</b>				
<b>Age (Years)</b>	68 Years				
<b>Nationality</b>	Thai				
<b>Education</b>	<ul style="list-style-type: none"> <li>Bachelor of Law, Chulalongkorn University</li> </ul>				
<b>Director Training</b>	<ul style="list-style-type: none"> <li>Thai Institute of Directors Association</li> <li>- Director Accreditation Program (DAP) 2/2003 from IOD</li> </ul>				
<b>Position in Company</b>	<ul style="list-style-type: none"> <li>Director</li> <li>Executive Director</li> <li>Risk Management and Anti-Corruption Committee</li> <li>Authorized Director</li> <li>Chief Legal and Compliance Officer</li> </ul>				
<b>Duration in the position of Director</b>	23 Years (2000 – Present)				
<b>Duration in the position until end of this tenure</b>	26 Years				
<b>Type of Director</b>	Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors				
<b>Experience</b>					
<b>Listed Companies</b>	-None-				
<i>Type of director/executive</i>					
<b>Other business (non-listed companies)</b>	No. of company: 3 Companies				
<b>Competitive or related business</b>	<b>Period</b>	<b>Position</b>	<b>Company</b>	<b>Type of Business</b>	
	1990 – Present	• Director	• Data First Co.,Ltd.	• Advertising and Data Management	
	2003 – Present	• Director	• Springboard Plus	• Advertising	
	2003 - Present	• Director	• Co.,Ltd. Integrated Communication Co., Ltd.	• Advertising and Public Relations	
<b>Shareholding (oneself/spouse/children who is not sui juris)</b>	16,900 shares or to be 0.22%				
<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>Board of Directors</li> <li>Risk Management and Anti-Corruption Committee Meeting</li> <li>Annual General Meeting of Shareholders</li> </ul>			9/9 Times 4/4 Times 1/1 Time	
<b>Specialization</b>	Business Administration / Human Resource and Legal				
<b>Prohibitive Aspect</b>	Having no criminal offence record regarding dishonest assets acquisition				


**Profile of the nominated person to be director**

<b>Name</b>	<b>Mrs. Chattong Tippayakalin</b>			
<b>Age (Years)</b>	70 Years			
<b>Nationality</b>	Thai			
<b>Education</b>	<ul style="list-style-type: none"> <li>• Master of Business Administration (Management), Kasetsart University</li> <li>• Bachelor of Economics (Finance), University of the Thai Chamber of Commerce</li> <li>• National Defence College</li> </ul>			
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• Thai Institute of Directors Association               <ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) 99/2012 from IOD</li> <li>- Advanced Audit Committee Program Class 23/2016</li> <li>- Boardroom Success through Financail&amp;Investment (BFI) 4/2018</li> </ul> </li> </ul>			
<b>Position in Company</b>	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Audit Committee</li> </ul>			
<b>Duration in the position of Director</b>	12 Years (2011 – Present)			
<b>Duration in the position until end of this tenure</b>	15 Years			
<b>Type of Director</b>	Director and Independent Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
<b>Experience</b>				
<b>Listed Companies</b>	No. of company: 1 Company			
<i>Type of director/executive</i>	<b>Period</b>	<b>Position</b>	<b>Company</b>	
	2015 – Present	• Director / Audit Committee / Risk Management Committee	• SCI Electric Plc.	
<b>Other business (non-listed companies)</b>	-None-			
<b>Competitive or related business</b>	-None-			
<b>Shareholding (oneself/spouse/children who is not sui juris)</b>	- None -			
<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>• Board of Directors</li> <li>• Audit Committee Meeting</li> <li>• Annual General Meeting of Shareholders</li> </ul>		9/9 Times 5/5 Times 1/1 Time	
<b>Specialization</b>	Business Administration / Finance / Internal Audit			
<b>Prohibitive Aspect</b>	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

### Profile of the nominated person to be director

<b>Name</b>	<b>Miss Rintr Vivorakij</b>			
<b>Age (Years)</b>	54 Years			
<b>Nationality</b>	Thai			
<b>Education</b>	<ul style="list-style-type: none"> <li>• Master of Science for Business &amp; Administration (MSBA), International Business, University of Illinois at Urbana Champaign (UIUC)</li> <li>• Faculty of Commerce, Chulalongkorn University</li> </ul>			
<b>Director Training</b>	<ul style="list-style-type: none"> <li>• Thai Institute of Directors Association</li> </ul>			
<b>Position in Company</b>	-None-			
<b>Duration in the position of Director</b>	-None-			
<b>Duration in the position until end of this tenure</b>	3 Years			
<b>Type of Director</b>	Director and Independent Director who has been screened by the Nomination and Remuneration Committee and passed an approval from the Board of Directors			
<b>Experience</b>				
<b>Listed Companies</b>	No. of company: 1 company			
<i>Type of director/executive</i>	<b>Period</b>	<b>Position</b>	<b>Company</b>	
	2016-2019	<ul style="list-style-type: none"> <li>• Vice President (Finance &amp; Accounting System Support)</li> </ul>	<ul style="list-style-type: none"> <li>• Bangkok Bank Plc</li> </ul>	
<b>Other business (non-listed companies)</b>	No. of company: 1 company			
<b>Competitive or related business</b>	-None-			
<b>Shareholding (oneself/spouse/children who is not sui juris)</b>	-None-			
<b>Meeting Attendance in 2022</b>	<ul style="list-style-type: none"> <li>• Board of Directors</li> <li>• Annual General Meeting of Shareholders</li> </ul>		<ul style="list-style-type: none"> <li>- Time</li> <li>- Time</li> </ul>	
<b>Specialization</b>	Business Administration / Accounting and Finance			
<b>Prohibitive Aspect</b>	Having no criminal offence record regarding dishonest assets acquisition			

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

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

### Definitions of “Independent Director”

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


1. The person must hold no more than 1 % of shares with voting rights of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company; inclusive of shareholding by individuals related to such independent directors.
2. The person must not be serving, or have served, as a director who is involved with the management, or a staff member, an employee or a consultant with a monthly wage. The person also must not be or be an individual with the authority to control the company, the parent company, the associates, the affiliates, the associates of the same level, the major shareholders or of the entities with the authority to control the company, with the exception of the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director. The ineligibility however does not include the case where an independent director has previously served as a public servant or a consultant of a government agency which is a major shareholder of, or an entity with the authority to control the company.
3. The person must not be related by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, individuals with the authority to control the company or candidates for the position of an executive or an individual with the authority to control the company or an associate.
4. The person must not have, or have had, a business relationship with the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company, in such a manner that may interfere with one’s independent discretion. The person also must have not been or has been a shareholder, individuals with the authority to control the company, of the person who has business relationship with the company, the parent company, the associates, the affiliates, the major shareholder or the entities with the authority to control the company. There is an exception in the case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.  


The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3% of net tangible assets of the company or from Twenty Million Baht whichever is lower. The calculation of such obligation to debt is to be in accordance with the related transaction value calculation method as per the Announcement of the Equity Market Committee on the Related Transaction Criteria with exceptions. The said obligation to debt includes that which has materialized during the period of one year prior to the day of business relationship with the same individual.
5. The person must not be, or has been, an auditor of the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder, an individual with the authority to control or a partner of the audit office with which the auditor the company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company is associated. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
6. The person must not be, or has been, a provider of a professional service including the service as a legal consultant or a financial consultant for which greater than Two Million Baht of fee is paid per year by the Company, the parent company, the associates, the affiliates, the major shareholders or the entities with the authority to control the company. The person also must not be a significant shareholder or an individual with the authority to control or a partner of such provider of professional service. There is an exception in such case where he or she has retired from such a position for at least two years prior to the day on which he or she is appointed as an independent director.
7. The person must not be a director appointed to represent a director of the company, a major shareholder or a shareholder who is related to a major shareholder.
8. The person must not be in a business of the same nature as, and of significant competition to, that of the company or an associate. The person also must not be a significant partner in a partnership; a director who is involved with the management; a staff member; an employee; a consultant with a monthly wage; as well as, a shareholder who holds more than 1 % of shares with voting rights of another company which is engaged in a business of the same nature as and of significant competition to that of the company or an associate.
9. The person must not have any other characteristic which is an obstacle to the giving of free opinion on the operation of the company.


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


## (TRANSLATION)

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

	<b>Name</b>	<b>Mr.Khachornsakdi Vanaratseath</b>
	<b>Type of Director</b>	Independent Director and Audit Committee Chairman
	<b>Age</b>	75 years
	<b>Nationality</b>	Thai
	<b>Address</b>	18 Soi Punnwitee 30, Sukhumvit Rd., Bangjak sub-district, Prakanong district, Bangkok
	<b>Share holding</b>	- None -
	<b>Interest on each agenda</b>	- None -
	<b>Special interest on each agenda</b>	- None -

	<b>Name</b>	<b>Mr.Vichit Tantaranon</b>
	<b>Type of Director</b>	Independent Director / Audit Committee Member and Risk Management & Anti- Corruption Committee Chairman
	<b>Age</b>	76 years
	<b>Nationality</b>	Thai
	<b>Address</b>	8 Soi 9 (Seri 2 Rd.), Hua Mark sub-district, Bangkapi district, Bangkok
	<b>Share holding</b>	- None -
	<b>Interest on each agenda</b>	- None -
	<b>Special interest on each agenda</b>	- None -

	<b>Name</b>	<b>Mrs.Chattong Tippayakalin</b>
	<b>Type of Director</b>	Independent Director and Audit Committee Member
	<b>Age</b>	70 years
	<b>Nationality</b>	Thai
	<b>Address</b>	2 Narkniwas 48 Lane 14, Narkniwas Road, Ladpraw sub-district, Ladpraw district, Bangkok
	<b>Share holding</b>	- None -
	<b>Interest on each agenda</b>	- None -
	<b>Special interest on each agenda</b>	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.

	<b>Name</b>	<b>Associate Professor Dr. Preeyachit Charoenwongse</b>
	<b>Type of Director</b>	Independent Director
	<b>Age</b>	75 years
	<b>Nationality</b>	Thai
	<b>Address</b>	29/50 Anumarn Rajathon,Surawong Road, Bang Rak, Bangkok
	<b>Share holding</b>	- None -
	<b>Interest on each agenda</b>	- None -
	<b>Special interest on each agenda</b>	- None -

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

**Shareholders' Meeting**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph

two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) days prior to the date of the meeting.

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

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

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

### Proxy and Voting

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

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

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

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

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

### Dividends Payment

**Article 55.** No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed.

**Article 56.** Dividends shall be distributed according to the number of shares at an equal amount each. Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

**Article 57.** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

**Article 58.** The Company must appropriate to a reserve fund at least one-twentieth (1/20) of the annual net profits less accumulated loss carried over until the reserve fund reaches one-tenth (1/10) of the registered capital of the Company.

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

### Directors' Qualifications, Election and Rotation of Directors

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

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

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

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

**Article 19.** The directors shall be natural persons and shall be

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

**Article 20.** The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

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

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

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

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

**Article 30.** No director shall engage in a business which has the same nature as and in competition with that of the Company or become a partner in an ordinary partnership or a partner of unlimited liability in a limited partnership or a director of a private company or other companies engaged in a business which has the same nature as and is in competition with that of the Company regardless as to whether such a business 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. 29 for the Year 2023 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](http://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](http://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**

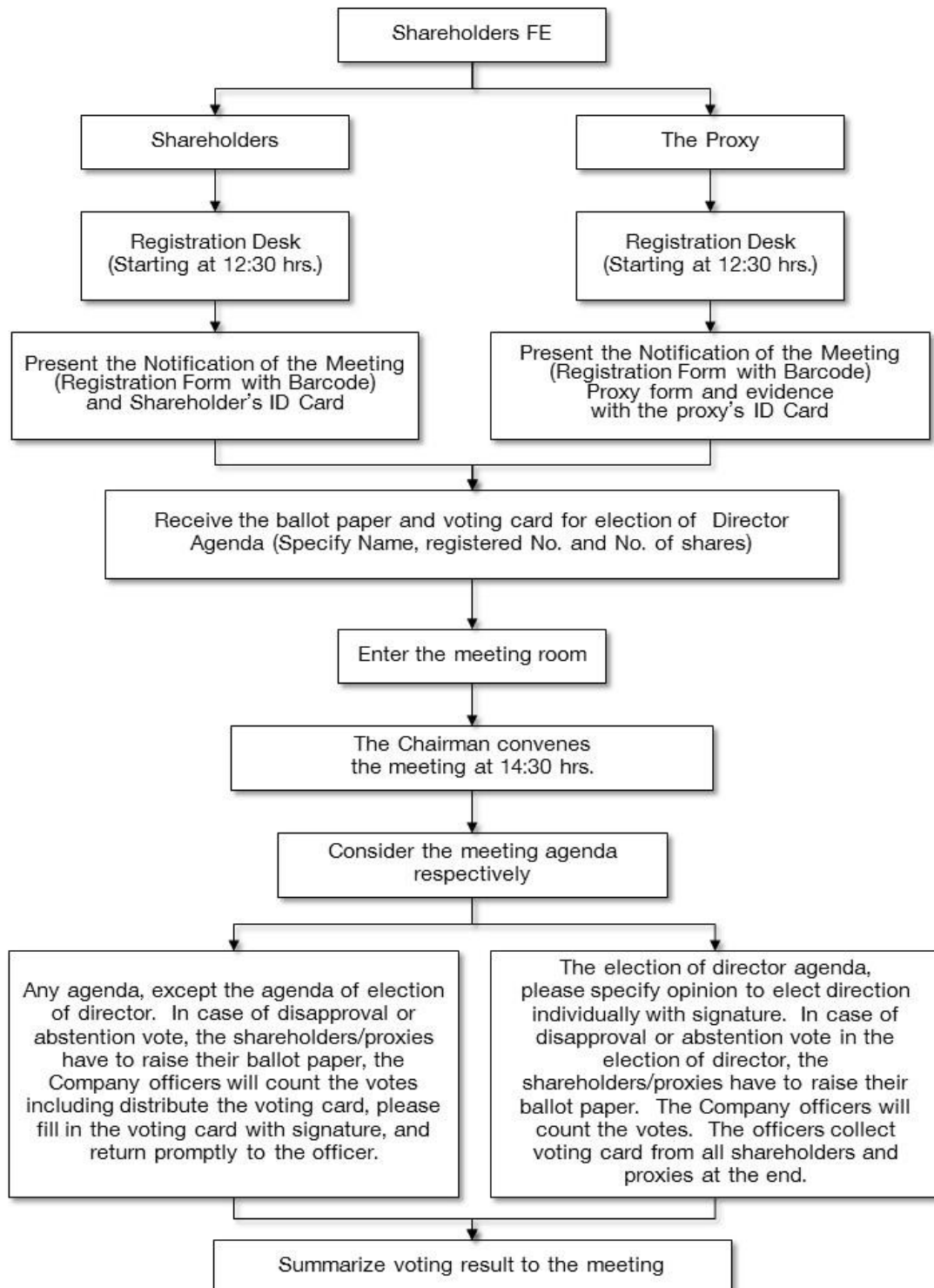
**If the shareholders have appointed an authorized person to attend the meeting,**

- 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](http://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.29 for the Year 2023  
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 / Annual Registration Statement (Form 56-1 One 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.

<b>For iOS System</b>		
<b>1</b>	<b>2</b>	<b>3</b>
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.
<b>หมายเหตุ :</b> 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.		

<b>For Android System</b>		
<b>1</b>	<b>2</b>	<b>3</b>
Open applications such as QR CODE READER, Facebook or Line.	<b>How to scan the QR Code with Line application</b> <ul style="list-style-type: none"> <li>• Open Line application and click on “Add friend”</li> <li>• Choose “QR Code”</li> <li>• Scan the QR Code</li> </ul>	Focus the mobile camera to QR Code to scan it.

**Map of the Meeting place of the Annual General Meeting of Shareholders  
No.29 for the Year 2023**



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

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

Shareholder Registration Number

Written at.....

Date.....Month.....Year.....

1. I / We ..... Nationality .....with address at ..... Road.....  
 Sub-District .....District .....Province ..... Postal Code.....

2. being a shareholder of **Far East Fame Line DDB Public Company Limited**  
 holding the total amount of ..... shares with the voting rights of ..... votes as follows:  
 ordinary share..... shares with the voting rights of ..... votes  
 preferred share ..... shares with the voting rights of ..... votes

3. do hereby appoint either one of the following persons:

(1) ..... Age ..... Years  
 with address at .....Road ..... Sub-District .....  
 District ..... Province ..... Postal Code ..... or

(2) Mr. Khachornsakdi Vanaratseath..... Age .....75..... Years  
 with address at .465/1-467..Road .....Si Ayutthaya..... Sub-District .....Thung Phayathai.....  
 District.....Ratchathewi..... Province.....Bangkok..... Postal Code ....10400..... or

(3) Mr. Vichit Tantanunant..... Age .....76..... Years  
 with address at .465/1-467..Road .....Si Ayutthaya..... Sub-District .....Thung Phayathai.....  
 District.....Ratchathewi..... Province.....Bangkok..... Postal Code ....10400..... or

(4) Mrs. Preeyachit Charoenwongse..... Age .....70..... Years  
 with address at .465/1-467..Road .....Si Ayutthaya..... Sub-District .....Thung Phayathai.....  
 District.....Ratchathewi..... Province.....Bangkok..... Postal Code ....10400.....

**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. 29 for the Year 2023 to be held on Thursday, April 27, 2023 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.28 held on April 27, 2022**

- (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, 2022**

- (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







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