

# THE BEST IS YET TO COME

Annual Report 2013  
Far East DDB Public Company Limited  
รายงานประจำปี 2556 บริษัท ฟาร์อีสต์ ดีดีบี จำกัด (มหาชน)



Far East DDB has entered its 49<sup>th</sup> year. Over the years,  
**we have endured financial storms and political typhoons.**  
This strength, forged in adversity, has bestowed upon us  
stability and mental fortitude.







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\* More information for investors from the company's Annual report (Form 56-1)  
of the Company listed in [www.sec.or.th](http://www.sec.or.th) or the Company's website [www.fareastddb.com](http://www.fareastddb.com)

# PERSISTENCE THAT PASSES THE TEST OF TIME



## REPORT FROM THE BOARD OF DIRECTORS

2013 was a year of unexpected political turmoil and financial stagnation in Thailand. Consequently, the Company and its affiliates generated 675.21 million Baht in revenue, a 14.15 million Baht, or minus 2.05%, reduction from 2012.

Regardless, in 2014, marking the Company's 50<sup>th</sup> anniversary, the management and every employee are committed to reaching the set financial targets. We will work more effectively by reaching new heights of creativity and being more energetic and tenacious in generating new business. Our new strategy will also allow to adapt quicker to prevailing market conditions and cost-cutting measures will have an impact in reducing operating costs.

The Board would like to thank all stakeholders, clients and business affiliates for their unwavering support in our business. We can offer every assurance that we will prevail, and bring success to all parties-just as we have done in the past, and will do so again in the future.

## REPORT OF THE AUDIT COMMITTEE

### Dear Shareholders of Far East DDB Public Company Limited

The Audit Committee of Far East DDB Public Company Limited was appointed by The Company's Board of Director's Meeting No.185 (5/2013) on June 24, 2013 with four independent, non-executive members: Mr. Khachornsakdi Vanaratseath as Chairman, Mr. Amorn Asvanunt, Mr. Vichit Tantianunanont and Mrs. Chattong Tippayakalin as Audit Committee with a term of one year.

The Committee has held four meeting in 2013 and the attendance of each member may be summarized as follows:

- |                                   |                          |
|-----------------------------------|--------------------------|
| 1. Mr. Khachornsakdi Vanaratseath | meeting attending 4 time |
| 2. Mr. Amorn Asvanunt             | meeting attending 3 time |
| 3. Mr. Vichit Tantianunanont      | meeting attending 4 time |
| 4. Mrs. Chattong Tippayakalin     | meeting attending 4 time |

The Audit Committee has performed their duties within the authority and the responsibilities entrusted by the Board of Directors as follows:

1. To review the quarterly financial statements and those for the accounting year 2013. The financial statements are prepared in accordance with generally accounting standards with input from the auditor and the executives in order to ensure correct and complete disclosure of information.

2. To review related transactions and disclosure of information on related transactions with individuals with possible conflict of interests in order to ensure compliance with requirements of The Stock Exchange of Thailand and other relevant laws and the validity of the transaction.

3. To review the internal control system including the risk management and approve the internal audit plan, and to follow up on the internal audit effort of the internal audit unit during the year in order to ensure adequacy and appropriateness of the internal control system to the current state of business.

4. To convene meetings with the auditor to review the auditing independence and performance and to seek the opinions of the auditor on the internal control system of the company.

5. To convene meetings with The Executives Department for discussion on various topics of significance.

6. To review company operations in order to ensure compliance with relevant laws and regulations.

7. To consider the appointment of company auditors for 2014. The Audit Committee is of the opinion that Mr. Atipong Atipongsakul C.P.A. (Thailand) Registration No. 3500 of ANS Audit Co., Ltd. and/or Mr. Sathien Vongsnan C.P.A. (Thailand) Registration No. 3495 of ANS Audit Co., Ltd. and/or Miss Kultida Pasurakul C.P.A. (Thailand) Registration No. 5946 of ANS Audit Co., Ltd. are qualified as auditors of the company.

It will be subsequently propose to the Board of Directors to appoint and determine the remuneration and to propose to the annual general meeting of shareholders for consideration and approval.

On behalf of the Audit Committee,



(Mr. Khachornsakdi Vanaratseath)

Chairman of the Audit Committee

## SUMMARY OF IMPORTANT FINANCIAL INFORMATION

### CONSOLIDATED FINANCIAL STATEMENTS

(Unit: Thousand Baht)

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Revenue from service & commission	675,206	689,364	677,526
Total Revenue	768,139	772,636	757,780
Gross Income	307,468	371,871	380,943
Net Profit before Interest & Income Tax	123,829	151,845	156,281
Profit for the years	106,614	123,206	114,953
Total Assets	1,262,125	1,393,280	1,216,107
Total Liabilities	348,251	499,941	402,016
Shareholders' Equity	913,874	893,340	814,091

### FINANCIAL RATIO

#### LIQUIDITY RATIO

Liquidity Ratio (times)	2.18	2.09	2.23
Quick Liquidity Ratio (times)	2.10	2.05	2.23
Cash Flow Ratio (times)	0.38	0.36	0.17
Customer Turnover Ratio (times)	4.81	4.22	4.44
Payable Turnover Ratio (times)	6.00	4.41	5.26

#### PROFITABILITY RATIO

Gross Income (%)	45.54	53.94	56.23
Return on Revenue from service & commission = EAT/REV	15.79	17.87	16.97
Return on Total Assets = EAT/TA	8.45	8.84	9.62
Return on Shareholders' Equity = EAT/EQUITY	11.67	13.79	14.32
Earnings Per Share (Baht)	13.60	15.68	14.95
Cash Dividend Per Share (Baht)	*7.00	8.00	9.00
Book Value Per Share (Baht)	122.19	119.45	108.69

\* According to the Board of Directors' Meeting, a Proposal has been made to the Ordinary Meeting of Shareholders for approval in April, 2014





COLLABORATION  
DIVIDES  
THE TASK AND  
MULTIPLIES  
SUCCESS



# 1. POLICY AND 1 BUSINESS OVERVIEW

Far East DDB and its One Stop Communication subsidiary conduct business, which is mutually complementary with One Stop operating primarily in a consultancy capacity as outlined below:

## 1. One stop communication consultant service

The Company specializes in integrated communications, covering the analysis based on fundamental study of key factors that could affect the brand, aided by the use of global DDB licensed tools, known as Brand Conviction Springboard® and ROI Springboard®. Brand Conviction Springboard® is one of the Company's proprietary tools that has been developed to help give a brand a clear future direction and provide guidelines for all actions, while ROI Springboard® provides guideline for communication planning. The Company provides services in creating the advertising materials and media planning strategy both traditional and digital media, including coordinating with other subsidiaries and suppliers to create public relations plan and activities and Customer Relationship Management service. Moreover, the Company also provides market and consumer with quantitative and qualitative research and observation by the professional research team through Far East DDB Insights Springboard®, another company's proprietary tool.

## 2. Production Advertising-related services

The Agencies provide services in creating and producing advertising films and radio spots, creating layouts and producing print ads, direct mails, brochures, digital media etc. according to the communication plan as well as coordinate with production supplies. It includes coordinating with other subsidiaries and supplies to create public relations plan and activities, build and manage database, and do direct marketing.

## 3 Advertising agent/broker

Acting as agent or broker, the Agencies deal with media owners such as television, radio, newspaper, cinema, digital media and magazine for media placements. A commission-based payment in the form of Agency Fee is earned in the process.

# THE GROUP'S OVERALL BUSINESS ACTIVITIES

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

These days Far East DDB Public Company Limited has become much more than just an advertising agency. It has become a major totally integrated marketing communication consultant. Its services focusing on supporting customers to achieve business success through the effective communication plan and creative work. These operations include product, market and consumer analysis, strategic planning to define the concept of communication, advertisement production, effective planning and purchasing of media. This will also involved working and coordinating with other media companies as well as evaluating the total marketing communication plan.

## **Fame Line Company Limited**

Fame Line Co., Ltd. is a subsidiary of Far East DDB Plc. It is a medium-sized, full-serviced brand engagement agency, established for business competitiveness and growth. Fame Line provides comprehensive marketing communication services including strategic brand planning, creation of advertising materials and brand activation, planning and purchasing of media, as well as digital services ranging from digital strategy and planning, design and social network creation. At best, Fame Line Co., Ltd. commits to generate best results to our clients' needs by working closely with clients, and intently focusing to provide best business solutions possible. Adherence to advertising professional codes, ethical conducts and social responsibility is, however, highly important in our mindset and daily operation. Due to Fame Line's absolute independency from Far East DDB Plc., our account management is highly flexible, enabling the company to extensively engage and respond to a variety of today's business demands.

## **Rapp Collins (Thailand) Company Limited**

RAPP: “ *Experts in multichannel communication* ”, was established as a subsidiary of Far East DDB Public Company Limited since 2003 RAPP is a powerful data driven marketing company that combines data, digital, analytics and strategic to drive comprehensive client centric solutions. With our ability to utilize traditional, digital, social and mobile media helps produce more effective results for the agency and the client.

RAPP Thailand is the trading name of Rapp Collins (Thailand) Company Limited.

## 2. NATURE OF BUSINESS

Shareholding & Revenue Structure of The Company / Subsidiary and Associated Companies

Unit : Thousand Baht

Product / Service	Operation by	% of Share holding	2013		2012		2011	
			Revenue	%	Revenue	%	Revenue	%
<b><u>Advertising Agency</u></b>	Far East DDB Plc.							
Revenue from Service & Commission			364,663	84.77	434,841	87.52	488,624	89.51
Dividend Income			39,285	9.13	30,101	6.06	25,774	4.72
Other Income			26,224	6.10	31,898	6.42	31,504	5.77
<b>Total Revenue</b>			<b>430,172</b>	<b>100.00</b>	<b>496,840</b>	<b>100.00</b>	<b>545,902</b>	<b>100.00</b>
<b><u>Advertising Agency</u></b>	Fame Line Co., Ltd.	86.48						
Revenue from Service & Commission			308,010	92.53	244,659	90.75	175,265	86.05
Other Income			24,875	7.47	24,940	9.25	28,417	13.95
<b>Total Revenue</b>			<b>332,885</b>	<b>100.00</b>	<b>269,599</b>	<b>100.00</b>	<b>203,682</b>	<b>100.00</b>
<b><u>Advertising Agency</u></b>	Rapp Collins	52						
Revenue from Service & Commission	(Thailand) Co., Ltd.		2,832	99.06	9,942	99.89	14,106	99.97
Other Income			27	0.94	11	0.11	4	0.03
<b>Total Revenue</b>			<b>2,859</b>	<b>100.00</b>	<b>9,953</b>	<b>100.00</b>	<b>14,110</b>	<b>100.00</b>
<b><u>Public Relations</u></b>	Integrated	40						
Revenue from Service & Commission	Communication		119,784	98.44	132,093	97.94	98,748	97.50
Other Income	Co., Ltd.		1,901	1.56	2,776	2.06	2,536	2.50
<b>Total Revenue</b>			<b>121,685</b>	<b>100.00</b>	<b>134,869</b>	<b>100.00</b>	<b>101,284</b>	<b>100.00</b>
<b><u>Holding Company / Retailer</u></b>	Inter Continental	40						
Revenue from Service	Holding Co., Ltd.		360	29.13	360	34.78	360	36.07
Dividend Income			770	62.30	577	55.75	577	57.82
Other Income			106	8.57	98	9.47	61	6.11
<b>Total Revenue</b>			<b>1,236</b>	<b>100.00</b>	<b>1,035</b>	<b>100.00</b>	<b>998</b>	<b>100.00</b>
<b><u>Media Buying, Selling &amp; Planning</u></b>	Media Intelligence	33.33						
Revenue from Service	Co., Ltd.		1,579,545	90.23	1,236,920	88.64	1,203,582	89.08
Other Income			171,023	9.77	158,592	11.36	147,602	10.92
<b>Total Revenue</b>			<b>1,750,568</b>	<b>100.00</b>	<b>1,395,512</b>	<b>100.00</b>	<b>1,351,184</b>	<b>100.00</b>



# THE CLIENTS AND THE PRODUCTS

American International Assurance  
Co., Ltd.

Asian Property Development Plc.

Bangkok Athletic Co., Ltd.

Bank of Thailand

Calpis Osotspa Co.,Ltd

DHA Siamwalla Ltd.

Esso (Thailand) Plc.

Globiz Venture Co., Ltd.

Golden Land Residence Co., Ltd.

Grand Canel Land Plc.

Hafele (Thailand) Limited

I.C.C. International Plc.

Johnson & Johnson Consumer  
(Thailand) Ltd.

Kewpie (Thailand) Ltd.

Khao Yai Resort Club Co., Ltd.

KPN Group Corporation Co., Ltd.

Krung Thai Bank Plc.

Lion Corporation (Thailand) Ltd.

Mahachai Thai Foods Co., Ltd.

NS Blue Scope (Thailand) Limited

Omron (Thailand) Ltd.

Organ Donation

Pan Rajdhevee Group Plc.

Pepsi-Cola (Thai) Trading Co., Ltd.

President Bakery Plc.

Saha Pathanapibul Plc.

SCG Autogas Co., Ltd.

Siam Piwat Co., Ltd.

Siam Sanitary Ware Industry Co., Ltd.

Siriraj Piyamaharajkarun Hospital

Student Loan

Thai Ceramic Co., Ltd.

Thai Fermentation Industry Co., Ltd.

The Siam Sanitary Fittings Co., Ltd.

## FOOD & BEVERAGES

Aise Marinated Sauce

Calpis Lacto Beverages

Farmhouse Bakery

Kewpie Mayonnaise

Kewpie Salad Dressing

Kewpie Vinegar

Lipton Ice Tea

Mama Instant Noodle

Mama Jok Cup

Mont Fleur Mineral Water

Rachachuros MSG

Richesse Yogurt

Ruski Instant Noodle

## APPAREL & PERSONAL

### ACCESSORIES

Arrow Apparel Products

Pan Sport Shoes

PS.Junior Shoes

Wacoal Lingerie

## HOUSEHOLD PRODUCTS

### PERSONAL CARE

108 Shop Detergent

BSC Cosmetology

(Cosmetic and Skin Care)

Clean & Clear Facial Care Products

Elisees

Falless Shampoo

Hi-Class Softener

I Knew Anti Stretch Mark Cream

Kodomo Baby Oral Care

Kodomo Baby Personal Care

Lipon F Dishwashing Liquid

Neutrogena Facial Care Products

Q'lean Shampoo

## CONSTRUCTION MATERIALS &

### CONSUMER DURABLES

Cotto Faucet

Cotto Sanitary Ware

Cotto Tiles

Jingjoe Lek Metal Sheet

P-Zacs Metal Sheet

Ranbuild prefabricated steel shed

Tra Chang Excella Roof Tiles

## STATIONERY

Elephant Correction Pen

Elephant File

Elephant True Write

Master Art Colors

Quantum Mechanical Pencil

Quantum Correction Pen

Quantum Pen

## REAL ESTATE

Asian Property Projects

Belle Grand Rama9 Condominium

Golden Avenue Residential Projects

Swan Lake Khao Yai Condominium

The Diplomat Sathorn Condominium

## SERVICE

AIA Personal Accident / Life Insurance

Bank of Thailand

Krung Thai Bank Product & Services

Tiger Mart

## OTHER

Esso Fuel

Hafele Door handles & locks

Kamnan Chul Farm

KM Packaging

La-Z-Boy Chairs

LEAF Gas System

Omron Blood Pressure Monitor

Organ Donation

Siam Piwat Downtown Development

Companies

Siriraj Piyamaharajkarun Hospital

Student Loan

### 3. THE RISK FACTORS

#### **The risks from the national economic slowdown and political situation in Thailand**

In 2013, the economic slowdown and the declining of purchasing power are directly affected the customer's business of the Company. The situation is intensified in the fourth quarter due to tense and long-lasting political turmoil in Bangkok. Many customers reduced or cut down their marketing communications expenses which affected the Company's performance and revenue.

#### **The risk from the changes of policy by global and regional customers**

Global and regional customers tend to use the same advertising agency network in every market in order to communicate the same message internationally, as it is easier to communicate in the network to promote information, news and events that can be deployed to enhance the quality.

Since, the Company entered into a business contract with DDB worldwide, the Company has obtained many more clients from the global and regional network. However, if global or regional customers decide to change their policy and cancel their contract with the DDB network, our company will have to accept the loss of clients inevitably.

#### **The risk from investment**

The Company invests in subsidiary companies that are operating in either the same or complimentary and related businesses, which is a considered risk. Even though there is some cross-holding investment in a number of these subsidiary companies, the company does not have any control over these businesses. The Board of Directors of each subsidiary company is in charge of management and decision making.

The Company receives a return on investment in the form of dividends. In case the subsidiary companies make a loss, the Company has already made an allowance for loss or impairment of investment in the Company's profit and loss statement.

Whenever the Company has the policy to invest in other companies, the Company has a committee to scrutinize and decide and bring the investment information to consider in the Company's board meeting every time.

#### **The credit risk and the risk of acquiring new customers.**

The Company has a cautious credit allowance policy between company and customer by having a contract or document to endorse all the essential steps of the production work in order to prevent the risk of not charging.

The Company also has a strict follow-up the payment of trade receivables closely to prevent damage to the Company and its impact on the financial statements significantly.

The Company is significantly aware of the risk of acquiring new customers. The Company will monitor the financial position of the customers and analyze the comparative data. Then, the Company will take this to management meeting to discuss and make decision before accepting a new customer.

## 4. GENERAL INFORMATION AND IMPORTANT INFORMATION

<b>Company Name</b>	Far East DDB Public Company Limited.
<b>Registered No.</b>	0107537001528
<b>Head Office</b>	465/1- 467 Si Ayutthaya Rd., Ratchathewi District, Bangkok 10400 Tel. 0-2354-3333 Fax. 0-2644-9550-2 E-Mail Address : fareast@fareastddb.com Website : www.fareastddb.com
<b>Nature of Business</b>	Advertising Agency
<b>Authorized Capital</b>	Baht 75,000,000

### Juristic Persons The Company Holding Shares of 10% Upwards

#### **1. Fame Line Co., Ltd.**

465/1- 467 Si Ayutthaya Road, Ratchathewi District, Bangkok 10400  
Tel. 0-2354-3555 Fax. 0-2354-3556

<b>Nature of Business</b>	Advertising Agency
<b>Authorized Capital</b>	Baht 10,000,000
<b>Shares Held</b>	86.48 %

#### **2. Rapp Collins (Thailand) Co., Ltd.**

465/1-467 Si Ayutthaya Road, Ratchathewi District, Bangkok 10400  
Tel. 0-2354-3577 Fax. 0-2354-3578

<b>Nature of Business</b>	Advertising Agency
<b>Authorized Capital</b>	Baht 5,000,000
<b>Shares Held</b>	52 %

#### **3. Integrated Communication Co., Ltd.**

465/1-467 Si Ayutthaya Road, Ratchathewi District, Bangkok 10400  
Tel. 0-2354-3588 Fax. 0-2354-3589-90

<b>Nature of Business</b>	Public Relations
<b>Authorized Capital</b>	Baht 5,000,000
<b>Shares Held</b>	40 %

#### **4. Intercontinental Holding Co., Ltd.**

465/1-467 Si Ayutthaya Road, Ratchathewi District, Bangkok 10400  
Tel. 0-2354-3549 Fax. 0-2644-9550-1

<b>Nature of Business</b>	Holding Company
<b>Authorized Capital</b>	Baht 8,000,000
<b>Shares Held</b>	40 %

## **5. Media Intelligence Co., Ltd.**

208 Wireless Road, Patumwan District, Bangkok 10330

Tel. 0-2651-5377 Fax. 0-2651-5370

**Nature of Business** All media buying, selling and planning

**Authorized Capital** Baht 20,000,000

**Shares Held** 33.33 %

## **6. SPA-Today-Far East (Thailand) Co., Ltd.**

11 Fl, Rajapark Building, 163 Sukhumvit 21, Klongtoey, Bangkok 10110

Tel. 0-2258-9094 Fax. 0-2258-9095

**Nature of Business** Advertising Agency

**Authorized Capital** Baht 1,000,000

**Shares Held** 30 %

## **7. Myanmar SPA-Today- Far East Co., Ltd.**

174 (A) Dhamma Zedi Road, Bahan Township, Yangon, Myanmar

Tel. 95-1-524722 Fax. 95-1-527507

**Nature of Business** Advertising Agency

**Authorized Capital** US\$ 83,333

**Shares Held** 30 %

## **Other Referees**

**Company Registrar** Thailand Securities Depository Co., Ltd.  
The Stock Exchange of Thailand Building, 62 Rachadapisek Rd.,  
Klongtoey, Bangkok 10110  
Tel. 0-2229-2800 Fax. 0-2359-1259

**Auditors** Mr. Atipong Atipongsakul and/or Mr. Sathien Vongsnan and/or  
Ms. Kultida Pasurakul  
ANS Audit Co., Ltd.  
100/72, 22<sup>nd</sup> Floor, 100/2 Vongvanij Building B.,  
Rama 9 Road, HuayKwang, Bangkok 10320  
Tel. 0-2645-0107-9 Fax. 0-2645-0110

## CROSS SHAREHOLDING STRUCTURE

FE Holding in Other Firms			Other Firms holds Share in FE
	Names	Proportion of Shareholding	Proportion of Shareholding
<b>1</b>	<b>Holding of shares exceeding 50%</b>		
	<p>A) Other firms hold shares in the Company exceeding 50%, the Company must not cross shareholding in other firms.</p> <p>B) The Company holds shares in other firms exceeding 50%, the other firms must not cross shareholding in the Company.</p> <p>C) The Company holds shares exceeding 50% between two or more other firms, any other firms must not cross shareholding each other.</p>		
1	Fame Line Co., Ltd.	86.48	-
2	Rapp Collins (Thailand) Co., Ltd.	52.00	-
<b>2</b>	<b>Holding of shares exceeding 25% not exceeding 50%</b>		
	<p>A) Other firms hold shares in the Company exceeding 25% but not exceeding 50% of shares, the Company must not cross shareholding in other firms exceeding 10%.</p> <p>B) The Company holds shares in other firms exceeding 25% but not exceeding 50% of shares, the other firms must not cross shareholding in the Company exceeding 10%.</p>		
1	Intercontinental Holding Co., Ltd.	40.00	-
2	Integrated Communication Co., Ltd.	40.00	-
3	Media Intelligence Co., Ltd.	33.33	-
4	SPA-Today-Far East (Thailand) Co., Ltd.	30.00	-
5	Myanmar SPA-Today-Far East Co., Ltd.	30.00	-
<b>3</b>	<b>Holding of shares not exceeding 25%</b>		
	<p>A) Other firms hold shares in the Company not exceeding 25%, the Company must not cross shareholding in other firms exceeding 25%.</p> <p>B) The Company holds shares in other firms exceeding not exceeding 25%, the other firms must not cross shareholding in other firms exceeding 25%.</p>		
1	Saha Pathanapibul Plc.	0.34	12.30
2	Saha Pathana Interholding Plc.	0.28	13.60
3	I.C.C. International Plc.	0.29	10.64

## 5. SHAREHOLDERS

### STRUCTURE OF SHAREHOLDERS AND MANAGEMENT

#### Shareholders

As at the close of share register on April 4, 2013

Type	Person	Share	%
<b>Juristic Persons</b>			
Thai	28	3,904,353	52.06
Foreign	3	824,200	10.99
<b>Private Individuals</b>			
Thai	275	2,727,947	36.37
Foreign	2	43,500	0.58
<b>Total</b>	<b><u>308</u></b>	<b><u>7,500,000</u></b>	<b><u>100.00</u></b>

10 Major Shareholders as at the close of share register on April 4, 2013

Name	No. of Shares	%
1. Saha Pathana Inter - Holding Plc.	1,020,000	13.60
2. Saha Pathanapibul Plc.	922,650	12.30
3. Mr. Samrerng Manoonpol	815,800	10.88
4. I.C.C. International Plc.	797,800	10.64
5. Gerlach & Co.-Comerica Bank US Client Omnibus Account	750,000	10.00
6. Chokwatana Co.,Ltd.	505,075	6.73
7. Mrs. Chailada Tantivejakul	271,044	3.61
8. Mr. Boonchai Chokwatana	249,300	3.32
9. Mr. Chailadol Chokwatana	179,600	2.40
10. I.D.F. Co., Ltd.	171,000	2.28



## 6. DIVIDEND PAYMENT POLICY

### Company's Dividend Payment Policy

The Company intended to allocate dividends to the shareholders at the rate of Baht 3 per share per year, subjecting mainly to the economic situation and the Company's results of operation. Nevertheless, during the past five years, the Company had paid dividend to shareholders fairly with the rate is suitable to each period economy situation as follows:

Year	2012	2011	2010	2009	2008
Value of share (Baht)	10.00	10.00	10.00	10.00	10.00
Dividend per share (Baht)	8.00	9.00	8.00	5.00	5.00
Total amount (Baht)	60,000,000.00	67,500,000.00	60,000,000.00	37,500,000.00	37,500,000.00
Ratio (%) net profit	73.02%	78.66%	79.98%	63.14%	79.28%

### Company subsidiaries' Dividend Payment Policy

The Company subsidiaries intended to allocate dividends at the rate of 50% of the profit after tax.

## 7. STRUCTURE OF MANAGEMENT

Name / Position	Age	Education	% Share holding	Family Relationship Between Directors	Experiences		
					Period	Position	Company
1. Mr. Boonchai Chokwatana <ul style="list-style-type: none"><li>Chairman</li><li>President</li><li>Authorized Director</li></ul>	67	<ul style="list-style-type: none"><li>The Doctoral Honorary Degree in Communication, Naresuan University</li><li>B.A. (Political Science), Ramkhumhaeng University</li><li>Business Administration from Wisconsin State University at Superior, U.S.A.</li><li>Director Accreditation Program (DAP) 3/2003 from IOD</li><li>Director Certification Program (DCP) 68/2005 from IOD</li></ul>	4.90	Mrs. Chailada Tantivejakul's father	1972 - Present 2010 – Present 2007 - Present 2011 – Present 2011 – Present 2012 – Present	<u>Listed companies</u> <ul style="list-style-type: none"><li>Chairman of the Executive Board</li><li>Chairman</li><li>Independent Director</li><li>Audit Committee</li><li>Director</li><li>Director</li><li>Director</li></ul>	<ul style="list-style-type: none"><li>Saha Pathanapibul Plc.</li><li>MFC Asset Management Plc.</li><li>Pan Asia Footwear Plc.</li><li>Thai President Food Plc.</li><li>Saha Pathana inter-holding Plc.</li></ul>
						<u>Non Listed Companies</u>	<ul style="list-style-type: none"><li>18 companies</li></ul>
						<u>Competitive Business related to Company's Business</u>	
						<ul style="list-style-type: none"><li>Chairman</li><li>Chairman</li></ul>	<ul style="list-style-type: none"><li>Fame Line Co.,Ltd.</li><li>Integrated Communication Co.,Ltd.</li></ul>
						<ul style="list-style-type: none"><li>Director</li></ul>	<ul style="list-style-type: none"><li>SPA-Today-Far East (Thailand) Co.,Ltd.</li></ul>
						<ul style="list-style-type: none"><li>Director</li></ul>	<ul style="list-style-type: none"><li>Myanmar SPA-Today-Far East Co.,Ltd.</li></ul>
						<ul style="list-style-type: none"><li>Director</li></ul>	<ul style="list-style-type: none"><li>Rapp Collins (Thailand) Co.,Ltd.</li></ul>
2. Mr. Wasin Teyateeti <ul style="list-style-type: none"><li>Vice Chairman</li><li>Authorized Director</li></ul>	65	<ul style="list-style-type: none"><li>Bachelor of Accountancy, Chulalongkorn University</li><li>Director Accreditation Program (DAP) 3/2003 from IOD</li></ul>	0.23	- None -	1987 - Present	<u>Listed company</u> <ul style="list-style-type: none"><li>Independent Director / Chairman of Audit Committee</li></ul>	<ul style="list-style-type: none"><li>Saha Pathanapibul Plc.</li></ul>
						<u>Non Listed Companies</u>	<ul style="list-style-type: none"><li>3 companies</li></ul>
						<u>Competitive Business related to Company's Business</u>	
						<ul style="list-style-type: none"><li>Director</li></ul>	<ul style="list-style-type: none"><li>SPA-Today-Far East (Thailand) Co.,Ltd.</li></ul>
						<ul style="list-style-type: none"><li>Director</li></ul>	<ul style="list-style-type: none"><li>Myanmar SPA-Today-Far East Co.,Ltd.</li></ul>
						<ul style="list-style-type: none"><li>Chairman</li></ul>	<ul style="list-style-type: none"><li>Media Intelligence Co., Ltd.</li></ul>
						<ul style="list-style-type: none"><li>Chairman</li></ul>	<ul style="list-style-type: none"><li>Rapp Collins (Thailand) Co.,Ltd.</li></ul>

Name / Position	Age	Education	% Share holding	Family Relationship Between Directors	Experiences		
					Period	Position	Company
<b>3. Mr. Wichar Ldalitsakool</b> ● Vice President ● Authorized Director	59	● Bachelor of Arts, Pochang Campus Rajamangala University of Technology Rattanakosin ● Mini MBA Executive Development Program the 30 <sup>th</sup> , Thammasat University ● Director Accreditation Program (DAP) 106/2013 from IOD	-	- None -	2003 - Present	<u>Listed company</u> <b>Non Listed Company</b> <u>Competitive Business related to Company's Business</u> ● Vice President	- None - - None - ● Fame Line Co.,Ltd.
<b>4. Mrs. Chailada Tantivejakul</b> ● Managing Director ● Financial Director ● Risk Management ● Authorized Director	37	● Master's Degree in International Commerce and Policy, George Mason University, USA. ● Director Accreditation Program (DAP) 55/2006 from IOD	3.61	Mr. Boonchai Chokwatana's daughter	2011 - Present	<u>Listed company</u> ● Executive Director <b>Non Listed Companies</b> <u>Competitive Business related to Company's Business</u> ● Director	● Saha Pathanapibul Plc. ● 6 companies ● SPA-Today-Far East (Thailand) Co.,Ltd.
<b>5. Mrs. Sriwan Vilassakdanont</b> ● Director	59	● Master's Degree of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University ● Director Accreditation Program (DAP) 3/2003 from IOD	0.05	- None -	2009 - Present	<u>Listed company</u> ● Executive Director <b>Non Listed Companies</b> <u>Competitive Business related to Company's Business</u>	● Thai Wacoal Plc. ● 8 companies - None -
<b>6. Mrs. Malee Leelasiriwong</b> ● Director ● Human Resource and Legal Director ● Risk Management Committee ● Authorized Director	59	● Bachelor of Law, Chulalongkorn University ● Director Accreditation Program (DAP) 2/2003 from IOD	0.03	- None -	1989 - Present 1990 - Present 2003 - Present 2003 - Present	<u>Listed company</u> <b>Non Listed Companies</b> <u>Competitive Business related to Company's Business</u> ● Director ● Director ● Director ● Director	- None - ● 1 company ● Fame Line Co.,Ltd. ● Image First Co.,Ltd. ● Rapp Collins (Thailand) Co.,Ltd. ● Integrated Communication Co.,Ltd.

Name / Position	Age	Education	% Share holding	Family Relationship Between Directors	Experiences		
					Period	Position	Company
7. Mr. Khachornsakdi Vanaratseath <ul style="list-style-type: none"><li>• Independent Director</li><li>• Audit Committee Chairman</li></ul>	66	<ul style="list-style-type: none"><li>• Master's Degree in Accountancy, Western Illinois University, U.S.A.</li><li>• Graduate Diploma in Auditing, Chulalongkorn University</li><li>• B.Se. Accountancy, Chulalongkorn University</li><li>• Director Accreditation Program (DAP) 3/2003 from IOD</li></ul>	-	- None -	1996 - Present  1998 - Present	<u>Listed companies</u> <ul style="list-style-type: none"><li>• Independent Director</li><li>• Audit Committee</li><li>• Independent Director / Audit Committee Chairman</li></ul> <u>Non Listed Companies</u> <u>Competitive Business related to Company's Business</u> <ul style="list-style-type: none"><li>• Saha Pathanapibul Plc.</li><li>• S&amp;J International Enterprise Plc.</li><li>• 4 companies</li><li>- None -</li></ul>	
8. Mr. Amorn Asvanunt <ul style="list-style-type: none"><li>• Independent Director</li><li>• Audit Committee</li></ul>	65	<ul style="list-style-type: none"><li>• Master's Degree of MBA, Bowling Green State University, Ohio, U.S.A.</li><li>• B.Se. Accountancy Chulalongkorn University</li><li>• Director Accreditation Program (DAP) 4/2003 from IOD</li></ul>	-	- None -	1999 - Present  2002 - Present  2003 - Present  2006 - Present 2005 - Present 2008 - Present	<u>Listed companies</u> <ul style="list-style-type: none"><li>• Independent Director</li><li>• Audit Committee</li><li>• Independent Director</li><li>• Audit Committee Chairman</li><li>• Independent Director</li><li>• Audit Committee</li><li>• Executive Director</li><li>• Risk Management Committee</li><li>• Independent Director</li><li>• Risk Management Committee</li></ul> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u> <ul style="list-style-type: none"><li>• I.C.C. International Plc.</li><li>• People's Garment Plc.</li><li>• Saha Cogen (Chonburi) Plc.</li><li>• Thai Military Bank Plc.</li><li>• Thai Military Bank Plc.</li><li>• Krungdhep Sophon Plc.</li><li>• Krungdhep Sophon Plc.</li><li>• 1 company</li><li>- None -</li></ul>	
9. Mr. Vichit Tantanunanont <ul style="list-style-type: none"><li>• Independent Director</li><li>• Audit Committee</li><li>• Chairman of Risk Management Committee</li></ul>	67	<ul style="list-style-type: none"><li>• Assumption Commercial College, Bangkok</li><li>• Director Accreditation Program (DAP) 3/2003 from IOD</li></ul>	-	- None -	2011 - Present	<u>Listed company</u> <ul style="list-style-type: none"><li>• Independent Director</li><li>• Audit Committee</li></ul> <u>Non Listed Companies</u> <u>Competitive Business related to Company's Business</u> <ul style="list-style-type: none"><li>• Pan Asia Footwear Plc.</li><li>• 3 companies</li><li>- None -</li></ul>	

Name / Position	Age	Education	% Share holding	Family Relationship Between Directors	Experiences		
					Period	Position	Company
10. Mrs. Chattong Tippayakalin • Independent Director • Audit Committee	61	<ul style="list-style-type: none"> <li>• Bachelor of Economics (Finance) University of the Thai Chamber of Commerce</li> <li>• Master of Business Administration (Management) Kasetsart University</li> <li>• National Defence College</li> <li>• Director Accreditation Program (DAP) 99/2012 from IOD</li> </ul>	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
11. Mr. Arthorn Maeknoparat • Director • General Manager • Authorized Director	54	<ul style="list-style-type: none"> <li>• Bachelor Degree Faculty of Communication Arts, Mass Communication, Chulalongkorn University</li> <li>• Director Accreditation Program (DAP) 87/2011 from IOD</li> </ul>	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
12. Mr. Chailadol Chokwatana • Director • Authorized Director	36	<ul style="list-style-type: none"> <li>• Bachelor of Graphic Design, Marymount University, USA</li> <li>• Director Accreditation Program (DAP) 106/2013 from IOD</li> </ul>	2.39	-	2010-Present	<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u> • President	- None - - None - • Munk Production Co.,Ltd.
13. Mr. Anupol Puwagoonpol • Executive Business Director (2004 - Present)	53	<ul style="list-style-type: none"> <li>• Bachelor Degree Faculty of Communication Arts, Major in Advertising and Public Relation, Chulalongkorn University</li> </ul>	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
14. Dr. Somchat Visitchaichan • Strategic Planning Director (2005 - Present)	44	<ul style="list-style-type: none"> <li>• Doctor of Philosophy Development Administration), National Institute of Development Administration</li> </ul>	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -

Name / Position	Age	Education	% Share holding	Family Relationship Between Directors	Experiences		
					Period	Position	Company
15. Mrs. Pornwilai Pinvanichkul ● Accounting Manager (1998 - Present)	53	● Master of Business Administration, Ramkhumhaeng University	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - ● 1 company - None -
16. Mr. Chap Lewampan ● Executive Creative Director (1 Dec 2014 - Present)	54	● Bachelor of Arts Journalism and Mass Communication, Advertising Branch, Thammasat University	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
17. Mr. Peeradej Choicharoon ● Executive Creative Director (1 Dec 2014 - Present)	55	● Bachelor of Science Teachers, Major in Arts, Chulalongkorn University	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
18. Mrs. Sunee Chajiraks ● Executive Creative Director (1 Dec 2014 - Present)	52	● Bachelor of Arts, Chulalongkorn University	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
19. Mr. Gongpan Uphathumprong ● Executive Creative Director (1 Dec 2014 - Present)	50	Master's Degree Arts, Chulalongkorn University	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
20. Mr. Phaholrat Nontavattit ● Executive Creative Director (1 Dec 2014 - Present)	48	● Bachelor of Arts, Major in Advertising, Bangkok University	-	- None -		<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u>	- None - - None - - None -
21. Mrs. Suree Muennarintr ● The Company's Secretary (2008-Present)	63	● Diploma of Accounting College Silom Business	0.05	- None -	2009-Present	<u>Listed company</u> <u>Non Listed Company</u> <u>Competitive Business related to Company's Business</u> ● Director	- None - ● 2 companies ● Image First Co., Ltd.



**Number of Shared Held by the Director and Executives of  
Far East DDB Public Company Limited as at December 31, 2013**

Name		2012		Increase/ Decrease During the year	2013 Total	%	2013	
		Director	Spouse				Director	Spouse
1.	Mr. Boonchai Chokwatana	249,300	118,500	-	367,800	4.90	249,300	11,850
2.	Mr. Wasin Teyateeti	14,850	2,250	-	17,100	0.23	14,850	2,250
3.	Mr. Wichar Ldallitsakool	-	4,000	-	4,000	0.05	-	4,000
4.	Mrs. Siriwan Vilassakdanont	3,825	-	-	3,825	0.05	3,825	-
5.	Mrs. Malee Leelasiriwong	-	2,100	-	2,100	0.03	-	2,100
6.	Mrs. Chailada Tantivejakul	271,044	-	-	271,044	3.61	271,044	-
7.	Mr. Khachornsakdi Vanaratseath	-	-	-	-	-	-	-
8.	Mr. Amorn Asvanunt	-	-	-	-	-	-	-
9.	Mr. Vichit Tantanunanon	-	-	-	-	-	-	-
10.	Mr. Arthorn Maeknoparat	-	-	-	-	-	-	-
11.	Mrs. Chattong Tippayakalin	-	-	-	-	-	-	-
12.	Mr. Chailadol Chokwatana	179,600	-	-	179,600	2.39	179,600	-
13.	Mr. Anupol Puwapoonpol	-	-	-	-	-	-	-
14.	Mr. Somchat Visitchaichan	-	-	-	-	-	-	-
15.	Mr. Chap Lewampan	-	-	-	-	-	-	-
16.	Mr. Phaholrat Nontavatit	-	-	-	-	-	-	-
17.	Mr. Peeradej Choicharoon	-	-	-	-	-	-	-
18.	Mr. Gongpan Uphathumprungpong	-	-	-	-	-	-	-
19.	Mrs. Sunee Chajjiraraks	-	-	-	-	-	-	-

**Number of Shared Held by Director of Fame Line Co., Ltd. as at December 31, 2013**

Name		2012		Increase/ Decrease During the year	2013 Total	%	2013	
		Director	Spouse				Director	Spouse
1.	Mr. Boonchai Chokwatana	6,015	500	-	6,515	6.52	6,015	500

**Number of Shared Held by Director of  
Rapp Collins (Thailand) Co., Ltd. as at December 31, 2013**

Name	2012		Increase/ Decrease During the year	2013 Total	%	2013	
	Director	Spouse				Director	Spouse
1. Mr. Wasin Teyateeti	1	-	-	1	0.00	1	-
2. Mrs. Malee Leelasiriwong	1	-	-	1	0.00	1	-

## **Management**

### **Management Structure**

The Company's management structure as of December 31, 2013 consists of the Company's Board of Directors, Audit Committee, Risk Management Committee and Mr. Arun Ngamdee as the Company Advisory Chairman.

Name		Position	Appointed Year	Period Of Company's Directors (Year)
1. Mr. Boonchai	Chokwatana	Chairman and President	1970	43
2. Mr. Wasin	Teyateeti	Vice Chairman	1974	39
3. Mr. Wichar	Ldallaitsakool	Vice President	2013	9 Months
4. Mrs. Siriwan	Vilassakdanont	Director	1989	24
5. Mrs. Malee	Leelasiriwong	Director	2000	13
6. Mrs. Chailada	Tantivejakul	Managing Director	2005	8
7. Mr. Khachornsakdi	Vanaratseath	Independent Director	2002	11
8. Mr. Amorn	Asvanunt	Independent Director	2002	11
9. Mr. Vichit	Tantianunanont	Independent Director	2002	11
10. Mr. Arthorn	Maeknoparat	Director	2010	2
11. Mrs. Chattong	Tippayakalin	Independent Director	2011	1
12. Mr. Chailadol	Chokwatana	Director	2013	9 Months
Mrs. Suree	Muennarintr	The Company's Secretary	2008	

### **Scope, Authorities and Duties of the Company Directors**

1. To practice duties with responsibility, care and honest in the same way as fiduciary should be made in the same situation with bargaining power of trade without the influence of status as the Company's directors, including to comply with policy, law, objective, the Company's regulations, the resolutions of the Company's Board and shareholders' meeting.

2. Implement and direct the Company's policies, as well as monitor and supervise its operations to maximize economic value.

3. To encourage the development of the policy of corporate governance, ethics and business code of ethics in written in order for the Company directors, Executives and employees to observe as guideline in the conduct of the business.

4. To arrange for a sufficient internal control system in order to ensure that transactions are approved by authorized individuals, reviewed and recorded accounting reports; and, to implement systems preventing inappropriate use of company assets.

5. Transactions with possible conflict of interests must be carefully reviewed, with a definite guideline to ensure the interests of the Company and the shareholders, individuals with interests may not be involved in the decision making process. They must observe the requirements on the proper procedure and disclosure of transactions with possible conflict of interests.

6. Ensure management's accountability to shareholders: preserve their rights and interests, clearly and fully disclose information.

7. Approve the financial report having been audited and/or reviewed by the auditor and the audit committee.

8. To appoint, revoke and authorize consultants to the Company's Executive Boards' Advisory, to Committees and/or to other individuals to comply.

9. To prepare the Report on the Company Board of Directors' Responsibilities for Financial Statements and disclosure it in the annual report of the Company (56-2 Form) and the annual disclosure report (56-1 Form).

10. To engage in any other action, which is beyond the authority of the Executive Board, or which the Board of Directors deems appropriate.

In the year 2013, the Board of Directors held nine meetings; the attendance of each Board member on such meetings was as follows:

Name		Position	The Board of Director' Meeting	General Meeting of Shareholders
1.	Mr. Boonchai Chokwatana	Chairman and President	8/9	1/1
2.	Mr. Wasin Teyateeti	Vice Chairman	4/9	1/1
3.*	Mr. Wichar Ldallaitsakool	Vice President	6/9	1/1
4.	Mrs. Chailada Tantivejakul	Managing Director	8/9	1/1
5.	Mrs. Siriwan Vilassakdanont	Director	9/9	1/1
6.	Mrs. Malee Leelasiriwong	Director	9/9	1/1
7.	Mr. Arthorn Maeknoparat	Director	8/9	1/1
8.**	Mr. Chailadol Chokwatana	Director	6/9	0/1
9.	Mr. Khachornsakdi Vanaratseath	Independent Director	8/9	1/1
10.	Mr. Amorn Asvanunt	Independent Director	5/9	1/1
11.	Mr. Vichit Tantianunanont	Independent Director	9/9	1/1
12.	Mrs. Chattong Tipayakalin	Independent Director	9/9	1/1

Annotation : \* Mr. Wichar Ldallitsakool as Vice President on March 20, 2013.

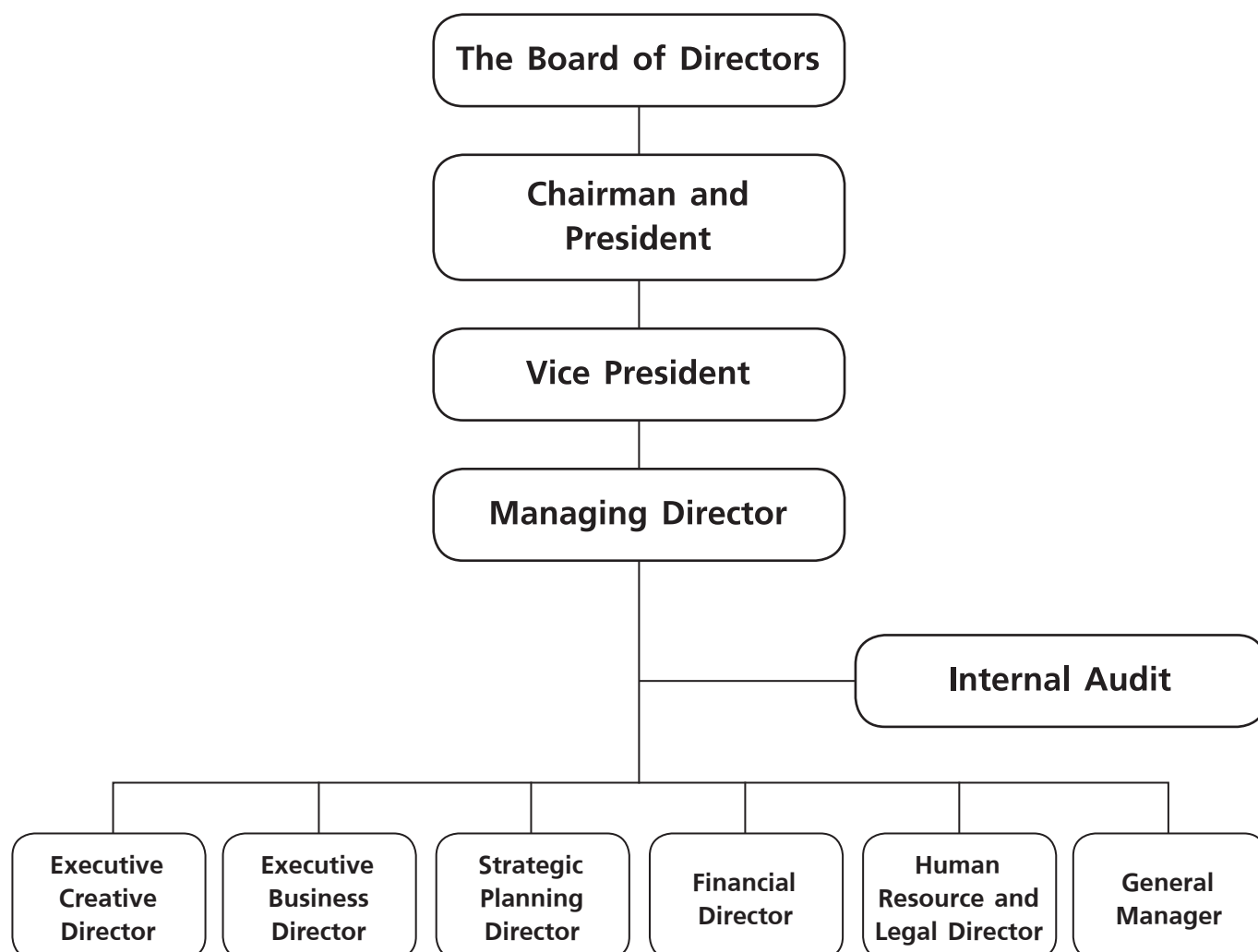
\*\* Mr. Chailadol Chokwatana as Director on April 26, 2013.

## **Executives**

Number of Executives as at December 31, 2013

<b>Name</b>	<b>Position</b>
1. Mr. Boonchai Chokwatana	Chairman and President
2. Mr. Wichar Ldallitsakool	Vice President
3. Mrs. Chailada Chokwatana	Managing Director and Financial Director
4. Mr. Chap Lewampan	Executive Creative Director
5. Mr. Peeradej Choicharoon	Executive Creative Director
6. Mr. Phaholrat Nontavatit	Executive Creative Director
7. Mr. Gongpan Uphathumprungpong	Executive Creative Director
8. Mrs. Sunee Chaijiraraks	Executive Creative Director
9. Mr. Anupol Puwapoonpol	Executive Business Director
10. Dr. Somchat Visitchaichan	Strategic Planning Director
11. Mrs. Malee Leelasiriwong	Human Resource and Legal Director
12. Mr. Arthorn Maeknoparat	General Manager
13. Mrs. Pornwilai Pinvanichkul	Accounting Manager

## Management structure of the Company as at December 31, 2013



### The Company's Secretary

The Company has assigned Mrs. Suree Muennarintr as the Company's secretary to take full responsibility of this position in order to conduct the Company's business efficiently with good corporate governance.

The scope of duties and responsibilities of the Company secretary are as follows:

- (1) preparing and keeping the following documents:
  - a) a register of directors;
  - b) a notice calling director meeting, a minute of meeting of the Board of Directors and an annual report of the Company;
  - c) a notice calling shareholder meeting and a minute of shareholders' meeting;
- (2) keeping a report on interest filed by a director or an executive;
- (3) performing any other acts as specified in the notification of the Capital Market Supervisory Board.

## **Remuneration for the Directors and Executives**

Remuneration for the Board of Directors:

- Directors' compensation	Baht	3,600,000.00
- Directors' meeting allowance	Baht	728,000.00
- Audit Committee Meeting allowance	Baht	225,000.00
- Risk Management Meeting allowance	Baht	82,000.00
<b>Totalling</b>	<b>Baht</b>	<b>4,635,000.00</b>

Name		Directors' compensation (Baht)	Directors' meeting allowance (Baht)	Audit Committee Meeting allowance (Baht)	Risk Management Meeting allowance (Baht)
1. Mr. Boonchai	Chokwatana	500,000.00	64,000.00		
2. Mr. Wasin	Teyateeti	300,000.00	32,000.00		
3. Mr. Dan	Sornmani	300,000.00			
4. Mrs. Siriwan	Vilassakdanont	200,000.00	72,000.00		
5. Mrs. Malee	Leelasiriwong	300,000.00	72,000.00		12,000.00
6. Mrs. Chailada	Tantivejakul	300,000.00	64,000.00		9,000.00
7. Mr. Khachornsakdi	Vanaratseath	300,000.00	64,000.00	60,000.00	
8. Mr. Amorn	Asvanunt	300,000.00	40,000.00	45,000.00	
9. Mr. Vichit	Tantianunanont	300,000.00	72,000.00	60,000.00	16,000.00
10. Mr. Sorchote	Ambhanwong	200,000.00	16,000.00		
11. Mr. Arthorn	Maeknoparat	300,000.00	64,000.00		9,000.00
12. Mrs. Chattong	Tippayakalin	300,000.00	72,000.00	60,000.00	
13. Mr. Wichar	Ldallitsakool		48,000.00		12,000.00
14. Mr. Chailadol	Chokwatana		48,000.00		
Mrs. Suree	Muennarintr				12,000.00
Miss Waraporn	Kulsawatpakdee				12,000.00
<b>Total</b>		<b>3,600,000.00</b>	<b>728,000.00</b>	<b>225,000.00</b>	<b>82,000.00</b>

Remuneration payment to 13 Executive Board of Directors and Executives is equal to Baht 29,199,439.00 for the year 2013, which is in the form of salaries and bonus.

## **Employees**

As of December 31, 2013, the number of employees are 174 persons with staff in key departments are as follows:

- Creative Department	39 persons
- Account Management Department	26 persons
- Production Department	26 persons
- Strategic Planning & Research Department	11 persons

For the year 2013 the Company has paid to employees (excluding employees who serve as directors and executives) as 108,500,932.00 Baht compensation as salary, bonus and allowances. In the past year.

There are no labor disputes arise.



## 8. CORPORATE GOVERNANCE

One mission of the Board of Directors is to implement a good corporate governance system which ensures transparency, honesty, accountability, competitiveness, fairness to all relevant parties, with consideration to all stakeholders as well as added value for shareholders. To this end, we observe the good corporate governance principle as promoted by both the Stock Exchange of Thailand and by the sufficiency economy philosophy, which teaches us to feel happy with what we have, to be reasonable, and to be careful. Our operation plans are developed and executed with expertise and great caution. And, most importantly, all executives and employees are encouraged to be honest, dedicated, patient, careful and willing to share. These measures have positioned us very well to accommodate any economic, political, cultural and social change, and, to achieve balanced and sustainable results.

Our good corporate governance principle was approved by the Board of Directors since 2002. The Board of Directors, executives and employees of all levels of the Company value the significance of the observance of the Good Corporate Governance Principle, which is constantly reviewed and improved. As a result, in the year 2013, we have been given positive ratings in the following areas:

- **“Excelent”** rating for the 2013 evaluation of corporate governance of listed companies.
- **“Outstanding + Role Model”** rating for the 2013 evaluation of annual general meeting of shareholders quality.

The Board of Director meeting No.190 on January 30, 2014, the Board has considered and resolved to improve the corporate governance of the company in accordance with the “Principles of Good Corporate Governance for Listed Companies in 2012” guideline to comply with ASEAN Corporate Governance Scorecard rules as follows :

1. Corporate Governance Policy
2. Corporate Governance Section 5
3. Business Ethics
4. Ethics for the Committees, Managers and Employees

### **Corporate Governance Policy**

The Board of Directors believes that good, transparent, and auditable management system, balance of power, sufficiently and appropriately internal control system, respect and shareholder and stakeholder equality are the major factors that contribute to the corporate immune system as well as sustainable and balance growth.

Therefore, the Board of Directors set the following corporate governance policies that are the practical guidelines for all directors, managers, and employees. The Company has distributed guideline to Directors, Executives and employees and posted on the Company website [www.fareastddb.com](http://www.fareastddb.com) to acknowledge and perform the business operations in the same way. Details are as follows:

1. All directors, managers, and employees dedicate to comply with the corporate governance policies, corporate morals, and managerial ethics.
2. All directors, managers, and employees must responsibly, carefully, and honestly perform their duties according to laws, the Company’s regulations, and relevant announcements.
3. The Company’s management structure must clearly specify the authorities, duties, and responsibilities of directors and managers.
4. The internal control and risk management systems must be suitable for the Company. The accounting and financial systems must be reliable.

5. Important information must be sufficiently, reliably, and promptly disclosed as long as the information does not affect the legal benefits for the Company.

6. The ownership rights of the shareholders must be aware of and respectable. The shareholder equity must be sustained.

7. The responsible for the shareholders, stakeholders, communities, and environment must be aware of.

8. Corporate excellence must be a goal that can be achieved with customer satisfaction by listening to the customers and revising ourselves in order to maximize the management and creativity potentials.

9. Morals, ethics, conscious, and fairness are fostered. The employee capabilities are regularly improved.

10. Fraud, corruption, and intelligent property infringement must be prevented. Laws and human rights must be followed.

11. Conflicts of interests must be carefully and reasonably handled by considering the Company's interests.

### **The corporate governance policies are divided into the following five sections.**

#### **1. Rights of the Shareholders**

1.1 The Board of Directors is aware of and respects the ownership rights of the shareholders. The rights of the shareholders must not be violated or deprived. The Board of Directors fairly protects the interests of the shareholders as well as support and encourage all groups of the shareholders including local and foreign ones, major and minor ones, and institutional ones to use their rights including the fundamental rights, the right to sufficiently and promptly access information, and the right to attend shareholder meetings in order to set directions and make decisions regarding significant effects on the Company.

1.2 The Board of Directors provides opportunities for the shareholders to posting meeting agendas and their questions before meetings on company's website.

1.3 The Board of Directors states the details including description and rationale, date, time, location, and agenda of each meeting in each notice calling for the meeting for the shareholders' convenience.

1.4 The Board of Directors entitles the shareholders to annually approve the pays for the Directors by setting payment criteria.

1.5 The Board of Directors encourages the uses of technologies in the shareholder meetings in order to correctly and quickly obtains a resolution for each issue. The Board of Directors encourages entitle the shareholders to elect a director by voting and appointing an independent person to count the votes.

1.6 The Board of Directors posts the resolution and voting results of each shareholder meeting on the day after the meeting on the Company's website.

1.7 The Board of Directors posts the information about each shareholder meeting on the Company's website. The information includes the voting procedure; the names of the Directors, subcommittees, managers who attended and did not attend the meeting; voting results; and questions and answers without agendas that were not include in the notice calling for the meeting.

In addition to the basic rights, the Board of Directors takes into account the statutory rights of shareholders and engages; ensures that their rights are not violated or subjugated; and, facilitates the exercise of their rights as follows:

### ***1. Right to be informed***

All shareholders have an equal right to be informed. Therefore, information is made available to shareholders in English and in Thai via the Stock Exchange of Thailand and our web site at [www.fareastddb.com](http://www.fareastddb.com). This is to ensure that the shareholders are well informed of matters such as operational results, related transactions, significant sales and purchases of assets, names of ten major shareholders as of registration book closing date for the purpose of an annual general meeting, shareholders meeting minutes within 14 days after the meeting, and other information necessary for their decision making.

### ***2. Right to attend shareholders meetings***

The Company arranges for the annual general meeting of shareholders every year within four months from the last day of an accounting year of the Company. This meeting takes place on a date and time and at a location which allow ease of attendance by the shareholders.

In the year 2013, the Company has had the 19th annual general meeting of shareholders on April 26th, 2013 at the Conference Room of Far East DDB Plc., 465/1-467 Si Ayutthaya Road, Ratchathewi, Bangkok 10400. This venue is used every year to save the shareholders from confusion. A map is enclosed with the meeting notice with agendas. Additionally, an annual general shareholders meeting notice with agendas in Thai and English was published via the information system of the Stock Exchange of Thailand and the Company's web site at [www.fareastddb.com](http://www.fareastddb.com) on March 22nd, 2013 in order to inform the shareholders five weeks in advance.

### ***Before the meeting day***

1. The Company gives shareholders the opportunity to be involved in the meetings. Minor shareholders can submit matters for inclusion as meeting agendas and/or nominate individuals for the Company director election.

For the 2013 annual general meeting of shareholders, the Company has allowed shareholders to submit matters for inclusion as meeting agendas and/or nominate individuals for the Company director election from December 1<sup>st</sup> 2012 to December 30th 2012. This was announced in Thai and English via the information system of the Stock Exchange of Thailand and on the Company's web site at [www.fareastddb.com](http://www.fareastddb.com). Nevertheless, no shareholders has come forward with any submission or nomination.

2. The Company publishes the meeting notice and supporting documents on the Company's web site at [www.fareastddb.com](http://www.fareastddb.com) prior to the actual delivery of such information in printed form in Thai and English to the shareholders. This was carried out on March 22nd, 2013 or more than 30 days before the meeting date in order to allow Thai and foreign shareholders to access information more quickly and conveniently, as well as to have more time to review pertinent information.

3. The Company delivers meeting notice with agendas, facts, rationales and opinions of Board of Directors on each agenda on April 11st, 2013 to allow shareholders time to review the matters. This was delivered together with supporting documents which include the annual report, financial statements, the profiles of company director candidates, definition of independent directors, profile of Audit Committee members proposed by the Company as proxies, map to the meeting venue, description of documents and identification evidence to be produced by the shareholders for admittance into the meeting, the section of Company Regulation which concerns shareholders meetings; and, the "B" proxy form. announcements was published in a newspaper seven days prior to the meeting for three consecutive days from April 17th, 2013.

Foreign shareholders were delivered on English translation together with the Thai version of meeting notice and supporting documents.

Further, if was possible for shareholders to download either “A”, “B” or “C” proxy form of their choice. They have all been prepared in accordance with the relevant announcement of the Ministry of Commerce.

### ***On the meeting day***

1. The Board of Directors appreciates the significance of shareholders meetings and their responsibility to the shareholders. It is the duty of directors to attend the meetings and offer shareholders the opportunity to ask questions pertaining to the Company.

For the 19th annual general meeting of shareholders on April 26th, 2013, eleven directors were present at the meeting. The Chairman of the Board of Directors and the chairmen of subcommittees, executive directors, accounting manager and the Finance Manager were present. The meeting was also attended by the Company’s auditors who served as witnesses to the vote counting. The names of directors, executives and auditors present at the shareholders meeting were recorded in the meeting minute which is subsequently published on the Company’s web site at [www.fareastddb.com](http://www.fareastddb.com)

2. The Company practices and equal treatment of all shareholders. Upon the meeting commencement, the President announces the number and the ratio of attending shareholders. The Chairman of the Board of Directors declares commencement of the meeting, introduces company directors, members of the subcommittees, executives and auditors then asks the Company secretary to explain all rules including those concerning voting and the counting of the votes of the shareholders on each agenda in accordance with the Company Regulation. Attending shareholders are given the chance to inquire, opine and make suggestions on all agendas. Questions are answered clearly and precisely. For votes, against votes and abstentions are accounted for using the barcode system. A meeting minute is clearly, correctly and thoroughly produced.

3. At the 19th annual general meeting of shareholders on April 26th, 2013, a barcode system was used for the purpose of registration and voting to facilitate all attending shareholders. The barcode vote counting on each agenda was witnessed by the auditors to guarantee transparency. Additionally, it was possible for all shareholders and proxies to see the voting results (for votes, against votes and abstentions) on the screen at the same time.

Voting on each agenda was carried out openly. A voting card was given to the shareholders and the proxies for each agenda. The card was collected only from those with against vote and/or abstention, with the exception of the individual company director election agenda where the card was collected from all shareholders and proxies. Only against votes and/or abstentions were counted and subtracted from the number of all votes present. All remaining votes were deemed as for votes on the agenda. Shareholders’ votes on each agenda of the 2013 meeting can be viewed from the 19th annual general meeting of shareholders as published on the Company’s web site.

4. The Company conducts the meeting in the order of the agendas, without any switching of the agendas or inclusion of additional agendas other than those specified in the meeting notice. Significant information is not changed without prior notice to the shareholders.

5. The Company records a video of the shareholders meeting throughout the duration of it. Shareholders can ask to see it with the Company secretary. The video is published on the Company’s web site as well.

#### 6. Important agendas at shareholders meetings.

(1) *Dividend payment*: The Company proposes details pertaining to profit allocation and dividend payment rate together with rationales and supporting information in accordance with the dividend payment policy of the Company. Comparisons are made between the paying dividend and the policy, and, between the paying dividend of the current year and the paid dividend of the previous year. The dates of dividend entitlement and book-closing date.

(2) *Directorial election*: The Company gives shareholders the rights to vote on the election of individuals company directors; and, to nominate individuals for the Company director election. Nominated candidates for independent director position must possess the qualifications as required by the Company and the announcement of the Equity Market Committee. Shareholders are provided preliminary information on the candidates, the number of companies for which they serve as company director, position held in other listed companies or competitive/connected businesses, and, criteria and procedure for the selection, type of director.

In the case where a current company director is nominated, the information on his/her meeting attendance in the previous year and the number of terms/years he/she has held a directorial position are included as well.

(3) *Directors' Remuneration*: Although the Company has not appointed a remuneration committee. The Company suggests the amount and the form of remuneration to the shareholders meeting for their approval on an annual basis. This is determined by the Nomination and Remuneration Committee and based on operational outcome, performance, remuneration limit approved by the shareholders meeting, remuneration paid in the previous year, the benchmark of other companies in the same sector, and, the duties and the responsibility of the Company directors. Policy and criteria for the determination of remuneration for each position of company director is presented. A summary is provided on approved remuneration limit, the actual amount paid, the form of payment and the exact amount paid to individual company directors and members of the Audit Committee and the Risk Management Committee. This can be viewed from the annual data sheet (56-1 form) and the annual report (56-2), under the "Directors Remuneration" section.

(4) *Appointment of auditors and determination of auditor's fee*: The Company proposes the appointment of auditors and an audit office, independence, together with their operational outcome and the number of years they have been in service or the reason for the changing of auditors. Audit fee of the current year is compared with the previous year. The same is true for other service fees incurred from the use of services provided by the audit office with which the auditors are associated. Comparison is made with the amount of work and the audit fee of other listed companies of the same size as well. Auditors and the audit office are screened by the Audit Committee.

#### ***After the meeting day***

The Company produces detailed minutes for the general meeting of shareholders in Thai and English with clear, complete and factual information for each agenda. The names of company directors, members of the subcommittee, executive directors, top management from the accounting and finance department and, auditors who are present at the meeting are listed. Procedures for voting and vote counting, as well as the number of for votes, against votes and abstentions are recorded. The same is true for inquiries and the responses to them. Such a meeting minute is reviewed by the Legal Department and the Chairman of the Board of Directors before execution of signature in the capacity as the chairman of the meeting. The minute is subsequently delivered to the Stock Exchange of Thailand and the Office of Securities and Exchange Commission, as well as published on the Company's web site at [www.fareastddb.com](http://www.fareastddb.com) in Thai and English within fourteen days from the day of the shareholders meeting. This gives shareholders the opportunity to review information without having to wait until the next meeting. A copy is

submitted to the Business Development Department and the Ministry of Commerce within the statutorily specified timeframe as well.

## **2. Equitable Treatment for the Shareholders**

2.1 The Board of Directors fairly and equally treats each shareholder. The shareholders who hold the same type of shares have the same right to vote (i.e. one share for one vote).

2.2 The Board of Directors encourages the shareholders who cannot attend each meeting to authorize a person(s) to attend and vote in the meeting by providing a proxy(s) stating that the shareholders can set the direction of the voting and by nominating at least one independent committee.

2.3 The Board of Directors provides opportunities for the minor shareholders to nominate Directors in the annual general meetings of the shareholders.

2.4 The Board of Directors posts the notices calling for shareholder meetings in Thai and English on the Company's website for at least 30 days before the meetings.

2.5 The Board of Directors encourages all shareholders to use their rights as the shareholders by providing the notices calling for shareholder meetings and supporting documents in English for the foreign shareholders in advance.

2.6 The Board of Directors set internal information policies and measures in order to prevent illegal exploitation of the information. The committees, managers, and employees are prohibited to access the internal information and trade the Company's properties one month before the Company's financial disclosure.

2.7 The Board of Directors assigns the committees and managers to report about their gains and losses as well as assigns the responsible person to carefully handle conflicts of interests according to the criteria of the Securities and Exchange Commission.

The Company places great importance on treating shareholders with equality and fairness, and this for treatment can be detailed as follows.

### ***Shareholders meetings***

1. Votes are determined by the number of shares held by the shareholder. One share represents one vote.

2. For the shareholders meetings, minor shareholder can submit matters for inclusion as meeting agendas and/or nominate individuals for the Company director election prior to the meeting in accordance with the established criteria, channels and timeframe. This is announced in Thai and English via the channels of the Stock Exchange of Thailand and on the Company's web site.

3. For the 19<sup>th</sup> annual general meeting of shareholders on April 26th, 2013 the Company has delivered a notice with supporting documents on April 11th, 2013 or Fifteen days prior to the meeting. It included agendas, the annual report, financial statements, the "B" proxy form, steps of the proxy process, profile of company director candidates and a map to the meeting venue. This is the same set of information published on the Company's web site more than 30 days prior to the meeting in order to allow shareholders sufficient time to review the information.

Foreign shareholders were delivered on English translation together with the Thai version of the meeting notice and supporting documents.

4. The Company encourages all shareholders to be involved in the review and the voting on important matters of the Company in accordance with the meeting agendas. Shareholders who are not able to participate in the meeting on their own may assign another person or a member of the Audit Committee who is an independent director to attend the meeting on their behalf. Names, addresses and interests of all four members of the Audit



Committee are declared in the meeting notice. Shareholders can view the information on the four members of the Audit Committee in the annual report, enclosed with the meeting notice, as well.

Shareholders who are not able to participate in the meeting on their own may use the “B” proxy form, enclosed with the meeting notice. This allows shareholders to be involved in the voting. Documents and identification evidence required for the proxy process are described. The proxy process is not associated with any inconveniencing criteria. Alternatively, shareholders can download the proxy form, prepared in accordance with the relevant announcement of the Business Development Department, the Ministry of Commerce, from the Company’s web site at [www.fareastddb.com](http://www.fareastddb.com). The three versions available are “A”, “B” and “C” proxy forms. (The latter is used only by foreign investors who have appointed a custodian in Thailand as a depository and manager of their shares.)

The 19<sup>th</sup> General Meeting of Shareholders for the year 2013 was held on April 26<sup>th</sup>, 2013.

	Shareholders	Shares	%
Total number of shareholders as per the registration	308	7,500,000	100.00
Attending Shareholders	67	5,690,884	75.88
Shareholders attending the meeting	18	1,674,819	22.33
In person Proxy attendance	49	4,016,065	53.55
• Audit committee members	-	-	-
• Other individuals	49	4,016,065	53.55

5. The Company provides duty stamps to the shareholder at no cost for the affixation on the proxy form.

6. The Company fully facilitates shareholders in their exercise of right to participate in shareholders meetings and to vote. Shareholders can register for the meeting at least two hours in advance. Shareholders joining the meeting after it has begun are given the right to vote on agendas which have yet to be reviewed. They are accounted as a part of the quorum from the agenda on which they have voted.

Sufficient personnel and technology are provided to facilitate meeting registration and voting on each agenda. A barcode system is used for convenience, timeliness and transparency.

#### ***Insider information usage control***

Measures relating to the use of insider information are covered in the Company’s code of business ethics. Insider information usage control is a responsibility of directors, executives and staff towards the Company and shareholders. They must be individuals of integrity, accountability and moral consciousness. Under no circumstance should they exploit their authority for the benefit of themselves and/or others. All relevant employees must protect the interests and the assets of the Company. They must not use information or assets of the Company for the benefit of themselves and or others. All relevant employees must protect the interests and the assets of the Company. They must not use information or assets of the Company for the benefit of themselves and/or others nor should they engage in any action which assists any individual in business that competes with the Company. Copies of these measures have been distributed to all directors, executives and staff for their observance. They are also available on the Company’s website [www.fareastddb.com](http://www.fareastddb.com). As a guideline for them to conduct themselves as they function in their capacity.

The most serious disciplinary punishment established in the Company regulation is the termination of employment. All directors, executives and staff are aware of this and act accordingly.

#### ***Supervision of the Company's security trading transaction and report of stakeholding***

We have in place a measure for the monitoring of our security trading transactions. Our code of ethics has prescribed a prohibition for directors, executives and staff in possession of insider information from selling or purchasing company share within one month before disclosing the financial statements to the public. Every quarter, the Company secretary sends a letter reminding this to directors, executives and relevant individuals. Additionally, directors and executives, as well as, their spouses and under – aged children are required to report their shareholding. Any transaction must be reported to the Securities and Exchange Commission, with a copy sent to the Company secretary for subsequent notification of the Board of Directors at the next meeting. One mandatory agenda to be present at all Board of Directors meetings involves the holding of company shares by directors and executives. A shareholding report form is enclosed with the invitation to the meeting. Directors and executives are well aware that it is their duty to comply.

In the year 2013 directors and executives have complied strictly with the policy. There has been no incidence of trading during the prohibited period.

Further, we have a measure for the monitoring the vested interest of directors and executives who are required to report to the Chairman of the Board of Directors and the Chairman of the Board of Directors and the Chairman of the Audit Committee, the vested interest of themselves and individuals related to them using the provided form. Any change must be reported as well within one month.

All directors and executives have complied strictly with the criteria in 2013.

#### ***Conflict of Interests***

Conflicts of interests are handled cautiously and rationally, with the greatest benefit to the Company as the key concern. Determination of prices is in compliance with normal fair trade conditions, just like doing business with an outsider. Measures have been implemented to ensure transparency and compliance with the criteria of the Stock Exchange of Thailand. This is a part of good corporate governance and an ethical responsibility towards the Company and the shareholders. To ensure that all parties are equally well informed, disclosures are made of connected transactions in accordance with the Stock Exchange of Thailand Commission announcement on disclosure of information and action of listed companies pertaining to related transactions. Directors with potential interests in the matter being reviewed are required to leave the room and refrain from voting. This is to allow directors without interests to freely voice their opinions and cast their vote. The Company's Secretary would announce the name of directors who are required to leave the room for the agenda at hand. The names and relationship with connected person, the determination of prices under the transaction and the directors with differing opinion from that of the Board of Directors (if any) are reported to the Stock Exchange of Thailand within the specified timeframe. The information is posted on our website as well for the purpose of transparency and also recorded in the minutes for subsequent reviews.



### **3. Roles of the Stakeholders**

3.1 The Board of Directors is aware of and respects the rights of the shareholders by considering their legal rights and agreements they made with the Company in order to ensure that the mentioned rights are protected and treated fairly and equally. Thus, the Board of Directors set the policies that are the practical guidelines for treating the shareholders, communities, and environment in order to sustainably develop the Company, prevent corruption and intellectual property infringement, and respect human rights.

3.2 The Board of Directors encourages the shareholders to prepare reports that stating their social responsibilities as parts of the annual reports.

3.3 The Board of Directors provides channels and sets procedures for all shareholders to report and submit their complaints about issues that may damage the Company including the accuracy of financial reports or unfair practices. It can communicate through the Company's Secretary to the direct line no. 0-2354-3549 or by email address [suree@fareastddb.com](mailto:suree@fareastddb.com) The Company's Secretary is responsible for the information and documents, submitting the specific issue to the relevant person and report to the Board of Directors. In this respect the whereabouts or the complaint will be protected and preserved the right to protect the confidentiality of the best.

3.4 The Board of Directors set policies or practical guidelines for protecting the employees or persons who report about issues that may damage the company including unfair practices.

### **4. Disclosure and Transparency**

4.1 The Board of Directors controls information disclosure in order to accurately, transparently, promptly, and legally discloses information including reports in accounting periods, situation reports that affect the rights and interests of the shareholders, and other information according to the principles of good corporate governance of the Stock Exchange of Thailand as long as the disclosure does not affect the legal interests of the Company. The information are disclosed through the Company's website, the Stock Exchange of Thailand's communication channels in Thai and English, and other channels that provide equal access to the information.

4.2 The Board of Directors assigns an organization(s) or person(s) responsible for investor relations in order to communicate with third parties equally and fairly.

The Company recognizes the importance of accurate financial information disclosure on time in compliance with the standard accounting principles, including non-financial information, to be disclosed with transparency and in completion under law and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, and other government units concerned. The Company also constantly monitors and updates such regulations for investors' confidence on the Company's business conduct while adds on benefits to the shareholders. Interested persons may access such information on various channels such as the annual report, the annual statements (Form 56-1), the website of the Stock Exchange of Thailand [www.set.or.th](http://www.set.or.th), and the Company's website [www.fareastddb.com](http://www.fareastddb.com). Any shareholders or investors shall query any concerned issues at the Company's investor relations by calling our director, Mrs. Chailada Tuntivejakul, at tel. 0-2354-3333, fax. 0-2644-9550, or email address: [Chailada@fareastddb.com](mailto:Chailada@fareastddb.com).

The Company has a policy for any transaction which may fall under conflicts of interest which the audit committee shall particeple and recommend on such related transaction. The director who has conflicts of interest on such transaction does not participate or vote on that agenda in order to let other Directors fairly vote and make a decision by considering the best benefits of the shareholders. The Company summarizes and

discloses the resolution on such transaction by specifying its value, contract, reason, and other information concerned accurately, completely and on time according to the criteria of the Stock Exchange of Thailand, with a full report on the annual report and Form 56-1

The Company constantly follows up, examines, and balances power for ultimate transparency with an internal control system covering management, operation, and finance audited by the Company's auditor. The auditor shall audit the Company's operation according to the conditions required by the Board of Directors in order to prevent problems, suggest practical improvements, find out the causes, and recommend solutions endorsed by the auditing team, including disclose sufficient information for good corporate governance by reporting directly to the audit committee.

The Company discloses its Financial Statement and other information to the public via various channels as complied by the law strictly, completely and timely. Furthermore, the Company also discloses information to express of its' transparency in operating business as follows:

1. Disclosure of each Committee's duty such as numbers of the meeting.
2. Disclosure of share holding's structure and ratio of the Directors and Executives.
3. Disclosure of remuneration's type, description and paid amount in individual.
4. Disclosure of corporate governance, business and employee's ethics.

5. Provide the channels that stakeholders are able to inform a clue or provide information of the significant issue about the accuracy for financial report, internal control deficiency, or illegal and unethical practice. It can communicate through the Company's Secretary to the direct line no. 0-2354-3549 or by email address [suree@fareastddb.com](mailto:suree@fareastddb.com) The Company's Secretary is responsible for the information and documents, submitting the specific issue to the relevant person and report to the Board of Directors. In this respect the whereabouts or the complaint will be protected and preserved the right to protect the confidentiality of the best.

## **5. Responsibilities of the Board of Directors**

5.1 The Board of Directors defines the structure of the committees including any gender of persons who have various knowledge, capabilities, and experiences as well as the qualities required by laws. The Board of Directors must have at least one member or independent committee who is not a director and has experiences in the Company's business according to the announcements of the Securities and Exchange Commission.

5.2 The Board of Directors gives the definition of the independent committee according to the criteria of the Securities and Exchange Commission and other criteria.

5.3 The Board of Directors appoints sub-Directors who screen issues before submitting the issues to the Board of Directors.

5.4 The Board of Directors provides charters for the committees stating their service terms and scope of duties and authorities in order to clearly define the duties and responsibilities of the committees, subcommittees, and managers.

5.5 The Board of Directors sets policies requiring that the committees and managers who the committees of other companies must report their statuses to the Board of Directors.

5.6 The Board of Directors appoints the secretary of the Board who performs legal and assigned duties. The secretary should have legal or accounting knowledge and received trainings about secretary's duties. The secretary should regularly receive trainings and improve his/her knowledge.

5.7 The Board of Directors sets policies about corporate governance as well as business ethics and morals that are followed by the committees, managers, and employees.

5.8 The Board of Directors sets the Company's visions and missions that are followed by the committees, managers, and employees.

5.9 The Board of Directors sets policies that support and promote regularly developing the managers' and employees' knowledge.

5.10 The Board of Directors annually prepares meeting schedules. Meeting agenda relates to the fair interests of all shareholders and stakeholders. All committees are free to express their opinions. However, the committees who are stakeholders have no right to vote in a meeting(s) that they may gain or lose their interests.

5.11 The Board of Directors assigns the committees to attend every committee meeting, except that they have necessity to not attend the meeting.

5.12 The Board of Directors has policies that encourage the top managers to attend committee meetings.

5.13 The Board of Directors has policies that provide opportunities for the committees who are not the managers to conduct their private meetings as necessary without managers. Nevertheless, they should result the meeting results to the managing Directors.

5.14 The Board of Directors has policies that encourage all committees to access and receive necessary information from the managing Directors, secretary of the Board, and other authorized persons within the scope defined by the policies. In case of necessity, the committees may consult with external consultants or professionals. In that case, the relevant expenses are responsible by the Company.

5.15 The Board of Directors has measures for carefully and reasonably dealing with conflicts of interests according to the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand.

5.16 The Board of Directors prohibits the committees and managers to trade the Company's properties one month before the financial disclosure.

5.17 The Board of Directors assigns the committees and managers including their spouses and children who have not become their legal ages to report their ownership of the Company's properties and exchange of the properties to the Securities and Exchange Commission and to submit the copies of relevant documents to the secretary of the Board who will then report the committees in committee meetings.

5.18 The Board of Directors assigns the committees and managers to report about their gains and losses as well as relevant persons according to relevant criteria.

5.19 The Board of Directors establishes an internal audit unit that reports audit results to the audit committees.

5.20 The Board of Directors specifies that the performance of the committees must be annually evaluated.

5.21 The Board of Directors reports about the responsibilities of the committees for financial reports in the annual reports.

5.22 The Board of Directors controls payments for the committees in order to appropriately pay them according to their duties and responsibilities as compared to other companies in the same industry.

5.23 The Board of Directors sets succession policies for promoting employees to higher positions.

5.24 The Board of Directors conducts first orientations for new committees.

5.25 The Board of Directors has to acquire internal control system and risk management system.

5.26 The Board of Directors assigns the committees to monitor and evaluate the Company's business activities

## **Knowledge development for employees**

2012 is the starting point that Far East DDB introduce the digital training to the employees, focusing on basic digital information due to the variety of digital platform. Then, in 2013, we continue to focus on the contents of digital media and the implementation of marketing communications campaigns to customers. However, we also continuously provide other knowledge to improve our potential throughout the year.

### **1. Digital Media Training**

#### **1.1 External training :**

Acknowledge employees in management, intermediate and senior level to develop their digital potential by sending them to attend the training by organizations and institutions in digital field such as :

- “Digital Marketing Summit 2013”, organized by Nation Broadcasting Corporations
- “Adman Symposium - Digitization Trends...The Next Big Thing”, organized by Advertising Association of Thailand.
- “FOMO Marketing Era - Fear Of Missing Out”, organized by Marketing Association of Thailand.
- “Practical Digital Marketing 2013”, organized by Marketing Association of Thailand.
- “The Best of Global Digital Marketing”, organized by Plannova Team. To learn from the case studies of famous brands to know how to make the campaign success.
- “Hakuhodo Digital Boot Camp”, organized by Hakuhodo Japan.

#### **1.2 Internal training :**

By inviting the qualified instructors in digital field to train the employees as follows :

- “Next , what’s Digital TV ?” by Chief Executive from Nation Broadcasting Corporations.
- “Managing Social media During Tough Times”, a part of Digital Academy Episode II, learning how to manage crisis on digital world.
- “Online Trend and Marketing Strategy 2013”, by Winter Agency, our digital partner, to acknowledge our clients to boost their advertising on digital campaign.
- “Integrated Offline & Online Media” by Mr. Bunyapon Poolsawat, a successful webmaster, to learn how to integrate online with offline campaign.

### **2. Other trainings that create effectiveness and working potentials such as :**

- “ASEAN...The New World Power”, study successful marketing campaign in ASEAN to prepare ourselves to enter the AEC in 2015.
- “From Idea to market”, organized by Marketing Association of Thailand. To learn creative strategy to launch new product successfully.
- “Strategic Marketing Planning”, organized by Marketing Association of Thailand. To learn how to differentiate ourselves from the competitors and make us outstanding in the market.
- “Passion” by Surachai Puttigrangoon, a global Cannes winner from Illusion Studio, to inspire and spark the ideas for creatives.
- “Creative Audio Advertising - Sound of your Brand” by Tony Hertz, the creative who created the famous radio spots and won awards from many global competitions.
- “Media Scene”, descriptive overview of current and future media channel by Media Intelligence, a partner of Far East Group.

- “See the Opportunity”, organized by Bangkok Art Directors’ . Inviting famous creatives to share the inspiration for the new generation.
- “Motion Graphic”, by Mr. Kanit Tantivejakul. To learn basic skills to create motion graphic movie.
- “ROI Workshop 2013”, train the new employees how to write ROI brief.
- “Landmark Forum”, Train attendees to know themselves, understand themselves and to live with people happily.
- “Let’s Photo”, by Mr. Sonkram Phowilai, Thailand’s famous photographer, for basic photography.

## **Business Ethics**

### **1. Responsibilities for the Stakeholders**

#### **1.1 Shareholders**

The Board of Directors responsibly, carefully, and honestly performs their duties in order to continually and sustainably provide returns to the shareholders according to the following policies and guidelines.

1. Respect the ownership rights of the shareholders as well as equally and fairly treat the shareholders.
2. Perform their duties according to the principles of good corporate governance in order to build shareholder trust that can lead to sustainable growth.
3. Continually develop the Company’s business and provide appropriate returns for the shareholders.
4. Provide important information that affects or may affect the rights and benefits of the shareholders including information in accounting periods and situation information according to laws and relevant announcements without limiting the right of the shareholders to access the Company’s information.
5. Provide reports about the responsibilities of the committees for financial reports in the annual reports.
6. Provide opportunities for the minor shareholders to propose meeting agendas and/or nominate committees in the annual general meetings of shareholders.
7. Provide opportunities for the shareholders to submit their questions before the shareholder meetings.
8. Post the notices in Thai and English calling for meetings on the Company’s website at least 30 days before the shareholder meetings in order to notify and give time to the shareholders to find information.
9. Conduct the shareholder meetings on dates, in time, at locations, and with methods that facilitate the attendants and provide opportunities for the shareholders who cannot attend the meetings to authorize other persons to attend and vote.
10. Carefully and reasonably deal with conflicts of interests and disclose complete information.
11. Protect the Company’s interests and properties as their own interests and properties and prevent illegally direct or indirect exploitation of the interests and properties.

#### **1.2 Customers**

The Board of Directors realizes that customer satisfaction and trust are the keys to the sustainable success of the Company according to the following policies and guidelines.

1. Have production processes and services that are safe for the consumers and environmentally friendly.
2. Seriously conduct business activities, improve services, and develop new materials or advertising media in order to continually respond customer demands while providing accurate information necessary for decision making.
3. Honestly and fairly conduct business activities without violating customer rights. Confidentially keep and do not illegally use customers’ trade secrets for their own benefits.

4. Do not directly or indirectly ask for, receive, or agree to receive any illegal property or other benefits from the customers.

5. Comply with trade agreements. Otherwise, notify the customers in advance in order to jointly find solutions and prevent possible damages.

6. Provide a communication channel(s) for customers to submit their complaints to the Company. Fairly consider and treat the complaints.

### **1.3 Partners**

The Board of Directors neutrally treats the Company's partners and is aware of the mutual benefits according to the following policies and guidelines.

1. Utilize the value chain system in order to select partners that legally conduct their businesses according to safety, health, and environment standards by fairly, neutrally, and respectfully treating the partners.

2. Confidentially keep the partners' trade secrets. Do not illegally use the trade secrets for their own benefits or other persons' benefits.

3. Build good relationships with the partners, share knowledge, and jointly develop and improve the qualities of the products and services in order to grow together.

4. Comply with the trade agreements and provide accurate information for the partners. Otherwise, consult with the partners in advance in order to find solutions and prevent possible damages.

5. Do not ask for, receive, or agree to receive any properties or other benefits that are not stated in the trade agreements.

### **1.4 Competitors**

The Board of Directors legally conducts business activities according to the following policies and guidelines.

1. Fairly compete with the competitors according to the business ethics and competition laws in the countries that the Company conducts its business activities.

2. Do not discredit the competitors.

### **1.5 Creditors**

The Board of Directors systematically and disciplinarily conducts business activities in order to build creditor trust according to the following policies and guidelines.

1. Equally and fairly treat all creditors.

2. Strictly comply with the agreements made and conditions agreed with the creditors.

3. Manage activities in order to build creditor trust in the Company's financial status and competence.

4. Accurately and promptly disclose the company's financial status.

5. In case that the Board of Directors cannot comply with any agreement made with the creditors, the Board of Director has to inform the creditors in advance in order to find solutions and prevent possible damages.

### **1.6 Employees**

The Board of Directors considers that the employees are valuable resources and factors to the Company's success as the Board of Directors set the following policies and guidelines.

1. Respect the employees' human rights and fundamental rights to work. Do not disclose or transfer their information or secrets to a third party(ies).

2. Treat the employees according to laws and regulations regarding to the Company's business.

3. Promote employment equality. Resist racism and discrimination in terms of gender, religion, age, disability, and any other statuses that are not directly related to their jobs.

4. Support and promote trainings and knowledge sharing in order to improve all employees' knowledge, skills, and job securities as well as provide job advancement opportunities according to their capabilities.

5. Encourage the employees to involve in setting the Company's directions.

6. Fairly pay the employees according to their knowledge, skills, responsibilities, and performances.

7. Provide appropriate welfares and privileges for the employees such as free medical treatment and Provident Fund.

8. Provide a communication channel(s) for the employees to submit their complaints about their jobs. The complaints must be considered and used to find solutions in order to provide benefits for all parties and build good relationships among the parties.

9. Provide necessary facilities for the employees to do their duties. Create hygienic working environments in order to improve their life qualities.

10. Encourage all employees to participate in social responsibility activities.

### **1.7 Communities and Societies**

The Board of Directors considers the duties and responsibilities for the country, communities, societies, and local cultures and customs in order to maintain good societies according to the following policies and guidelines.

1. Do not conduct business activities that negatively affect societies. Do not violate the rights of the people in communities and societies.

2. Foster responsibilities of all employees for communities and societies.

3. Promote cultural preservations.

4. Cooperate with organizations in order to develop communities.

5. Support activities that provide public benefits.

6. Build good relationships between the Company and societies by legally, transparently, and fairly conduct activities

### **1.8 Environment**

The Board of Directors considers the responsibilities for environment as the following policies and guidelines are set.

1. Conduct business activities according to laws, regulation, and policies regarding environment by considering possible effects on the nature and environment and regularly evaluating its performance.

2. Foster corporate cultures and responsibilities of all employees for efficiently and sustainably managing environment and resources.

3. Support activities that provide knowledge for and train all employees about environment.

4. Promote environmental management systems that include efficient uses of resources and measures for sustainably treating, restoring, compensating, monitoring, and preventing effects on natural resources and environments.

5. Utilize the value chain system to choose partners who conducting business activities that are environmentally friendly.

6. Promote the development and dissemination of environmentally friendly technologies.



## **1.9 Public Sector**

The Board of Directors conforms to the public regulations as the following policies and guidelines are set.

1. Study laws relevant to their duties. Do not conduct any illegal activity.
2. Make correct transactions with government officers or organizations.
3. Build a good relationship between the Company and public sector as appropriate.
4. Comply with laws and cultures relating to business operations in each country or community.

## **2. Conflicts of Interests**

The Board of Directors has policies about conflicts of interests as the following guidelines are set.

1. Carefully, fairly, and reasonably deal with conflict of interests or relevant issues by following transparent processes and valuing the company's interests. The committees who have gains and losses in the issues cannot vote and they have to disclose complete information according to the criteria of the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. Legally protect the Company's interests. Do not take any action that conflicts with the Company's interests and provide benefits or privileges for any person.

3. Assign the committees and managers to report their gains and losses and that of responsible persons according to relevant criteria.

4. Do not allow committees, managers, and employees who can access internal information to trade the Company's properties one month before the financial disclosure.

5. Assign the committees and managers including their spouses and children who have not become their legal ages to report their ownership of the Company's properties and exchange of the properties to the Board of Directors in board meetings.

6. Do not disclose or transfer the Company information or secrets that the Board of Directors know to a third party(ies) or unauthorized person(s).

7. Authorized the employees to disclose the information according to their duties and responsibilities. Set the confidentiality levels of the information if it is possible to do so.

## **3. Entertainment, Reception, and Gifts**

The Board of Directors desires to fairly conduct business competitive activities. However, customary entertainment, reception, and gifts that aim to maintain good relationships are practices that should be performed as appropriate according to the following guidelines.

1. Do not receive or provide any gift and/or entertainment that may influence decision making. If it is required to customarily receive or provide any gift and/or entertainment that have obviously high value, then relevant supervisors must be informed.

2. Receive money or gift(s) according to the person's or organization's criteria or normal standards (e.g. giving gifts and drawing lots) in case that the supervisor(s) assign or allow to help any other person or organization

3. Get an approval(s) from the Company in case that any agent, party, partner, or other person wants to provide a gift(s) or entertainment in the name of the company.

4. Control relevant expenses to be in appropriate amounts.



#### **4. Anti-fraud and Corruption**

The Board of Directors has policies that conform to anti-fraud and corruption laws as the following guidelines are set.

1. Develop the employees' conscious minds and good attitudes towards honesty and compliance with laws and regulations.

2. Utilize effective and efficient internal control system. Check and balance power in order to prevent the employees to commit and involve in any fraud or corruption.

3. Prohibit the committees, managers, and employees to ask for or accept any other asset or benefit for themselves or other person(s) in a manner that persuade the person(s) to perform or do not perform his/her duty(ies) or that may deprive the Company's legal benefits.

4. Prohibit the committees, managers, and employees to give or offer any other asset or benefit to a third party(ies) in order to persuade the party(ies) to take or do not an action(s) that is illegal or goes against the party's duty(ies).

5. Utilize a transparent and accurate financial report system.

6. Provide a communication channel(s) for the employees and responsible persons to report suspected wrongdoing and protect those persons. Appoint an officer(s) to check all reports.

The Company has signed to join in Collective Action Coalition, Thailand's private sector fights against corruption alignment, to declare its intention not to engage in corrupt practices. The terms are as follows:

1. Provide an assessment of the risks associated with corruption within the Company, including anti-corruption policies and directing the operations plan into practice. The Company also provide a manual/guideline for the business practice to management and employees.

2. Disclosure and exchange of internal policies, experiences, best practice policies and guidance to support and achieve success in business transactions with good moral, accuracy and transparency in the country.

3. Cooperation with companies in the same industry, partners and other Stakeholders by creating a unified practice and participate in anti-corruption activities.

#### **5. Anti-infringement for Intellectual Properties**

The Board of Directors has policies that prevent intellectual property infringement according to the following guidelines.

1. Conduct business activities that comply with laws, regulations, and agreements about intellectual property rights.

2. Protect the Company's intellectual properties. Do not use or give the mentioned intellectual properties to a third party(ies) without the Company's permission(s).

3. Respect others' intellectual property rights. Do not violate their intellectual property rights or use their intellectual properties for self-benefits, except that the persons get paid or permit to do so.

4. The workpiece(s) created by the employee(s) or from his/her duty(ies) is considered as the Company's intellectual property. After he/she is disemployed, he/she has to return the mentioned intellectual property to the Company regardless of the format of the intellectual property.

## **6. Human Rights Protection**

The Board of Directors respects human rights according to the following policies and guidelines.

1. Do not take or support any action that violates human rights.
2. Educate the employees about the principle of human rights that can be applied to their jobs.
3. Do not limit their freedom or thoughts regarding gender, race, religion, politics or any other issue. Prevent expression of an opinion(s) that may lead to a conflict(s).
4. Provide a communication channel(s) for the employee(s) or person(s) who believes that his/her right(s) is violated or receive unfair treatment to submit his/her complaint(s) to the company. The complaint(s) should be fairly considered and resolved.

## **7. Safety and Occupational Health**

The Board of Directors values safety and occupational health according to the following guidelines.

1. Conduct business activities that comply with laws, regulations, and policies regarding safety, occupational health, and working environment by considering the employees', partners', and stakeholders' lives and assets as well as regularly checking and evaluating safety practices.
2. Promote workplace safety by setting safety regulations, practices, and standards relevant to existing risks. Improve working environment and process. Provide safety equipment for the employees.
3. Prepare for emergency situations by regularly conducting and improving emergency response practices in order to prevent or reduce risks for lives and the assets of the Company, employees, partners, and responsible persons.
4. Develop safety cultures in the organization that can improve workplace safety.

## **Ethics for the Committees, Managers, and Employees**

### **1. Responsibilities**

The Board of Directors realizes the importance of good corporate governance that has been continually implemented and used as the practical guidelines for the committees, managers, and employees to ethically, honestly, and carefully take actions in order to maximize the Company's and all parties' benefits. Hence, the following ethical principles are set.

### **Committees and Managers**

1. Responsibly, carefully, and honestly perform their duties according to laws, the Company's regulations, and relevant announcements.
2. Perform their duties with all of their abilities in order to maximize the company's benefits. Attend all meetings, except in case of necessity.
3. Neutrally perform their jobs. The committees and managers who have gains and losses in a meeting cannot vote in that meeting.
4. Carefully and reasonably deal with conflicts of interests by emphasizing on the company's benefits in order to transparently manage the issues.
5. Follow relevant criteria and report about trading the Company's properties by the committees and managers including their spouses and children who have not become their legal ages to the committees in meetings.
6. Do not trade the Company's properties one month before the financial disclosure.
7. Report their and responsible person(s)' gains and losses according to relevant criteria.
8. Annually evaluate the committees' performances.

## **Employees**

1. Regularly support and cooperate with the Company in conducting business activities. Perform their duties with all of their abilities in order to provide good results and develop the Company and employees.
2. Comply with laws, policies, working regulations, and relevant rules and announcements.
3. Treat visitors in a good manner. Provide excellent services for them. Protect the Company's image and reputation.
4. Confidentially keep the Company's trade secrets and internal information away from third parties.
5. Do not borrow money from the customer(s), their relative(s), or partner(s); except for borrowing money from a bank(s) or financial institution(s).
6. Follow the supervisors' legal orders.
7. Work in a team(s). Help and harmonize with each other. Respect each other's right(s) for the Company's and employees' benefits.
8. Kindly treat the colleague(s). Do not blame others without any fact. Do not claim other person(s)' workpiece(s) as it is yours.
9. Seriously and honestly perform their duties. Do not find a benefit(s) that is not for them or other person(s) while performing their duties.
10. Responsibly and honestly perform their duties. Do not be careless and cause any damage on their jobs or the Company's assets.
11. Behave as good citizens according to the constitution and relevant laws by appropriately using their political rights. Avoid being involved in any illegal activity or one that goes against peace and morals.

## **2. Protection of the Company's Assets**

The committees, managers, and employees have the duties and responsibilities for efficiently protecting the Company's assets and assets under the control of the company according to the following guidelines.

1. Use the Company's assets for conducting the Company's business activities. Do not use the mentioned assets for their own or other person(s)' benefits.
2. Protect and prevent the wrongly uses of the Company's benefits and assets as their own benefits and assets. Prevent illegally direct or indirect explanation of the benefits and assets.
3. Acquire insurance for the assets in an amount(s) that is sufficient for compensating a possible damage(s) to the assets.
4. Do not use a computer(s) to delete, violate, spy on, and edit other person(s)' file(s) or do not create a false evidence that may lead to stealing information. Utilize an information security system(s) that meets international standards.
5. Carefully use an e-mail(s) and the Internet service(s) provide by the Company to conduct the Company's business activities without damaging the Company's reputation.
6. Confidentially keep and do not allow any other person to use the personal username(s) and password(s) for accessing the company information.
7. Do not duplicate, modify, and take any action with the Company's intellectual property(ies) for self-benefits or any other person(s)' benefits without the permission(s) from the company.
8. Report the supervisor(s) if there is a person(s) take any action that infringe or may infringe the Company's intellectual property(ies) as well as that lead or may lead to a conflict(s) of the intellectual property(ies).

9. Store all of the Company's important documents according to relevant laws and regulations. After the storage period(s), the responsible employee(s) has to destroy the important document(s) by using an appropriate method(s).

### 3. Whistle Blowing and Complaints

The Board of Directors provides opportunities for the employees and stakeholders to report suspected wrongdoing and submit their complaints regarding issues that may be illegal actions, corruption, misbehaviors of the employees in the Company, behaviors that may cause problems and damages to the Company, infringement of their rights, or unfair treatments through the channels and processes specified by the Company.

The Company equally, transparently, and fairly considers and resolves all complaints according to the systematical and fair whistleblower protection measure. The information of the complainants is confidentially kept by the Company.

#### Whistleblower Protection

1. A complainant can choose to not disclose him/herself if he/she considers that the disclosure may cause risk(s) or damage(s) to him/her.
2. The Company confidentially keeps relevant information and considers the safety of complaints by setting the whistleblower protection measure for the complaints who are the employees and persons who support the investigation. Accordingly, they are protected from unfair treatments (e.g. interference, position switch, and layoff) reported by them.

### 4. Consideration of Complaints

The supervisors' duties and responsibilities are to provide suggestions for their subordinates in order to make them understand and follow the ethical principles. If the principles do not cover any case or there is any doubt, then the subordinates have to consult with their relevant supervisors. In case of conflict, the decisions of the managing directors, board of directors, and committees are final.

#### Committees

The Company's Board of Directors has extensively emphasized good corporate governance, thus the committees are assigned to have individual duties and responsibilities which are comprised of the Audit Committee and the Risk Management Committee. Each committee has authority, duty and responsibility as stated on committee's charter as follows:

##### • *The Audit Committee*

The Board of Directors sets up the Audit Committee to support its corporate governance in aspects of process of financial report, internal control, audit process, and the adherence of related rules and regulations. The Audit Committee consists of four company directors, who are the Independent Directors.

- |                      |                |                             |
|----------------------|----------------|-----------------------------|
| 1. Mr. Khachornsakdi | Vanaratseath   | Chairman of Audit Committee |
| 2. Mr. Amorn         | Asvanunt       | Audit Committee Member      |
| 3. Mr. Vichit        | Tantianunanont | Audit Committee Member      |
| 4. Mrs. Chattong     | Tippayakalin   | Audit Committee Member      |

Secretary to the Board of Audit Committee : Mrs. Suree Muennarintr

### **Duties and Responsibilities of the Company Audit Committee**

1. Review that the Company's financial statements are correct and sufficient;
2. Review that the Company's internal control system and internal audit system are sufficient and effective, review the sufficient independence of the Office of Internal Audit, and provide opinions for the appointment, transfer, and promotion of heads of the Office of Internal Audit or other offices with responsibilities for internal audit activities;
3. Review that the Company's operation conforms to laws on securities and exchange, requirements of the Stock Exchange of Thailand and any other laws relating to the Company's business;
4. Review, select, nominate for approval for the persons with independence of performing the duties of external auditors for the Company, propose the remuneration of such external auditors, and jointly attend the meeting with the external auditors, at least once a year, without the presence of the Company's management;
5. Review any connected transaction or transactions with potential conflict of interest to be in compliance with laws and requirements of the Stock Exchange of Thailand in order to ensure that such transactions are reasonable and provide the best benefits for the Company;
6. Prepare the Audit Committee reports to be disclosed in the Company's annual report; such reports must be signed by the Chairman of the Audit Committee and it must contain, at least, some significant information as described below:
  - (a) opinions about the accuracy, correctness and reliability of financial statements and financial reports of the Company;
  - (b) opinions about the sufficiency of internal control system of the Company;
  - (c) opinions about the compliance with laws on securities and exchange, requirements of the Stock Exchange of Thailand and any other laws relating to the Company's business;
  - (d) opinions about the appropriateness of external auditors;
  - (e) opinions about transactions with potential conflict of interest;
  - (f) number of meetings to be convened by the Audit Committee and meeting attendance of each Audit Committee member;
  - (g) opinions or general findings obtained by performing its duties in accordance with the Audit Committee Charter;
  - (h) opinions about other matters that should be notified to general shareholders and investors under the scope of duties and responsibilities assigned by the Board of Directors.
7. In performing the duties as the Audit Committee, if discovering or suspecting of either of the following transactions or acts, which may give significant effects to the financial status and operating results of the Company, the Audit Committee must report it to the Board of Directors for improvements within the reasonable period determined by the Audit Committee:
  - (a) transaction with potential conflict of interest;
  - (b) fraud or irregularity or significant defect in the internal control system; or
  - (c) violation of laws on securities and exchange, requirements of the Stock Exchange of Thailand and any other laws relating to the Company's business.If the Board or management of the Company fails to make remedies within the established period, one of the Audit Committee members may report such transaction or act to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.
8. Support and monitor to ensure that the Company acquires the efficient risk management system.

9. Improve and amend the Audit Committee Charter, and propose such amended charter for the Board of Directors' approval;

10. Perform other functions assigned by the Board of Directors under the approval of the Audit Committee by virtue of its authority stated in the Articles of incorporation of the Company and other related laws.

The period of service for Audit Committee Member is 1 year. An Audit Committee Member who retires from office due to the expiration of term of service may be re-elected. In case of vacancy in the Audit Committee for reasons other than by the expiration of term of service. The Board of Directors shall elect a fully qualified person to be a substitute member and shall remain in office only for the term left for the member whom he or she replaces.

#### **Participation in the Audit Committee meetings in 2013**

In 2013, the Audit Committee held 4 meetings and the participation of each committee member is summarized below.

<b>Names</b>	<b>Qualifications</b>	<b>Attendance of 4 meetings</b>
1. Mr. Khachornsakdi Vanaratseath	Accounting	4/4
2. Mr. Amorn Asvanunt	Accounting	3/4
3. Mr. Vichit Tantianunanont	Consumer Products	4/4
4. Mrs. Chattong Tippayakalin	Administration	4/4

#### **• The Risk Management Committee**

The Board of Directors sets up the Risk Management Committee to support its corporate governance in aspect of management of risk of the Company to be more efficiently performed. The Risk Management Committee comprises 7 members as following names;

- |    |               |                |   |
|----|---------------|----------------|---|
| 1. | Mr. Vichit    | Tantianunanont | Chairman of the Risk Management Committee |
| 2. | Mr. Wichar    | Ldallitsakool  | Member                                    |
| 3. | Mrs. Malee    | Leelasiriwong  | Member                                    |
| 4. | Mrs. Chailada | Tantivejakul   | Member                                    |
| 5. | Mr. Arthorn   | Maeknoparat    | Member                                    |
| 6. | Mrs. Suree    | Muennarintr    | Member                                    |
| 7. | Miss Waraporn | Kulsawatpakdee | Member                                    |

Secretary to the Risk Management Committee : Miss Sujittra Makanit

#### **Duties and Responsibilities of the Risk Management Committee**

1. To formulate the risk management policies and goals, plan and organize the risk management system of the Company to allow the system continuity and clarity for further managing any significant risks, and report such risks to the Board of Directors and the Audit Committee.

2. To support and encourage the cooperation for risk management at all levels in the organization.

3. To ensure that the Company's risks are controlled appropriately and efficiently by placing emphasis on the risk warning system and any other abnormal transactions.

4. Develop the risk management system in the organization to ensure that it is efficient and consistent.
5. To improve and amend the Risk Management Committee Charter and propose it to the Board of Directors for approval.
6. To engage in other actions as assigned by the Board of Directors.

#### **Participation in the Risk Management Committee meetings in 2013**

In 2013, the Risk Management Committee held 4 meetings and the participation of each committee member is summarized below.

Names		Qualifications	Attendance of 4 meetings
1.	Mr. Vichit Tantianunanont	Chairman of the Risk Management Committee	4/4
2.	Mr. Wichar Ldallitsakool	Member	4/4
3.	Mrs. Malee Leelasiriwong	Member	4/4
4.	Mrs. Chailada Tantivejakul	Member	3/4
5. *	Mr. Arthorn Maeknoparat	Member	3/3
6.	Mrs. Suree Muennarintr	Member	4/4
7.	Miss Waraporn Kulsawatpakdee	Member	4/4

Remark : \*Mr.Arthorn Maeknoparat as Director for risk management on June 24, 2013

#### **Recruitment and appointment of directors and senior management**

##### **(1) Independent Directors**

The qualifications of independent directors are as per the following requirements of the Equity Market Committee.

1. The person must hold no more than one percent of all shares of the Company with which he or she holds the voting right, as well as, its parent company, its subsidiary, its joint venture or a juristic person with a possible conflict of interests. The shares held by individuals related to the independent director must also be included.

2. The person must not be or have been a director with involvement in the management of the Company; an employee, a staff member or a consultant with a regular salary; or, an individual with the authority to control the Company, its parent company, its subsidiary, its joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests. There is, however, an exception if the person has not been involved in such circumstances for at least two years prior to the day on which he/she is appointed as an independent director.

3. The person must not be an individual with blood or legal relation – as a father, a mother, a spouse, a sibling or the spouse of a child – to an executive, a major shareholder, an individual with the controlling authority, or an individual who will be nominated as an executive, or an individual with the controlling authority of both the Company or its subsidiaries.

4. The person must not have or have had a business relation with the Company, its parent company, its subsidiary, its joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests in such a manner which may interfere with the free exercise of one's discretion. Also, the person must not be or have been a major shareholder, a director who is not an independent director or an executive of an entity with business relation



with the Company, its parent company, its subsidiary, its joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests. There is, however, an exception if the person has not been involved in such circumstances for at least two years prior to the day on which he/she is appointed as an independent director.

The business relations under the above paragraph is inclusive of conventional trading transactions to conduct the business; lease or renting of property; transactions involving assets or service; provision or acceptance of financial assistance in the form of granting or acceptance of loans or guarantee; and the use of assets as collateral for loans including other similar acts which result in the petitioning party being obligated to repay the other party for the amount from three percent of the net corporeal assets of the petitioning party or from Twenty Million Baht, whichever is lower. The calculation of such debt obligation is on the basis of calculation of related transaction value, as per the Stock Exchange of Thailand Committee Announcement on the Disclosure of Information and Allowed Practices of Listed Companies Concerning Related Transactions. The determination of debt obligation is inclusive of debt obligation arising during one year prior to the date of business relations with the same individuals.

5. The person must not be or have been an auditor of the Company, its parent company, its subsidiary, its joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests. Also, the person must not be a major shareholder, a director who is not an independent director, an executive or a managing partner of the audit office to which an auditor of the Company, the parent company, a subsidiary, a joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests belongs. There is, however, an exception if the person has not been involved in such circumstances for at least two years prior to the day on which he/she is appointed as an independent director.

6. The person must not be or have been a professional legal consultant or a financial consultant receiving greater than two million baht of fee per year from the Company, its parent company, its subsidiary, its joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests. However, in the case where the professional in question is a juristic person, the person must not be a major shareholder, a director who is not an independent director, an executive or a managing partner of that professional entity. There is, however, an exception if the person has not been involved in such circumstances for at least two years prior to the day on which he/she is appointed as an independent director.

7. The person must not be a director appointed to represent a company director, a major shareholder or a shareholder who is related to a major shareholder of the Company.

8. The person must not engaged in a business which is of the same nature as, or in competition with, that of the Company or the subsidiaries. Not a significant partner of a partnership or a director with involvement in the administration, nor an employee, a staff member a consultant with a regular salary, nor a shareholder with more than one percent of all shares with voting rights of another company which is engaged in a business of the same nature as, or in competition with, that of the Company or subsidiaries.

9. The person must not have any other characteristics which render him or her incapable of freely opining on the operation of the Company.

In the case where the Equity Market Committee announces a change of qualifications of independent directors, the requirements of the Company independent directors will also change accordingly.

Following the appointment as an independent director under Paragraphs 1 to 9, the independent director may be assigned by the Board of Directors to make decisions on the business of the Company, its parent company, its subsidiary, its joint venture, a subsidiary of the same level or a juristic person with a possible conflict of interests in the manner of a collective decision.



#### Criteria on Recruitment and Selection of an Independent Director

The Board of Directors shall consider a recruitment of an independent director in compliance with the regulations and conditions of the Securities and Exchange Commission and the Stock Exchange of Thailand in order to propose to the shareholders in the shareholders' meeting for their approval.

In 2013, the company has 4 independent directors as follows.

Names	Qualifications
1. Mr. Khachornsakdi Vanaratseath	Accounting
2. Mr. Amorn Asvanunt	Accounting
3. Mr. Vichit Tantanunant	Consumer Products
4. Mrs. Chattong Tippayakalin	Administration

#### (2) President and Chief Executive Officer

The Company's Board of Directors comprised of members who have knowledge, competency that play an important role in definite the Company's policy. It cooperates with senior Executives to set short and long term plan of business operation, financial policy, risk management, overview of organization inclusive of corporate governance, audit and evaluate the performance of the Company as well as the practice of the Company's Board of Directors along with the set principles independently. The Company's Board of Directors is from the election following the resolution of the General Shareholder's Meeting along with the rules, legal and the Company's Principle of Association that is appropriate to the Company's business.

#### The Structure of the Board

The Board of Directors is comprised of 12 directors:

- Executives Directors 5 persons
- Non-Executive Directors 3 persons
- Independent Directors 4 persons

As the selection committee has not been appointed; the Board of Directors shall select the directors with appropriate capability, knowledgeable, vision, ethics, background, and mentality. The Board of Directors clearly assigned the responsibility of each committee, and appointed the Managing Director, under the Board of Directors, to manage all business operations to meet the Company's objectives and goals by complying with the policies of the Board of Directors.

#### Authority of the Director

Group A. Mr.Boonchai Chokwatana, Mr.Wasin Teyateeti, Mrs.Chailada Tantivejakul, Mrs.Malee Leelasiriwong.

Group B. Mr.Arthorn Maeknoparat, Mr.Wichar Ldallitsakool, Mr.Chailadol Chokwatana.

any two of Group A. can sign with the Company's seal or one of Group A. sign with other one of Group B. with the Company's seal.

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.

### **Directorial Election Procedure**

According to the Article of Association Chapter 3, 'The Board of Directors' No.20, the shareholders meeting is to elect directors in accordance with the following criteria and procedure :

- (1) A shareholder shall have one vote for one share.
- (2) Each shareholder must exercise all of the votes he or she has under 1, to elect one or several persons to be a director or directors and must not allot his or her votes 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 Shareholders' 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 Shareholders' Meeting to be exceeded in such election, the Chairman shall have a casting vote.

### **Directorial Term of Service**

#### *(A) Term Completion Retirement*

In accordance with Articles of Association Chapter 3 'The Board of Directors' No. 21 and the Company Charter, one-third of the directors have to retire from the post at each annual general meeting. In the case where the number of directors cannot be divided by three, the number of directors to retire is to be closest to one-third. During the first two years after the Company's registration, a lottery draw needs to be cast among company directors to identify the one-third directors who have to retire at each annual general meeting. After the first two years, the lottery draw is no longer needed as the longest-serving directors are asked to retire. Directors who retire from the post may be re-elected.

#### *(B) Non-Term Completion Retirement*

1. In accordance with Articles of Association Chapter 3 'The Board of Directors' No. 22 and Charter, directors are to be retired from the post (in a case other than completion of term) under the following circumstances :

- 1.1 Death
- 1.2. Resignation
- 1.3. Lack of required qualifications or having a prohibited character as specified by the law or company regulations
- 1.4. Being described as inappropriate or untrustworthy to manage a business the shares of which are held by the public, as per regulations specified by the Securities and Exchange Commission
- 1.5. Removal from office at the resolution of the shareholders meeting
- 1.6. Removal by court order

Once a post of director becomes vacant due to a reason other than completion of term, and that the remaining term is longer than two months, the Board of Directors is to select a qualified individual who is free of any prohibited characteristics as a replacement at the next Board of Directors meeting. The replacement member is to serve for only the remaining term of the director whom he/she replaces.

2. According to Articles of Association Chapter 3 'The Board of Directors' No. 25 the shareholders meeting may pass a resolution removing any director prematurely with at least three-fourths of the votes of present and eligible shareholders who have in total the number of shares of at least half of the shares held by present and eligible shareholders.

The Company has not fixed the maximum amount of director term as we believe that the ability to manage business and the expertise of each director are not dependent upon their age. Directors can remain in office for as long as they are committed to their duties as company directors and trusted by the Board of Directors and the shareholders. Ultimately, it is the authority of shareholders to elect individuals as directors to establish policies and act on their behalf.

**Directors' Ratio on behalf of Shareholders' Representative**

- None -

**Overseeing the operations of its subsidiaries and associates**

The Company has a policy of investment in subsidiaries and associates. By focusing on the business synergy, tracking the performance of their respective companies and regularly reporting to the Board. The Executive will consider the main business of those companies in order to send a skilled and expertise person to represent the company as an co-investor.

**Insider information usage control**

The Company has policies and procedures to control and handle the management not to use the internal information within the Company for their own benefit. Including securities trading, especially in the one month period before the financial statements will be publicized. The directors must submit a copy of holding statements delivering to the Stock Exchange everytime there is a change to the Company secretary to propose to the meeting of the Board of Directors.

**Audit Fee**

The Company and Subsidiaries paid audit fee to the Company's Auditor for the year 2013 as follows:

Far East DDB Plc.	Baht	440,000.00
Fame Line Co., Ltd.(Subsidiary)	Baht	145,000.00
Rapp Collins (Thailand) Co., Ltd. (Subsidiary)	Baht	93,000.00

**Non - Audit Fee**

- None -

**Compliance with good corporate governance principles in other matters**

The Company has complied with the principles of good corporate governance for listed companies according to the Stock Exchange requirements for other matters except those disclosed above.

- None -

## 9. SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

Far East DDB and participating clients continued its support for poor, rural schools in a project now entering its 7<sup>th</sup> year. In 2013, we focused on the importance of reading and its profound impact on education and development.

Under the concept “Far East DDB fills books with magic”, we invited our employees to donate and select books that strengthen the imagination in order to increase reading appeal and therefore engage students more and reinforce their education.

Besides the books, we also supplies other learning equipments such as AEC charts, map, nation flags, including rice and dried foods for lunch.

Wat Khong Pho school and Wat Khok Lamduan school, the small elementary schools in Nakhonnayok were selected for activities.

Main activities is held at Wat Klong Pho school;

- Organize the new library.
- Tale to the kindergarten pupils.
- Share AEC / ASEAN knowledge with the students.
- Entertain the students with fun games.
- Give lunch and ice cream to the students.
- Give stationery gift set all students.

For Wat Khok Lam Duan school, we bring them the magic box with full books, learning stuffs, stationery gift sets and also rice and dried foods for lunch as well.



OUR SPIRIT  
AS STRONG  
AS EVER  
THROUGH  
THE ROUGH YEAR



## 10. INTERNAL CONTROL AND RISK MANAGEMENT

The Board of Directors recognizes the importance of controlling systems in operations, finance, and code of business conduct by appointing an internal auditor to monitor and control those functions, including the computer system, to make recommendation for the most effective solutions with independence and counterbalance by reporting to the auditor's management for exchanges of opinions on facts and problems as well as prevention and improvement solutions before reporting to the auditing committee to conduct a meeting to exchange their views on audit and its result regularly.

The Board of Directors conducts risk management according to its character, type and category by evaluating the factors, internal and external, to find a solution to prevent, develop, improve and extend the result of risk management throughout the organization without any impact to its operation.

In the Board of Directors' Meeting No.191 (2/2014) held on February 27th, 2014, which 3 Audit Committee member attending, the Board assessed the Company's internal control system by obtaining information from the management. After reviewing five areas of internal controls, namely: (1) Organization and environment; (2) Risk management; (3) Management performance control; (4) The Information System and Data Communications; and (5) The monitoring and evaluation system, the Board came to the conclusion that the Company had a satisfactory internal control system as follows:

*1. Organization and Environment:* The organizational structure and the operational environment of our company allow the management to perform efficiently. We are able to help our employees appreciate the need for an internal control system; and, to establish definite business policies and goals fairly for employees, customers, partners, shareholders, the society and the environment. Our activities to achieve these goals are frequently reviewed to ensure consistency and suitability with present situation. Organizational structure, committee charters; and, the duties and the responsibilities of the President are established in writing in order to clearly define the authority of different company operations. Additionally, good corporate governance policy, business ethics and employee code of conduct are also established in writing to serve as operational guidelines for the directors, the executives and the employees. All of these written regulations and guidelines contribute to the efficiency of our internal control system, while a written financial transaction review and approval code is in place as well to prevent unjust or unauthorized use of company assets.

*2. Risk Management:* The establishment of risk management can help the Company with risk management system and institutional guidelines for lead in operations in the organization with honest. The management has regularly made assessment of the business risks, both internally and externally. The Company holds meeting with its management and employees on regular basis to communicate the situation and impact of the external risks influencing the Company's operations and measures to prevent and handle a risk that approach to the appropriate level and effectively without any effect to the operation of the Company.

*3. Management Performance Control:* The Company has set, in written form, the clear area of financial responsibilities and the authorized line of executives in every managerial level. The management shall audit, review and monitor the operating performance of all sectors. The transactions with major shareholders, directors, executive or an individual associated with the aforesaid parties, as well as, any such related transaction. The procedures detailed in the announcements of the Market Committee are observed. We review our performance on a monthly basis and ensure that the operation is consistent with the resolutions of shareholders' meeting and all relevant laws. Additionally, in order to ensure our compliance with applicable legal requirements at all times, we have required our employees to strictly and closely observe company regulations and relevant laws, especially in the areas of good



corporate governance principles, business ethics and employees code of conduct.

4. *The Information System and Data Communications:* The Company provides up-to-date information system and data communication for supporting the practice within and outside the organization effectively and continuous development. There is the department to collect, analyze and store it in Data Warehouse System of the Company for enhancing efficiency and effectiveness of the management throughout the organization. The working system is included of financial account, financial statement for the management, purchasing-outsourcing management, commissions, work in process management and human resources management. They all are integrated networking that can control and prevent of problems that caused by mistake. There is an evaluation and monitoring system to be effective and complied with the Company's policy. Thus, receiving information shall be correct, reliable and fast for assisting the Executives to get information on time. This allows information and knowledge can be decided quickly. The Company has measures to secure hardware, software and database system by using Firewall Program to prevent from hackers and Anti-virus Program. The copies of data back up has been stored in electronic media.

5. *Monitoring and Evaluation Systems:* The Company has a good evaluating and monitoring system to ensure that procedures and internal control activities are effective and respond to change appropriately and timely. It has also taken on the activity of monitoring by leaders to follow up on employees. In addition, the Company has had internal audit team to perform duties independently, and report the auditing results with opinions directly to the Company's Audit Committee.

ANS Audit Company Limited was the auditor of the Company's financial statements for 2013. The auditor reviewed Far East DDB's financial statements, result of operations and cash flow as of December 31, 2013 in accordance with generally accepted auditing standards and assessed effectiveness of the Company's internal controls in relation to such financial statements. The auditor reported that there is no significant error in the internal control system which will seriously affect the notes to the financial statements.

## 11. INTER – COMPANY TRANSACTIONS

In 2013, inter-company transactions of the Company were mostly advertising related trade account receivables, service incomes, and service fees among the Company, subsidiaries and associated companies. These transactions are considered part of the normal and fair course of business that the Company does with other parties in the industry. Service rates are in accordance with normal practice and are not set up in order to transfer the Company's benefits to related parties. As described in the notes to financial statements No.20.

As for other incomes and expenses which are related to assets or services to related parties, the company has asked the Company's Board of Directors for approval in the Board of Directors' Meeting No.181 (1/2013) at January 25<sup>th</sup>, 2013 as follows:

- The details of assets or services in part of Income were approved by Board of Directors to limit to 4,722,000.00 Baht.
- Directors who are related person do not attend the meeting and do not vote on the issues.

### **Policy and tendency of excuting inter-company transactions in the future**

The Company retains its existing policies for business conduct. Therefore, the manner of service-related advertising and other conducted transactions is still in conformity with the general business practice.

Inter-company transactions of the year 2013

## 1. The details of services

Companies	Relationship	Rental Income (Baht)	Parking Fee Income (Baht)	Consultancy Fee Income (Baht)
1. Fame Line Co., Ltd. (Subsidiary)	Co-Directors	2,318,400.00	97,200.00	210,000.00
2. Integrated Communication Co., Ltd. (Associated Company)	Co-Directors	1,245,700.00	12,000.00	180,000.00
3. Inter Continental Holding Co., Ltd. (Associated Company)	Co-Directors	48,000.00		
4. Pinnacle Travel Co., Ltd.	Co-Directors	60,000.00		
5. Chailadadol Co., Ltd.	Co-Directors	36,000.00		
6. Image First Co., Ltd.	Co-Directors	168,000.00		
7. Saha Pathanapibul Plc.	Co-Directors	185,401.75		
<b>Total</b>		<b>4,081,179.16</b>	<b>109,200.00</b>	<b>390,000.00</b>

### **Method for setting the price:**

- **Rental Income of immovable assets /Parking Fee Income:** use the market price which will depend on the location, condition and the use of assets.
- **Consultancy Fee Income:** calculate from cost plus the reasonable profit which depend on the difficulty and scope of service.

## 2. Purchasing rooms in Baan Thew Talay Cha-am – Hua Hin condominium

The Board of Directors' meeting No. 186 (6/2013) on August 14, 2013, a resolution was passed to allow the Company to purchase two units, with an area of 70.46 sq.m for each room, of Baan Thew Talay Cha-am – Hua Hin condominium in Phetchaburi from Issara United Co., Ltd. in an amount of totaling Baht 11,643,740.00 for the purpose of reception and the welfare of employees.

This is the Inter-Company Transactions on assets or service type. The volume of transaction is comply with the comparison between the compensation value and FE's net tangible asset as of June 30th, 2013 with resulting highest value at 1.40%. The related person not attended and not vote is Mr.Boonchai Chokwatana, the Chairman and President of Far East DDB Plc. and the Director of Issara United Co.,Ltd.

# ANALYSIS AND DESCRIPTION OF THE MANAGEMENT

## Analysis of Results of Operation

In 2013 Far East DDB Public Company Limited and its subsidiaries had total gross profit of Baht 307.47 million, a decreasing of Baht 64.40 million or 17.32 percent from 2012, as a result from lower total revenues from the rendering of services and commissions. Net profit of Baht 106.61 million, a decrease of Baht 16.59 million or 13.47 percent from the prior year.

## Total Revenues

Total revenues include revenues from the rendering of services and commissions, dividend income, other incomes and share of profits from investments using the equity method. For the year 2013, the Company and its subsidiaries reported total revenues of Baht 768.14 million, compared with Baht 772.64 million in 2012, which is Baht 4.50 million or 0.58 percent lower.

## Details are as follows:

### Revenue from rendering of services and commissions

In 2013, the Company and its subsidiaries earned revenues from the rendering of services and commissions amount of Baht 675.21 million comparing to Baht 689.36 million in 2012 which is Baht 14.15 million or decrease 2.05 percent lower than prior year. It was mainly resulted from total revenues from rendering of services and commissions of the Company had dropped significantly while the revenues from the rendering of services and commissions of the Subsidiaries reported a growth.

### Other Incomes

In 2013, other incomes consisted of cash discount, interest income, rental income and gain on disposal of assets amount of Baht 92.93 million, an increase from previous year by Baht 9.66 million or 11.60 percent. This resulted from an increase of share of profit from investment from the Subsidiaries.

### Share of profits from investments using the equity method

In 2013, the Company received a profit share from the investment in subsidiaries of Baht 40.68 million, increased by Baht 13.93 million or 52.06 percent from 2012. This resulted from the better performance of the subsidiaries.

### Dividend Income

In 2013, the Company earned dividend income of Baht 3.97 million, an increase of Baht 0.90 million or 29.27 percent from 2012.

## Total Expenses

Total expenses consisted of cost of services and commissions and selling and administrative expenses. In 2013, the Company and its subsidiaries reported total expenses of Baht 644.31 million, increased from previous year by Baht 23.52 million or 3.79 percent.

**Details are as follows:**

#### **Cost of services and commissions**

The Company and its subsidiaries had cost of rendering of services and commissions amount of Baht 367.74 million. An increase of Baht 50.24 million or 15.83 percent came from the higher revenue from the rendering of service and commissions of the Subsidiaries in year 2013.

#### **Selling and administrative expenses**

In 2013, the Company and its subsidiaries had total selling and administrative expenses of Baht 276.57 millions, a decrease of Baht 26.73 million or 8.81 percent. It was mainly because the Parent Company had less total selling and administrative expenses than 2012 by Baht 25.14 million or 12.14 percent from tighter expenses control policy.

#### **Profit After Tax**

The Company and its subsidiaries realized a net profit after tax for the year 2013 of Baht 106.61 million, a decreasing of Baht 16.59 million or 13.47 percent from the previous year.

- Net profit attributed to owners of the parent in 2013 was Baht 102.00 million, a decrease of Baht 15.63 million or 13.29 percent from 2012.
- Net profit attributed to non-controlling interests in 2013 was Baht 4.61 million, a decrease of Baht 0.96 million or 17.21 percent from 2012.

## **FINANCIAL POSITION**

#### **Assets**

The Company and its subsidiaries had total assets at the end of 2013 of Baht 1,262.13 million, a decrease of Baht 131.16 million or 9.41 percent from 2012. The assets mainly comprise of cash and cash equivalents, trade account receivables and current investments.

#### **Cash and Cash Equivalents**

The Company and its subsidiaries had cash and cash equivalents at the end of year 2013 of Baht 247.67 million, a decrease from previous year of Baht 30.16 million or 10.85 percent. It was according to the lower cash and cash equivalents of the Company, which was caused by the lower of Company's income compared to 2012.

#### **Trade Account Receivables**

The Company and its subsidiaries had trade account receivable in amount of Baht 245.73 million in 2013, a decrease of Baht 228.46 million or 48.18 percent from 2012, according to the decrease of the Company's income.

#### **Current Investments**

The Company and its subsidiaries had current investment at the end of 2013 amount of Baht 98.01 million, a decreased of Baht 35.14 million or 26.39 percent from 2012. It was because the Company has invested less in times deposits with financial institutions but more in an open-end mutual fund-debt instrument with financial institutions.

## Liabilities

The Company and its subsidiaries had total liabilities at the end of 2013 of Baht 348.25 million, a decrease of Baht 151.69 million or 30.34 percent from 2012. The Company and its subsidiaries had total trade account payables and other account payables of Baht 280.49 million, a decrease from 2012 of Baht 140.51 million or 33.38 percent.

The decrease in trade account payables was resulted from the lower of the Company's income and the Company's policy to pay media suppliers in advance in order to get cash discounts.

## Corporate Income Tax Payable

In 2013, the Company and its subsidiaries had Baht 8.77 million or 85.46 percent lower income tax payable than 2012. It was resulted from lower total revenue of The Company and the change of corporate income tax rate from 23% to 20%.

\*\*Other Account Payable attributed to employee and employee benefits decreased by Baht 20.24 million or 43.87 percent from the prior year, which resulted from the lower performance of the Company and less remuneration paid to employees in form of bonus.

The Company and its subsidiaries had non-current liabilities at the end of 2013 amount of Baht 66.27 million, a decrease from 2012 of Baht 2.41 million or 3.51 percent, which resulted from the lower deferred income tax payable.

## Shareholder's Equity

The Company and its subsidiaries had shareholder's equity at the end of 2013 amount of Baht 913.87 million, increased from 2012 of Baht 20.53 million or 2.30 percent. This was the result of the Company's performance and the higher performance of the Subsidiaries.

# CASH FLOW STATEMENT ANALYSIS

The consolidated statement of cash flow for the year ended December 31, 2013 is summarized below:

	(Unit : million Baht)
Cash and cash equivalents as of December 31, 2012	277.82
Net Change in cash due to	
Operating activities	135.72
Investment activities	(105.87)
Financial activities	<u>(60.00)</u>
Net Change in cash and cash equivalents	<u>(30.16)</u>
Cash and Cash equivalents as of December 31, 2013	<u>247.66</u>

Cash and cash equivalents decreased of 10.86 percent from Baht 277.82 million at the end of 2012 to Baht 247.67 million at the end of 2013. The main reasons for the decrease in cash position were as follows:

- Decrease of trade accounts receivable and other accounts receivable by Baht 227.62 million.
- Decrease of trade accounts payable and other accounts payable by Baht 139.46 million
- Decrease of current investment by Baht 35.14 million.

## REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE COMPANY'S FINANCIAL STATEMENTS

The Company's Financial Statements have been compiled in line with the policies of the Board of Directors and in accordance with generally accepted accounting principles. The Company's accounting records were carefully kept and discretion was applied in the preparation of the Financial Statements to accurately reflect the financial position and performance of the Company.

The Board of Directors recognizes the importance of the quality of the Financial Statements. A review of the financial data and sufficient additional information is provided in the Notes to the Financial Statements and the accompanying Explanation and Analysis Report for the benefit of shareholders and investors who seek access to these.

To ensure the quality of the Financial Statements an Audit Committee was established, comprising independent and non-executive directors. Their comments are shown in the Audit Committee's Report included in this Annual Report.

The Company's efficient administrative structure, internal auditing system, and results of the certified auditors have made the Board of Directors confident that the Financial Statements of the Company dated December 31, 2013 show an essentially accurate picture of its financial position, performance and cash flow, in accordance with generally accepted accounting principles.



(Mr. Boonchai Chokwatana)  
Chairman



(Mrs. Chailada Tantivejakul)  
Managing Director

**FINANCIAL STATEMENTS AND AUDITOR'S REPORT  
FAR EAST DDB PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
FOR THE YEAR ENDED DECEMBER 31, 2013**

# Auditor's Report

## **To the Shareholders and the Board of Directors of Far East DDB Public Company Limited :**

I have audited the accompanying consolidated and separate financial statements of Far East DDB Public Company Limited and its subsidiaries, and of Far East DDB Public Company Limited, respectively, which comprise the consolidated and separate statements of financial position as at December 31, 2013, the consolidated and separate statements of comprehensive income, of changes in shareholders' equity and of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

### **Opinion**

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the consolidated and separate financial position as at December 31, 2013 and the consolidated and separate financial performance and cash flows for the year then ended of Far East DDB Public Company Limited and its subsidiaries, and of Far East DDB Public Company Limited, respectively, in accordance with Thai Financial Reporting Standards.



**Emphasis of Matter**

As explained in the Note 2 to the financial statements, during the year ended December 31, 2013, the Company and its subsidiaries have adopted new and revised Thai Financial Reporting Standards, which are issued by the Federation of Accounting Professions and effective for the financial statements for the year beginning on or after January 1, 2013, for the preparation and presentation of these financial statements. The consolidated and separate financial statements for the year ended December 31, 2012 and the consolidated and separate statements of financial position as at January 1, 2012, which have been presented herewith for comparative information have been restated for the effects of the adoption of new and revised Thai Financial Reporting Standards. My opinion is not qualified in respect of this matter.

**Other Matter**

The consolidated financial statements of Far East DDB Public Company Limited and its subsidiaries and the separate financial statements of Far East DDB Public Company Limited for the year ended December 31, 2012 (before restated) and the consolidated and separate statements of financial position as at January 1, 2012 (before restated), were audited by another auditor of our office whose report dated February 27, 2013 and February 28, 2012 respectively, expressed an unqualified opinion.

**(Atipong Atipongsakul)**

Certified Public Accountant

Registration Number 3500

ANS Audit Company Limited

Bangkok, February 27, 2014

# FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

### AS AT DECEMBER 31, 2013

		Unit : Baht					
		Consolidated financial statements			Separate financial statements		
		December 31, 2013	December 31, 2012	January 1, 2012	December 31, 2013	December 31, 2012	January 1, 2012
Notes			"Restated"	"Restated"		"Restated"	"Restated"
<b>ASSETS</b>							
Current Assets							
Cash and cash equivalents	4	247,666,954.68	277,824,975.02	78,719,913.94	106,984,329.69	111,838,051.51	24,661,744.53
Current investments - net	5	98,006,529.58	133,148,624.25	273,793,155.44	98,006,529.58	133,148,624.25	193,793,155.44
Trade and other receivables - net	6, 20	245,734,879.38	474,191,839.78	455,284,788.45	137,427,178.16	298,588,542.90	339,884,334.06
Unbilled contract revenue		23,216,002.54	17,135,066.62	1,236,132.57	2,110,606.78	4,937,656.32	1,181,198.92
Total Current Assets		614,624,366.18	902,300,505.67	809,033,990.40	344,528,644.21	548,512,874.98	559,520,432.95
Non-Current Assets							
Pledged deposit at financial institution	19.1	15,500,000.00	5,513,500.00	5,998,021.00	12,000,000.00	4,876,500.00	3,998,021.00
Investments in associated companies - net	7	128,430,278.45	98,590,731.19	81,573,264.69	12,325,137.31	12,063,132.07	12,063,132.07
Investments in subsidiary companies - net	8	-	-	-	3,459,400.00	3,459,400.00	3,459,400.00
Other long-term investments - net	9	297,464,766.33	175,423,551.75	121,575,642.78	247,666,142.91	175,423,551.75	121,575,642.78
Property, plant and equipment - net	10	186,508,451.26	195,571,153.68	199,220,026.10	178,653,099.32	183,401,468.04	182,565,629.86
Deferred tax assets	2, 11	15,849,390.48	15,647,533.06	14,751,102.26	12,606,965.77	12,477,403.27	11,823,716.47
Withholding tax refunded		3,521,883.27	-	-	3,247,616.98	-	-
Other non-current assets		225,881.62	233,881.62	229,612.46	102,376.64	102,376.64	102,376.64
Total Non-Current Assets		647,500,651.41	490,980,351.30	423,347,669.29	470,060,738.93	391,803,831.77	335,587,918.82
<b>Total Assets</b>		<b>1,262,125,017.59</b>	<b>1,393,280,856.97</b>	<b>1,232,381,659.69</b>	<b>814,589,383.14</b>	<b>940,316,706.75</b>	<b>895,108,351.77</b>

The accompanying notes are an integral part of the financial statements.

**FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2013**

		Unit : Baht					
		Consolidated financial statements			Separate financial statements		
		December 31, 2013	December 31, 2012	January 1, 2012	December 31, 2013	December 31, 2012	January 1, 2012
Notes			"Restated"	"Restated"		"Restated"	"Restated"
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>							
Current Liabilities							
Trade and other payables	12, 20	280,492,253.92	421,005,156.95	343,518,216.83	132,541,659.17	230,641,651.73	231,642,145.26
Current income tax payables	11, 18	1,493,015.30	10,262,400.48	18,615,281.18	-	6,296,058.99	12,727,920.40
Total Current Liabilities		281,985,269.22	431,267,557.43	362,133,498.01	132,541,659.17	236,937,710.72	244,370,065.66
Non-Current Liabilities							
Deferred tax liabilities	2, 11	19,534,757.62	24,933,406.09	17,767,175.52	18,840,720.95	24,374,404.82	17,439,902.83
Employee benefit obligations	13	46,525,147.00	43,534,120.00	39,676,567.00	34,107,313.00	31,276,384.00	28,632,551.00
Other non-current liabilities	20	206,000.00	206,000.00	206,000.00	388,500.00	495,500.00	495,500.00
Total Non-Current Liabilities		66,265,904.62	68,673,526.09	57,649,742.52	53,336,533.95	56,146,288.82	46,567,953.83
Total Liabilities		348,251,173.84	499,941,083.52	419,783,240.53	185,878,193.12	293,083,999.54	290,938,019.49
Shareholders' Equity							
Share capital							
Authorized share capital							
Common shares 7,500,000 shares, Baht 10 par value		75,000,000.00	75,000,000.00	75,000,000.00	75,000,000.00	75,000,000.00	75,000,000.00
Issued and paid-up share capital							
Common shares 7,500,000 shares, Baht 10 par value		75,000,000.00	75,000,000.00	75,000,000.00	75,000,000.00	75,000,000.00	75,000,000.00
Premium on common shares		95,000,000.00	95,000,000.00	95,000,000.00	95,000,000.00	95,000,000.00	95,000,000.00
Retained earnings							
Appropriated							
Legal reserve	14	7,500,000.00	7,500,000.00	7,500,000.00	7,500,000.00	7,500,000.00	7,500,000.00
Unappropriated	2, 15	638,063,264.39	596,061,076.81	545,925,184.30	375,848,306.20	372,235,087.92	356,910,720.97
Other components of shareholders' equity	2	75,223,555.40	97,497,619.29	69,759,611.31	75,362,883.82	97,497,619.29	69,759,611.31
Total equity attributable to equity holders of the Company		890,786,819.79	871,058,696.10	793,184,795.61	628,711,190.02	647,232,707.21	604,170,332.28
Non-controlling interests	2	23,087,023.96	22,281,077.35	19,413,623.55	-	-	-
Total Shareholders' Equity		913,873,843.75	893,339,773.45	812,598,419.16	628,711,190.02	647,232,707.21	604,170,332.28
<b>Total Liabilities and Shareholders' Equity</b>		<b>1,262,125,017.59</b>	<b>1,393,280,856.97</b>	<b>1,232,381,659.69</b>	<b>814,589,383.14</b>	<b>940,316,706.75</b>	<b>895,108,351.77</b>

The accompanying notes are an integral part of the financial statements.

# FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF COMPREHENSIVE INCOME

### FOR THE YEAR ENDED DECEMBER 31, 2013

Unit : Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2013	2012 "Restated"	2013	2012 "Restated"
	3				
Revenue from rendering of services and commissions	20	675,205,636.25	689,364,454.78	364,662,616.12	434,841,123.07
Cost of services and commissions	17, 20	(367,737,558.20)	(317,493,582.16)	(177,493,922.19)	(190,519,422.67)
<b>Gross profit</b>		<b>307,468,078.05</b>	<b>371,870,872.62</b>	<b>187,168,693.93</b>	<b>244,321,700.40</b>
Dividend incomes	7, 8	3,969,156.45	3,070,514.15	39,284,924.45	30,100,818.15
Other incomes	16, 20	48,286,512.69	53,450,226.26	26,223,946.26	31,898,471.04
Profit before expenses		359,723,747.19	428,391,613.03	252,677,564.64	306,320,989.59
Services and administrative expenses	17, 20	(276,572,523.24)	(303,297,688.58)	(181,959,382.47)	(207,095,546.56)
Share of profit of associates	2, 7	40,677,510.02	26,750,770.50	-	-
Profit before income tax expense		123,828,733.97	151,844,694.95	70,718,182.17	99,225,443.03
Income tax expense	2, 11, 18	(17,214,626.94)	(28,638,348.64)	(7,104,963.89)	(16,401,076.08)
<b>Profit for the years</b>		<b>106,614,107.03</b>	<b>123,206,346.31</b>	<b>63,613,218.28</b>	<b>82,824,366.95</b>
Other comprehensive income:					
Gain (loss) on remeasuring available-for-sale investments	9	(27,869,795.92)	34,672,509.97	(27,668,419.34)	34,672,509.97
Income tax relating to each component of other comprehensive income		5,573,959.19	(6,934,501.99)	5,533,683.87	(6,934,501.99)
Other comprehensive income (loss) for the years		(22,295,836.73)	27,738,007.98	(22,134,735.47)	27,738,007.98
<b>Total comprehensive income for the years</b>		<b>84,318,270.30</b>	<b>150,944,354.29</b>	<b>41,478,482.81</b>	<b>110,562,374.93</b>
Profit attributable to					
Equity holders of the Company		102,002,187.58	117,635,892.51	63,613,218.28	82,824,366.95
Non-controlling interests		4,611,919.45	5,570,453.80	-	-
		<b>106,614,107.03</b>	<b>123,206,346.31</b>	<b>63,613,218.28</b>	<b>82,824,366.95</b>
Total comprehensive income attributable to					
Equity holders of the Company		79,728,123.69	145,373,900.49	41,478,482.81	110,562,374.93
Non-controlling interests		4,590,146.61	5,570,453.80	-	-
		<b>84,318,270.30</b>	<b>150,944,354.29</b>	<b>41,478,482.81</b>	<b>110,562,374.93</b>
Earnings per share	3				
Basic earnings per share					
Profit attributable to equity holders of the Company (Baht)		13.60	15.68	8.48	11.04
Weighted average number of ordinary shares (shares)		7,500,000.00	7,500,000.00	7,500,000.00	7,500,000.00

The accompanying notes are an integral part of the financial statements.

# FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

### FOR THE YEAR ENDED DECEMBER 31, 2013

Unit : Baht								
Consolidated financial statements								
Equity attributable to equity holders of the Company								
Notes	Share capital Issued and paid-up	Premium on common shares	Retained earnings		Other components of shareholders' equity		Non-controlling interests	Total Shareholders' Equity
			Appropriated to legal reserve	Unappropriated	Other comprehensive income Available-for-sale investments	Total		
Balance at January 1, 2013 before restated	75,000,000.00	95,000,000.00	7,500,000.00	579,414,094.94	121,872,024.11	878,786,119.05	21,839,106.37	900,625,225.42
Effects of changes in accounting policies	2	-	-	16,646,981.87	(24,374,404.82)	(7,727,422.95)	441,970.98	(7,285,451.97)
Balance at January 1, 2013 after restated	75,000,000.00	95,000,000.00	7,500,000.00	596,061,076.81	97,497,619.29	871,058,696.10	22,281,077.35	893,339,773.45
Changes in shareholders' equity for the year :								
Dividend	15	-	-	(60,000,000.00)	-	(60,000,000.00)	(3,784,200.00)	(63,784,200.00)
Total comprehensive income (loss) for the year		-	-	102,002,187.58	(22,274,063.89)	79,728,123.69	4,590,146.61	84,318,270.30
Balance at December 31, 2013	75,000,000.00	95,000,000.00	7,500,000.00	638,063,264.39	75,223,555.40	890,786,819.79	23,087,023.96	913,873,843.75
Balance at January 1, 2012 before restated	75,000,000.00	95,000,000.00	7,500,000.00	530,405,318.41	87,199,514.14	795,104,832.55	18,986,529.47	814,091,362.02
Effects of changes in accounting policies	2	-	-	15,519,865.89	(17,439,902.83)	(1,920,036.94)	427,094.08	(1,492,942.86)
Balance at January 1, 2012 after restated	75,000,000.00	95,000,000.00	7,500,000.00	545,925,184.30	69,759,611.31	793,184,795.61	19,413,623.55	812,598,419.16
Changes in shareholders' equity for the year :								
Dividend	15	-	-	(67,500,000.00)	-	(67,500,000.00)	(2,703,000.00)	(70,203,000.00)
Total comprehensive income for the year		-	-	117,635,892.51	27,738,007.98	145,373,900.49	5,570,453.80	150,944,354.29
Balance at December 31, 2012	75,000,000.00	95,000,000.00	7,500,000.00	596,061,076.81	97,497,619.29	871,058,696.10	22,281,077.35	893,339,773.45

The accompanying notes are an integral part of the financial statements.

**FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED DECEMBER 31, 2013**

		Unit : Baht					
		Separate financial statements					
				Retained earnings		Other components of shareholders' equity	Total
		Share capital	Premium on	Appropriated		Other comprehensive income	Shareholders'
Notes		Issued and paid-up	common shares	to legal reserve	Unappropriated	Available-for-sale investments	Equity
Balance at January 1, 2013 before restated		75,000,000.00	95,000,000.00	7,500,000.00	359,757,684.65	121,872,024.11	659,129,708.76
Effects of changes in accounting policies	2	-	-	-	12,477,403.27	(24,374,404.82)	(11,897,001.55)
Balance at January 1, 2013 after restated		75,000,000.00	95,000,000.00	7,500,000.00	372,235,087.92	97,497,619.29	647,232,707.21
Changes in shareholders' equity for the year :							
Dividend	15	-	-	-	(60,000,000.00)	-	(60,000,000.00)
Total comprehensive income (loss) for the year		-	-	-	63,613,218.28	(22,134,735.47)	41,478,482.81
Balance at December 31, 2013		<u>75,000,000.00</u>	<u>95,000,000.00</u>	<u>7,500,000.00</u>	<u>375,848,306.20</u>	<u>75,362,883.82</u>	<u>628,711,190.02</u>
Balance at January 1, 2012 before restated		75,000,000.00	95,000,000.00	7,500,000.00	345,087,004.50	87,199,514.14	609,786,518.64
Effects of changes in accounting policies	2	-	-	-	11,823,716.47	(17,439,902.83)	(5,616,186.36)
Balance at January 1, 2012 after restated		75,000,000.00	95,000,000.00	7,500,000.00	356,910,720.97	69,759,611.31	604,170,332.28
Changes in shareholders' equity for the year :							
Dividend	15	-	-	-	(67,500,000.00)	-	(67,500,000.00)
Total comprehensive income for the year		-	-	-	82,824,366.95	27,738,007.98	110,562,374.93
Balance at December 31, 2012		<u>75,000,000.00</u>	<u>95,000,000.00</u>	<u>7,500,000.00</u>	<u>372,235,087.92</u>	<u>97,497,619.29</u>	<u>647,232,707.21</u>

*The accompanying notes are an integral part of the financial statements.*

**FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2013**

	Unit : Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012 "Restated"	2013	2012
<b>Cash flows from operating activities:</b>				
Profit before income tax expenses	123,828,733.97	151,844,694.95	70,718,182.17	99,225,443.03
Adjustments to reconcile profit before income tax expense				
to net cash provided by (used in) operating activities				
Depreciation	13,542,434.51	14,606,518.05	8,336,602.75	9,120,817.87
Share of profit of associates	(40,677,510.02)	(26,750,770.50)	-	-
Estimation of employee benefit obligations	4,026,029.00	3,857,553.00	2,830,929.00	2,643,833.00
Loss on impairment of other long-term investment	416,813.50	824,601.00	416,813.50	824,601.00
Gain on sales of other long-term investments	(2,800,264.60)	(100,800.00)	(2,800,264.60)	(100,800.00)
(Gain) loss on disposal of equipment	32,448.45	(2,860,176.58)	50,530.76	(944,293.73)
Gain on exchange rate	(56,068.24)	(247,313.91)	(56,068.24)	(240,153.17)
Dividend income from subsidiary and associated company	-	-	(35,315,768.00)	(27,030,304.00)
Dividend income from other long-term investments	(3,969,156.45)	(3,070,514.15)	(3,969,156.45)	(3,070,514.15)
Profit from operations before changes of operating				
assets and liabilities	94,343,460.12	138,103,791.86	40,211,800.89	80,428,629.85
Change in operating assets (increase) decrease				
Trade and other receivables	227,615,398.59	(18,284,671.13)	161,217,432.98	41,636,744.33
Unbilled contract revenue	(6,080,935.92)	(15,898,934.05)	2,827,049.54	(3,756,457.40)
Pledged deposit at financial institution	(9,986,500.00)	484,521.00	(7,123,500.00)	(878,479.00)
Withholding tax refunded	(3,521,883.27)	-	(3,247,616.98)	-
Other non-current assets	8,000.00	(4,269.16)	-	-

*The accompanying notes are an integral part of the financial statements.*

**FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEAR ENDED DECEMBER 31, 2013**

	Unit : Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012 "Restated"	2013	2012
Change in operating liabilities increase (decrease)				
Trade and other payables	(139,461,364.99)	77,404,060.12	(98,099,992.56)	(1,083,373.53)
Payment for employee benefit obligations	(1,035,002.00)	-	-	-
Other non-current assets	-	-	(107,000.00)	-
Cash provided by operating activities	161,881,172.53	181,804,498.64	95,678,173.87	116,347,064.25
Income tax paid	(26,164,466.81)	(37,930,197.85)	(13,530,585.38)	(23,486,624.29)
Net cash provided by operating activities	135,716,705.72	143,874,300.79	82,147,588.49	92,860,439.96
<b>Cash flows from investing activities</b>				
Current investment decreased	35,142,094.67	140,644,531.19	35,142,094.67	60,644,531.19
Acquisition of additional capital shares in associated companies	(262,005.24)	-	(262,005.24)	-
Acquisitions of other long-term investment	(152,177,254.00)	(20,000,000.00)	(102,177,254.00)	(20,000,000.00)
Proceeds on sales of other long-term investment	4,649,694.60	-	4,649,694.60	-
Dividend income from subsidiary and associated companies	11,099,968.00	9,733,304.00	35,315,768.00	27,030,304.00
Dividend income from other long-term investments	3,969,156.45	3,070,514.15	3,969,156.45	3,070,514.15
Acquisition of equipment	(4,600,217.95)	(11,001,037.64)	(3,708,577.89)	(10,000,043.06)
Proceeds on sales of equipment	88,037.41	2,986,448.59	69,813.10	1,070,560.74
Dividend payment for non-controlling interests	(3,784,200.00)	(2,703,000.00)	-	-
Net cash provided by (used in) investing activities	(105,874,726.06)	122,730,760.29	(27,001,310.31)	61,815,867.02
<b>Cash flow from financing activities</b>				
Dividend payments	(60,000,000.00)	(67,500,000.00)	(60,000,000.00)	(67,500,000.00)
Net cash used in financing activities	(60,000,000.00)	(67,500,000.00)	(60,000,000.00)	(67,500,000.00)
Net increase (decrease) in cash and cash equivalents	(30,158,020.34)	199,105,061.08	(4,853,721.82)	87,176,306.98
Cash and cash equivalents at beginning of the years	277,824,975.02	78,719,913.94	111,838,051.51	24,661,744.53
Cash and cash equivalents at end of the years	247,666,954.68	277,824,975.02	106,984,329.69	111,838,051.51

*The accompanying notes are an integral part of the financial statements.*



# **FAR EAST DDB PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **AS AT DECEMBER 31, 2013**

#### **1. GENERAL INFORMATION**

Far East DDB Public Company Limited (“the Company”) was registered in Thailand in accordance with the provision of the Civil and Commercial Code on February 12, 1964 and converted to be a Public Company on May 12, 1994. Its office is located at 465/1-467 Sri Ayudhya Road, Thungphayathai, Ratchathewi, Bangkok.

The Company’s main businesses are as an advertising agent or broker, and in production and advertising related services. Fame Line Company Limited was registered on January 25, 1989. Its main businesses are as an advertising agent or broker, and in production and advertising related services.

Rapp Collins (Thailand) Company Limited was registered on March 14, 2003. Its main businesses are as an advertising agent or broker, and in production and advertising related services.

#### **2. BASIS FOR PRESENTATION OF THE FINANCIAL STATEMENTS**

The accompanying financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) in conformity with generally accepted accounting principles in Thailand and applicable rules and regulations of the Securities and Exchange Commission.

The presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development dated September 28, 2011, issued under the Accounting Act B.E. 2543.

The accompanying financial statements have been prepared in the Thai language and expressed in Thai Baht. Such financial statements have been prepared for domestic reporting purposes. For the convenience of the readers not conversant with the Thai language, an English version of the financial statements has been provided by translating from the Thai version of the financial statements.

The preparation of the financial statements in conformity with Thai Financial Reporting Standards (“TFRS”) requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

The consolidated financial statements related to the Company and its subsidiaries (together referred to as the “Group”) and the Company’s interest in the associate. Details of the Company’s subsidiaries were as follows:

Subsidiaries	Business Type	Ownership interest (%)
Fame Line Company Limited	Advertising Agency	86.48
Rapp Collins (Thailand) Co., Ltd.	Advertising Agency	52.00

Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

The subsidiaries’ financial statements are prepared using the same significant accounting policies as the Company.

Significant intercompany transactions and balances between the Company and the subsidiaries have been eliminated.

### Adoption of new and revised TFRS

The Federation of Accounting Professions issued Thai Accounting Standards (“TAS”), Thai Financial Reporting Standard (“TFRS”), Thai Interpretations (“TI”) and Accounting Guidance which are effective for fiscal years beginning on or after January 1, 2013 as follows:

#### TAS/TFRS/TI/FAP’s Announcement

	Topic
TAS 12	Income Taxes
TAS 20 (revised 2009)	Accounting for Government Grants and Disclosures of Government Assistance
TAS 21 (revised 2009)	The Effects of Changes in Foreign Exchange Rate
TFRS 8	Operating Segments
TI 10	Government Assistance – No Specific Relation to Operating Activities
TI 21	Income Taxes – Recovery of Revalued Non-Depreciable Assets
TI 25	Income Taxes – Changes in the Tax Status of an Enterprise or its Shareholders
No. 34/2555	Accounting Guidance for Transfer and Transferred of Financial Assets

In the year 2013, the Group has adopted new and revised TFRS which are effective for the financial statements for the period beginning on or after January 1, 2013. Such transition affected the Group's overall financial position and financial performance as follows:

### **Thai Accounting Standard (TAS) No. 12 – Income taxes**

The main change introduced by TAS 12 is the requirement to account for deferred tax assets and liabilities in the Group's financial statements. Deferred tax assets and liabilities are the amounts of income taxes recoverable and payable, respectively, in future periods in respect of temporary differences between the carrying amount of the assets or liabilities in the statement of financial position and the amount attributed to that assets or liabilities for tax purposes; and the carry forward of unused tax losses.

The Group adopted TAS 12 with effective from January 1, 2013. The effects of the change were recognized retrospectively in the financial statements and the statement of financial position as at December 31, 2012 and January 1, 2012 and the statement of comprehensive income for the year ended December 31, 2012 were adjusted accordingly. The management estimates that the impact on the financial statements as follows:

	Unit : Thousand Baht					
	Consolidated financial statements			Separate financial statements		
	December 31, 2013	December 31, 2012	January 1, 2012	December 31, 2013	December 31, 2012	January 1, 2012
<b>The statements of financial position</b>						
Investments in associated companies	2,383	2,000	1,523	-	-	-
Increase in deferred tax assets	15,849	15,648	14,751	12,607	12,477	11,824
Increase in deferred tax liabilities	(19,535)	(24,933)	(17,767)	(18,840)	(24,374)	(17,440)
Decrease in shareholders' equity	(1,303)	(7,285)	(1,493)	(6,233)	(11,897)	(5,616)
Increase in retained earnings	17,134	16,647	15,520	12,607	12,477	11,824
Decrease in other components of shareholders' equity	(18,806)	(24,374)	(17,440)	(18,840)	(24,374)	(17,440)
Increase in non-controlling interest	369	442	427	-	-	-
Decrease in shareholders' equity	(1,303)	(7,285)	(1,493)	(6,233)	(11,897)	(5,616)

Unit : Thousand Baht

For the years ended December 31

	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
<b>The statements of comprehensive income</b>				
Increase share of profit of associates	383	477	-	-
Decrease in income tax expenses	(25)	(665)	(130)	(654)
Increase in profit for the years	408	1,142	130	654
Increase in basic earnings per share				
(Baht per share)	0.05	0.15	0.02	0.09
Income tax relating to each component of other comprehensive income	5,574	(6,934)	5,534	(6,934)

#### New and revised Thai Financial Reporting Standards not yet effective

The Group has not yet adopted the new and revised Thai Financial Reporting Standards as follows:

- a) Thai Accounting Standards (“TAS”), Thai Financial Reporting Standards (“TFRS”), Thai Financial Reporting Interpretation (“TFRI”) and Thai Interpretation (“TI”) which are effective for the financial statements for the period beginning on or after January 1, 2014 as follows:

#### TAS/TFRS/TFRI/TI

TAS 1 (revised 2012)

TAS 7 (revised 2012)

TAS 12 (revised 2012)

TAS 17 (revised 2012)

TAS 18 (revised 2012)

TAS 19 (revised 2012)

TAS 21 (revised 2012)

TAS 24 (revised 2012)

TAS 28 (revised 2012)

TAS 31 (revised 2012)

TAS 34 (revised 2012)

TAS 36 (revised 2012)

TAS 38 (revised 2012)

TFRS 2 (revised 2012)

#### Topic

Presentation of Financial Statements

Statement of Cash Flows

Income Taxes

Leases

Revenue

Employee Benefits

The Effects of Changes in Foreign Exchange Rate

Related Party Disclosures

Investments in Associates

Interests in Joint Venture

Interim Financial Reporting

Impairment of Assets

Intangible assets

Share-based Payment

**TAS/TFRS/TFRI/TI**

TFRS 3 (revised 2012)

TFRS 5 (revised 2012)

TFRS 8 (revised 2012)

TFRI 1

TFRI 4

TFRI 5

TFRI 7

TFRI 10

TFRI 12

TFRI 13

TFRI 17

TFRI 18

TI 15

TI 27

TI 29

TI 32

**Topic**

Business Combinations

Non-current Assets Held for Sale and Discontinued Operations

Operating Segments

Changes in Existing Decommissioning, Restoration and Similar Liabilities

Determining whether an Arrangement contains a Lease

Rights to Interests arising from Decommission, Restoration and Environmental Rehabilitation Funds

Applying the Restatement Approach under TAS 29

Financial Reporting in Hyperinflationary Economies

Interim Financial Reporting and Impairment

Service Concession Arrangements

Customer Loyalty Programmes

Distributions of Non-cash Assets to Owners

Transfers of Assets from Customers

Operating Leases-Incentives

Evaluating the Substance of Transactions Involving the Legal Form of a Lease

Disclosure-Service Concession Arrangements

Intangible Assets-Web Site Costs

The management of the Group is assessing the impacts of these standard, interpretations on the financial statements for the year in which they are initially applied.

- b) Thai Financial Reporting Standard (TFRS) which is effective for the financial statements for the year beginning on or after January 1, 2016 as follows:

**TFRS**

TFRS No. 4

**Topic**

Insurance Contracts

The management of the Group is assessing the impacts of this standard on the financial statements for the year in which they are initially applied.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Revenues and Expenses Recognition**

Revenues and costs from the rendering of services in advertising agent or broker are recognized on an accrual basis.

Revenues and costs from the rendering of services in production are recognized by reference to the stage of completion.

Discount received are recognized on a cash basis.

Other incomes and expenses are accounted on an accrual basis.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, cheques in transit and deposits at bank and fixed deposit with maturity period not over than 3 months except for cash at banks held as collateral.

#### **Current Investments**

Current investments comprise of fixed deposits at financial institutions, marketable equity securities and open - end fund.

Current investments in marketable equity securities and open - end fund, which are classified as trading securities, are stated at fair value. The fair value of investments in unit funds is computed by using the net asset value of the units fund at the end of the year. The revaluations of trading securities are accounted for as the net unrealized gains or losses in the statement of comprehensive income.

Current investments disposed are computed by the weighted average method.

#### **Trade Receivable**

Trade receivables are stated at cost net of allowance for doubtful accounts. Allowance for doubtful accounts is an estimate of those amounts which may prove to be uncollectible based on a review of the current status of existing accounts receivables.

#### **Unbilled Contract Revenue**

Unbilled contract revenue, representing revenue on unbilled cost of rendering of services, is stated at contracted amount.

#### **Investments - in subsidiaries and associated companies**

Investments in subsidiaries and associated companies in the separate financial statements are accounted for by using the cost method net from impairment of investments.

Investments in associated companies in the consolidated financial statements are accounted for by using the equity method.

#### **Other Long-term Investments**

Long-term investments comprise of marketable equity securities, non-marketable equity securities and held-to-maturity debt securities.

Long-term investments in marketable equity securities, which are classified as available-for-sale securities, are stated at fair value. The revaluations of available-for-sale securities are recognized in other comprehensive income. Available-for-sale securities, which are impaired, are stated at cost less allowance for impairment of investments.

Long-term investments in non-marketable equity securities, which are classified as general investment, are stated at cost less allowance for impairment of investments.

Long-term investments in debt securities, which are classified as held-to-maturity securities, are stated at amortized cost.

### **Property, Plant and Equipment and Depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is computed by the straight-line method based on the estimated useful lives of the assets of 20 years for buildings and 5 years for building improvements, equipment and vehicles.

No depreciation is provided on the Group' land and assets under installation.

### **Impairment**

The Group assesses at the end of each year whether there is any indication that an asset may be impaired. If any such indication exists, the Group will estimate the recoverable amount of the asset. If the carrying amount of an asset exceeds its recoverable amount, the Group will recognize the impairment loss as an expense in the statement of comprehensive income.

### **Employee benefits**

Short-term benefits

The Group recognizes salaries, wages, bonus and social security contribution as expenses on an accrual basis.

Post-employment benefits – defined benefit plan

The employee benefit obligations in relation to the severance payment under the labor law are recognized as a charge to results of operations over the employee's service period. It is calculated by the estimation of the amount of future benefit to be earned by the employee in return for the service provided to the Group through the service period up to the retirement age and the amount is discounted to determine the present value. The reference discount rate is the yield rate of government bonds as at the reporting date. The calculation is based on the actuarial technique using the Projected Unit Credit Method.

When the actuarial assumptions are changed, the Group recognized actuarial gains or losses in the statement of comprehensive income for the period in which they arise.

### **Income tax**

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised directly in shareholders' equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of reporting period date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of reporting period date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change their judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at the end of reporting period date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### **Basic earnings per share**

Basic earnings per share are computed by dividing profit for the year by the weighted average number of common shares outstanding during the year.

## **4. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents as at December 31, 2013 and 2012 are as follow:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Cash on hand	89	51	56	23
Deposits at banks - current accounts	900	239	251	8
- savings accounts	54,013	83,760	11,776	28,284
Fixed deposits not over 3 months	192,665	193,775	94,901	83,523
Total cash and cash equivalents	247,667	277,825	106,984	111,838



## 5. CURRENT INVESTMENTS

Current investments as at December 31, 2013 and 2012 consisted of:

	Unit : Thousand Baht				Interest Rate	
	Consolidated financial statements		Separate financial statements		% per annum	
	2013	2012	2013	2012	2013	2012
Fixed deposits at						
Financial institutions	82,736	133,149	82,736	133,149	1.75 - 3.40	3.00 - 3.75
Open-end Fund-Debt securities - net	15,271	-	15,271	-		
Total current investment - net	98,007	133,149	98,007	133,149		

## 6. TRADE AND OTHER RECEIVABLES – NET

Trade and other receivables as at December 31, 2013 and 2012 consisted of:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Trade receivables				
Trade receivable - Related parties	123,808	238,158	62,399	111,974
Trade receivable - others	119,765	237,951	74,402	187,946
Post dated cheques	1,708	19	179	19
Total Trade receivables	245,281	476,128	136,980	299,939
<u>Less</u> Allowance for doubtful accounts	(8,627)	(8,627)	(5,034)	(5,034)
Total Trade receivables - net	236,654	467,501	131,946	294,905
Other receivables:				
Accrued income	979	1,103	866	937
Prepaid expenses	4,636	1,842	3,092	917
Advances	189	318	176	223
Others	3,276	3,428	1,347	1,607
Total other receivables	9,080	6,691	5,481	3,684
Trade and other receivables - net	245,734	474,192	137,427	298,589

Trade receivables can be classified by age analysis as at December 31, 2013 and 2012 as follow:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Trade receivables - Subsidiaries				
Current and not over 3 months	-	-	2	-
Trade receivables - Associated companies				
Current and not over 3 months	2,795	5,255	2,795	5,255
Trade receivables - Related companies				
Current and not over 3 months	121,014	224,267	59,602	98,083
Over 3-12 months	-	8,636	-	8,636
Trade receivables - others				
Current and not over 3 months	97,881	213,152	58,508	167,793
Over 3-12 months	13,256	15,233	10,860	15,119
Over 12 months	8,627	9,566	5,034	5,034
Post dated cheques	1,708	19	179	19
Total Trade receivables	245,281	476,128	136,980	299,939
<u>Less</u> Allowance for doubtful accounts	(8,627)	(8,627)	(5,034)	(5,034)
Trade receivables - net	236,654	467,501	131,946	294,905

## 7. INVESTMENTS IN ASSOCIATED COMPANIES – NET

Investments in associated companies – net as at December 31, 2013 and 2012, and dividend income from the investment during the years ended December 31, 2013 and 2012, consisted of:

Company	Industries	Relations	Unit : Thousand Baht									
			Unit : Thousand Baht		Percentage of		Consolidated		Separate		Dividend	
			Issued share capital		investment (%)		financial statements		financial statements			
			2013	2012	2013	2012	Equity method		Cost method-net		2013	2012
Inter Continental Holding Co.,Ltd.	Investment	Shareholding	8,000	8,000	40.00	40.00	2,242	1,908	3,200	3,200	-	-
Integrated Communication Co.,Ltd.	Public Relation	Shareholding	3,500	3,500	40.00	40.00	14,682	15,327	1,400	1,400	2,800	2,100
Myanmar Spa-Today-Far East Ltd.	Agency	Shareholding	\$83.33	\$83.33	30.00	30.00	5,753	3,374	797	797	-	-
Spa-Today-Far East (Thailand) Co.,Ltd.	Agency	Shareholding	1,000	1,000	30.00	30.00	3,700	1,629	-	-	300	300
Media Intelligence Co.,Ltd.	Agency	Shareholding	20,000	20,000	33.33	33.33	101,792	76,352	6,667	6,667	8,000	7,333
Media Intelligence (Myanmar) Co.,Ltd.	Agency	Shareholding	\$83.33	-	20.00	-	261	-	261	-	-	-
Total							128,430	98,590	12,325	12,064	11,100	9,733

In year 2013, the Company acquired ordinary shares of Media Intelligence (Myanmar) Co., Ltd., of U.S. dollar 16,667 equal to 16,667 shares at U.S. dollar 1 per share representing the 20% interest of such company's registered and called up capital. As at December 31, 2013, the Company paid-up half of the called up share capital.

## 8. INVESTMENTS IN SUBSIDIARY COMPANIES – NET

Investments in subsidiary companies – net as at December 31, 2013 and 2012, and dividend income from the investment during the years ended December 31, 2013 and 2012, consisted of:

Company	Industries	Relations	Unit : Thousand Baht		Percentage of		Unit : Thousand Baht			
			Issued share capital		investment (%)		Separate financial statements			
							Cost method-net		Dividend	
			2013	2012	2013	2012	2013	2012	2013	2012
Fame Line Co.,Ltd.	Agency	Shareholding	4,000	4,000	86.48	86.48	3,459	3,459	24,216	17,297
Rapp Collins (Thailand) Co., Ltd	Agency	Shareholding	5,000	5,000	52.00	52.00	2,600	2,600	-	-
Total							6,059	6,059	24,216	17,297
Less allowance for impairment							(2,600)	(2,600)		
Investment - net							3,459	3,459		

## 9. OTHER LONG - TERM INVESTMENTS - NET

Other long-term investments – net as at December 31, 2013 and 2012 consisted of:

	Unit : Thousand Baht					
	Consolidated financial statement					
	December 31, 2013			December 31, 2012		
	Available- for- sale securities	General investments	Total	Available- for- sale securities	General investments	Total
Marketable equity securities						
Saha Pathana Inter - Holding Plc.	30,808	-	30,808	40,938	-	40,938
I.C.C. International Plc.	32,455	-	32,455	35,195	-	35,195
Boutique Newcity Plc.	1,152	-	1,152	1,325	-	1,325
The Siam Cement Plc.	1,197	-	1,197	1,320	-	1,320
Saha Pathanapibul Plc.	47,792	-	47,792	60,081	-	60,081
Nation Multimedia Group Plc.	3,088	-	3,088	2,706	-	2,706
Inter Far East Engineering Plc.	-	-	-	2,223	-	2,223
Nation International Edutainment Plc.	64	-	64	59	-	59
Open - End Fund - Debt Securities						
And Equity Securities	149,140	-	149,140	-	-	-
Warrants - NMG - W3	-	-	-	-	-	-
Non - marketable equity securities						
Investments in common stock - Net from impairment of investments as at December 31, 2013 and 2012 of Baht 23.89 million and 23.48 million respectively	-	31,768	31,768	-	31,577	31,577
Total	265,696	31,768	297,464	143,847	31,577	175,424

Unit : Thousand Baht

Separate financial statement

	December 31, 2013			December 31, 2012		
	Available- for- sale securities	General investments	Total	Available- for- sale securities	General investments	Total
<b>Marketable equity securities</b>						
Saha Pathana Inter - Holding Plc.	30,808	-	30,808	40,938	-	40,938
I.C.C. International Plc.	32,455	-	32,455	35,195	-	35,195
Boutique Newcity Plc.	1,152	-	1,152	1,325	-	1,325
The Siam Cement Plc.	1,197	-	1,197	1,320	-	1,320
Saha Pathanapibul Plc.	47,792	-	47,792	60,081	-	60,081
Nation Multimedia Group Plc.	3,088	-	3,088	2,706	-	2,706
Inter Far East Engineering Plc.	-	-	-	2,223	-	2,223
Nation International Edutainment Plc.	64	-	64	59	-	59
Open - End Fund - Debt Securities						
And Equity Securities	99,342	-	99,342	-	-	-
Warrants - NMG - W3	-	-	-	-	-	-
<b>Non - marketable equity securities</b>						
Investments in common stock - Net from impairment of investments as at December 31, 2013 and 2012 of Baht 23.89 million and 23.48 million respectively	-	31,768	31,768	-	31,577	31,577
Total	215,898	31,768	247,666	143,847	31,577	175,424

As at December 31, 2013 and 2012, the Group had general investments in common stock in 17 companies which represent investments in non-marketable securities, which were presented at cost net from allowance for impairment of these investments. The Company evaluates for the impairment of investment for each fiscal year and records impairment loss in the statement of comprehensive income.

## 10. PROPERTY, PLANT AND EQUIPMENT - NET

Property, plant and equipment as at December 31, 2013 and 2012 consisted of:

Unit : Thousand Baht						
Consolidated financial statements						
	Land	Buildings and building improvements	Furniture, fixture and office equipment	Vehicles	Asset under installation	Total
At cost						
As at December 31, 2012	159,185	78,620	81,233	45,071	-	364,109
Purchases/transfers in during the year	-	826	1,973	-	2,528	5,327
Disposal/transfers out during the year	-	-	(2,046)	(161)	(727)	(2,934)
As at December 31, 2013	159,185	79,446	81,160	44,910	1,801	366,502
Accumulated depreciation						
As at December 31, 2012	-	(68,497)	(69,346)	(30,695)	-	(168,538)
Depreciation for the year	-	(4,590)	(5,191)	(3,762)	-	(13,543)
Disposals/transfers out during the year	-	-	1,926	161	-	2,087
As at December 31, 2013	-	(73,087)	(72,611)	(34,296)	-	(179,994)
Net book value						
As at December 31, 2012	159,185	10,123	11,887	14,376	-	195,571
As at December 31, 2013	159,185	6,359	8,549	10,614	1,801	186,508
Depreciation for the years ended December 31, shown in the statements of comprehensive income were:						
Year 2012						14,607
Year 2013						13,543

Unit : Thousand Baht						
Separate financial statements						
	Land	Buildings and building improvements	Furniture, fixture and office equipment	Vehicles	Asset under installation	Total
At cost						
As at December 31, 2012	159,185	66,891	62,113	27,669	-	315,858
Purchases/transfers in during the year	-	826	1,475	-	2,133	4,434
Disposal/transfers out during the year	-	-	(621)	(161)	(727)	(1,509)
As at December 31, 2013	159,185	67,717	62,967	27,508	1,406	318,783
Accumulated depreciation						
As at December 31, 2012	-	(59,626)	(54,007)	(18,823)	-	(132,456)
Depreciation for the year	-	(2,419)	(3,088)	(2,829)	-	(8,336)
Disposals/transfers out during the year	-	-	501	161	-	662
As at December 31, 2013	-	(62,045)	(56,594)	(21,491)	-	(140,130)
Net book value						
As at December 31, 2012	159,185	7,265	8,106	8,846	-	183,402
As at December 31, 2013	159,185	5,672	6,373	6,017	1,406	178,653
Depreciation for the years ended December 31, shown in the statements of comprehensive income were:						
Year 2012						9,121
Year 2013						8,336

The carrying amounts of fully depreciated assets that are still in use are as follows:

Unit : Thousand Baht	
	Separate financial statements
Year 2012	99,367
Year 2013	117,244

## 11. DEFERRED TAX

Deferred tax as at December 31, 2013 and 2012 consisted of:

Unit : Thousand Baht			
	Consolidated financial statements	Separate financial statements	
	2013	2012	2013
Deferred tax assets	15,849	15,648	12,607
Deferred tax liabilities	(19,535)	(24,933)	(18,840)
Deferred tax liabilities - net	(3,686)	(9,285)	(6,233)

Movements in deferred tax assets and deferred tax liabilities during the periods were as follows:

	Unit : Thousand Baht							
	Consolidated financial statements				Separate financial statements			
	Other				Other			
	At January 1, 2013	Profit (loss)	comprehensive income	At December 31, 2013	At January 1, 2013	Profit (loss)	comprehensive income	At December 31, 2013
<b>Deferred tax assets</b>								
Allowance for doubtful accounts	1,725	-	-	1,725	1,007	-	-	1,007
Allowance for impairment of investment								
in subsidiary companies	520	(520)	-	-	520	(520)	-	-
Allowance for impairment of investment								
in other investment	4,695	83	-	4,778	4,695	83	-	4,778
Loss on remeasuring								
available-for-sale investments	-	-	40	40	-	-	-	-
Provision for employee benefit								
obligations	8,708	598	-	9,306	6,255	567	-	6,822
Total	15,648	161	40	15,849	12,477	130	-	12,607
<b>Deferred tax liabilities</b>								
Depreciation	(559)	(136)	-	(695)	-	-	-	-
Gain on remeasuring								
available-for-sale investments	(24,374)	-	5,534	(18,840)	(24,374)	-	5,534	(18,840)
Total	(24,933)	(136)	5,534	(19,535)	(24,374)	-	5,534	(18,840)

	Unit : Thousand Baht							
	Consolidated financial statements				Separate financial statements			
	Other				Other			
	At January 1,	Profit	comprehensive	At December 31,	At January 1,	Profit	comprehensive	At December 31,
	2012	(loss)	income	2012	2012	(loss)	income	2012
<b>Deferred tax assets</b>								
Allowance for doubtful accounts	1,725	-	-	1,725	1,007	-	-	1,007
Allowance for impairment of investment								
in subsidiary companies	520	-	-	520	520	-	-	520
Allowance for impairment of investment								
in other investment	4,570	125	-	4,695	4,570	125	-	4,695
Provision for employee benefit								
obligations	7,936	772	-	8,708	5,727	529	-	6,255
Total	14,751	897	-	15,648	11,824	654	-	12,477
<b>Deferred tax liabilities</b>								
Depreciation	(327)	(232)	-	(559)	-	-	-	-
Gain on remeasuring								
available-for-sale investments	(17,440)	-	(6,934)	(24,374)	(17,440)	-	(6,934)	(24,374)
Total	(17,767)	(232)	(6,934)	(24,933)	(17,440)	-	(6,934)	(24,374)

## 12. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2013 and 2012 consisted of:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Trade payables				
Trade payables - related parties	14,152	24,529	8,700	18,965
Trade payables - others	222,344	331,462	103,326	177,432
Total trade payables	236,496	355,991	112,026	196,397
Other payables:				
Accrued employee benefits	25,888	46,125	9,021	23,562
Accrued expenses	17,916	17,733	11,317	10,599
Advertising income received in advance	112	16	112	16
Others	80	1,140	66	68
Total other payables	43,996	65,014	20,516	34,245
Total trade and other payables	280,492	421,005	132,542	230,642

## 13. EMPLOYEE BENEFITS OBLIGATIONS

Movement of the present value of employee benefits obligations and employee benefit expenses in the statements of comprehensive income for the years ended December 31, 2013 and 2012 are as follows:

	Unit : Thousand Baht			
	Post-employment benefit plan			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Defined benefit obligations at beginning of the year	43,534	39,677	31,276	28,632
Add Employee benefit expenses in				
the statements of comprehensive income:				
Current service costs	2,288	2,262	1,618	1,550
Cost of interest	1,738	1,595	1,213	1,094
Less Payment for employee benefit obligations	(1,035)	-	-	-
Defined benefit obligations at end of the year	46,525	43,534	34,107	31,276

Employee benefits obligations in the statements of financial position as at December 31, 2013 and 2012 consisted of:

	Unit : Thousand Baht			
	Post-employment benefit plan			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Present value of obligations	46,525	43,534	34,107	31,276
Less Fair value of plan assets	-	-	-	-
Employee benefits obligations - net	46,525	43,534	34,107	31,276



The Group has defined benefit plan in accordance with severance payment under the labor law and other defined benefit plan for the retired employee who has the service period as specified in the plan.

The actuarial assumption of discount rate is estimated from weighted average of yield rate of government bonds as at the end of reporting date that reflects the estimated timing of benefit payments.

The actuarial assumption of mortality rate for reasonable estimation of probability of retirement in the future is estimated from mortality table for the year 1997 of the Office of Insurance Commission.

The actuarial assumption of future salary increases is estimated from historical statistic of each departments of the Group.

The actuarial assumption of proportion of employees opting for early retirement estimate from historical data based on the age of the employee.

#### 14. LEGAL RESERVE

The legal reserve of the Company was established in accordance with the provision of the Public Company Limited Act, (B.E. 2535) which requires the appropriation as legal reserve of at least 5 % of net income until the reserve reaches 10 % of the authorized share capital. This reserve is not available for dividend distribution.

#### 15. DIVIDEND PAYMENT

The resolutions of the Company's Ordinary General Shareholders' Meeting No. 19 held on April 26, 2013, approved to pay dividends from the result of the Company's operations for the year 2012 in the amount of Baht 60 million, at Baht 8 per share. The dividend payment date was May 23, 2013.

The resolutions of a subsidiary's Ordinary General Shareholders' Meeting No. 24 held on April 26, 2013, approved to pay dividends from the result of its operations for the year 2012 in the amount of Baht 28 million, at Baht 700 per share. The dividend payment date was May 23, 2013.

The resolutions of the Company's Ordinary General Shareholders' Meeting No. 18 held on April 27, 2012, approved to pay dividends from the result of the Company's operations for the year 2011 in the amount of Baht 67.50 million, at Baht 9 per share. The dividend payment date was May 24, 2012.

The resolutions of a subsidiary's Ordinary General Shareholders' Meeting No. 23 held on April 27, 2012, approved to pay dividends from the result of its operations for the year 2011 in the amount of Baht 20 million, at Baht 500 per share. The dividend payment date was May 23, 2012.

#### 16 OTHER INCOMES

Other incomes included cash discounts resulting from cash management for the years ended December 31, 2013 and 2012 are as follow:

	Unit : Thousand Baht	
	Consolidated financial statements	Separate financial statements
Year 2013	34,041	11,362
Year 2012	38,693	17,401

## 17. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2013 and 2012 were as follows:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
Cost of services and commissions	367,738	317,493	177,494	190,519
Employee benefits	198,279	224,912	125,699	144,510
Depreciation	13,542	14,607	8,336	9,121
Loss on impairment of investment in subsidiary company	417	-	417	-

## 18. INCOME TAX EXPENSES

Income tax recognized in profit or loss for the years ended December 31, 2013 and 2012 as follows:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
<b>Current tax expense</b>				
Current years	17,239	29,303	7,235	17,055
	17,239	29,303	7,235	17,055
<b>Deferred tax expense</b>				
Movements in temporary differences	(25)	(665)	(130)	(654)
	(25)	(665)	(130)	(654)
<b>Total</b>	<b>17,214</b>	<b>28,638</b>	<b>7,105</b>	<b>16,401</b>

Income tax recognized in other comprehensive income for the years ended December 31, 2013 and 2012 as follows:

	Unit : Thousand Baht					
	Consolidated financial statements					
	2013			2012		
	Tax		Net of tax	Tax		Net of tax
	(expense)	income		(expense)	income	
	Before tax			Before tax		
Gain (loss) on remeasurement of						
available-for-sale investment	(27,870)	5,574	(22,296)	34,672	(6,934)	27,738
Total	(27,870)	5,574	(22,296)	34,672	(6,934)	27,738

	Unit : Thousand Baht					
	Separate financial statements					
	2013			2012		
	Tax	Net of		Tax	Net of	
	(expense)			(expense)		
	Before tax	income	tax	Before tax	income	tax
Gain (loss) on remeasurement of						
available-for-sale investment	(27,668)	5,534	(22,134)	34,672	(6,934)	27,738
Total	(27,668)	5,534	(22,134)	34,672	(6,934)	27,738

#### Reconciliation of effective tax rate

Consolidated financial statements				
2013			2012	
Tax rate (%)	Unit : Thousand Baht		Tax rate (%)	Unit : Thousand Baht
Profit before income tax		123,829		151,845
Income tax using the corporate tax rate	20	24,766	23	34,925
Non-taxable income		(794)		(706)
Double expenses by the Revenue Code		(2)		(30)
Non-deductible expenses		436		588
Reversal of deferred tax assets		727		-
Unused current tax loss		217		-
Withholding tax		-		(86)
Share of profit of associate		(8,136)		(6,153)
Difference from income tax rate		-		100
Total	14	17,214	19	28,538

Separate financial statements				
2013			2012	
Tax rate		Unit : Thousand Baht	Tax rate	
(%)			(%)	Unit : Thousand Baht
Profit before income tax		70,718		99,225
Income tax using the corporate tax rate	20	14,144	23	22,822
Non-taxable income		(7,857)		(6,923)
Double expenses by the Revenue Code		(2)		(30)
Non-deductible expenses		300		434
Reversal of deferred tax assets		520		-
Difference from income tax rate		-		98
Total	10	7,105	17	16,401

#### *Income tax reduction*

Royal Decree No. 530 B.E. 2554 dated December 14, 2011 grants a reduction in the corporate income tax rate from 30% to 23% on net profit for the accounting period ending on or after December 31, 2012, and will be reduced to 20% on net profit for the two consecutive accounting periods beginning on or after January 1, 2013 onwards.

## **19. COMMITMENTS AND CONTINGENT LIABILITIES**

19.1 As at December 31, 2013 and 2012, the Group has contingent liability in relation to letters of guarantee issued by banks amounting to approximately Baht 4.18 million and Baht 5.51 million, respectively. The Group pledged their 3 month time deposit as collateral for the letters of guarantee.

19.2 As at December 31, 2013 and 2012, the Company has a management services agreement with a related company whereby the latter granted the Company the right in trademark, assistance in business development and client services, and technical assistance involved in customers both nationwide and regionwide. The Company will reciprocate this company by paying an annual fee of Baht 3 million.

As at December 31, 2013 and 2012, the Subsidiary had memorandum of understanding for business establishing with related company in oversea which the subsidiary will pay a management fee at the rate of 2% of gross margin (US\$ 1,000 in case the profit after tax less than the computed fee) each year.

19.3 As at December 31, 2013 and 2012, the Company had unused overdraft facilities from commercial banks, totaing Baht 12 million, which were guaranteed by a director of the Company in the amount of Baht 10 million and the remaining amount had no collateral and personal guarantee.

19.4 As at December 31, 2013 and 2012, the Company had outstanding forward contract line from a commercial bank of USD 200,000 from the total of USD 200,000 or equivalent.

19.5 As at December 31, 2013 the Group has capital commitments of Baht 16.38 million.

## 20. RELATED PARTY TRANSACTIONS

The Group has certain transactions with its related parties. These companies are related through common shareholdings and/or directorships. A portion of the Company's assets, liabilities, revenues and expenses arose from transactions with related parties. The effects of these transactions are reflected in the accompanying financial statement on the basis of market price under normal commercial activities as determined by the companies concerned. As at December 31, 2013 and 2012, the significant outstanding balances and transactions with related parties can be summarized as follows:

	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
<b>Assets</b>				
Trade and other receivables	123,869	238,243	62,496	112,219
<b>Liabilities</b>				
Trade payable	14,152	24,529	8,700	18,965
Deposit receipts	194	194	377	484
	Unit : Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2013	2012	2013	2012
<b>Related companies</b>				
<b>Revenues and expenses</b>				
Revenue from rendering of services	293,206	271,734	98,645	106,574
Other incomes	2,535	3,536	5,374	6,375
Service expenses	14,032	16,707	6,721	10,507
Consulting fee expenses	600	600	480	480
<b>Related persons</b>				
Key management compensation				
Short-term benefits	29,949	26,806	21,977	25,056

## 21. FINANCIAL INFORMATION BY SEGMENT

The Group has operated only as a domestic advertising agency, therefore, there is no presentation of financial information by segment.

## **22. FINANCIAL INSTRUMENTS**

The Group does not speculate or engage in the trading of any derivative financial instruments.

### **Interest Rate Risk**

Interest rate risk occurs when the value of financial instruments change in accordance with the fluctuation of market interest rates, which may affect interest income and interest expense of the present and future years.

As at December 31, 2013 and 2012, the Group did not have significant interest bearing loans or liabilities. Therefore, the Group is not materially exposed to interest rate risk.

### **Credit Risk**

The Group provides credit terms on many trade transactions for customers after confirming their credit worthiness. The collection of accounts receivables is closely monitored. The Group focuses collection on all accounts overdue and will make a provision for accounts receivable on overdue accounts for more than 1 year. At this time there is no reason to expect major or significant losses arising from the collection of trade receivables.

The trade receivable aging schedule had been disclosed in Note 6 to the financial statements.

### **Fair Value**

The fair value of the financial instruments is the amount at which the instruments may be exchanged in a current transaction between willing parties. The following methods and assumptions are used to estimate the fair value for each class of the Company's financial instruments:

- Financial assets shown at estimated fair value.
- Financial liabilities shown at book value are almost the same as the fair value, because such liabilities will mature in the short term.

## **23. CAPITAL MANAGEMENT**

The Board's policy is to maintain a strong capital base so as to maintain assurance of shareholder, investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital which the Company defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

## **24. EMPLOYEE PROVIDENT FUND**

A subsidiary and its employees have jointly registered a provident fund scheme under the Provident Fund Act B.E. 2530. The fund is contributed equally by both the employees and the subsidiary at the rate of 2-5 percent of the employee's salary based on the number of employees' working year. The fund will be paid to the employees upon termination in accordance with the rules of the fund. Contribution payment is starting April 1, 2008.

## **25. APPROVAL OF FINANCIAL STATEMENT**

The Company's authorized directors approved to issue these financial statements on February 27, 2014.





Recognitions



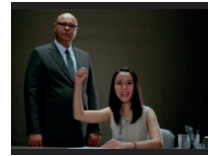
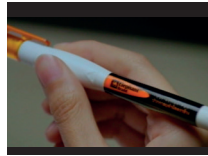


WORK



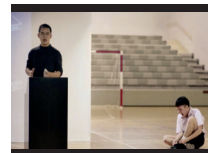
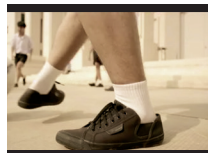
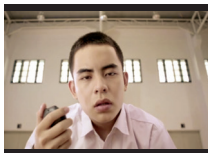
## AWARDS RECOGNITIONS

### TVC



Elephant Brand Stationery : Why Shake?

ADMAN Awards 2013 : Finalist – TVC



Pan Quiker "เกิดไว"

ADMAN Awards 2013 : Finalist – TVC

### MARKETING CAMPAIGN

## “เย็นอก ก็เย็นใจ”

นวัตกรรมระบายความร้อนจากตัวเสื้อ

**Challenge**

การระบายความร้อนจากตัวเสื้อ

- การระบายความร้อนจากตัวเสื้อเป็นเรื่องยาก โดยเฉพาะอย่างยิ่งในกรณีที่เสื้อมีสีเข้มหรือมีลวดลาย
- การระบายความร้อนจากตัวเสื้อเป็นเรื่องยาก โดยเฉพาะอย่างยิ่งในกรณีที่เสื้อมีสีเข้มหรือมีลวดลาย
- Wacoal Cool Bra เป็นนวัตกรรมที่ช่วยระบายความร้อนจากตัวเสื้อได้อย่างมีประสิทธิภาพ

**Result**

- ความเย็น Wacoal COOL เพิ่มขึ้น 50% เมื่อเทียบกับเสื้อธรรมดา
- ความเย็น Wacoal COOL เพิ่มขึ้น 10% เมื่อเทียบกับเสื้อธรรมดา
- ความเย็น Wacoal COOL เพิ่มขึ้น 30% เมื่อเทียบกับเสื้อธรรมดา

**Solution**

- ใช้เทคโนโลยีการระบายความร้อนจากตัวเสื้อ Wacoal COOL นวัตกรรม “เย็นใจ” ที่ใช้ Key Visual ที่เห็นชัด
- ใช้เทคโนโลยีการระบายความร้อนจากตัวเสื้อ Wacoal COOL นวัตกรรม “เย็นใจ” ที่ใช้ Key Visual ที่เห็นชัด
- ใช้เทคโนโลยีการระบายความร้อนจากตัวเสื้อ Wacoal COOL นวัตกรรม “เย็นใจ” ที่ใช้ Key Visual ที่เห็นชัด

**Result**

- ความเย็น Wacoal COOL เพิ่มขึ้น 50% เมื่อเทียบกับเสื้อธรรมดา
- ความเย็น Wacoal COOL เพิ่มขึ้น 10% เมื่อเทียบกับเสื้อธรรมดา
- ความเย็น Wacoal COOL เพิ่มขึ้น 30% เมื่อเทียบกับเสื้อธรรมดา

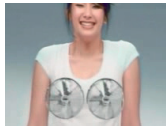
Wacoal Cool Bra "เย็นใจ"

ADMAN Awards 2013 : Finalist – Ad That Works

OUR WORK  
TVC



Wacoal Cool Bra



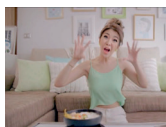
Wacoal Corporate



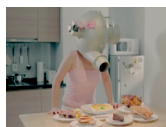
Neutrogena



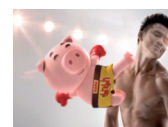
Falless Shampoo



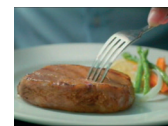
Mama White Noodles



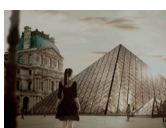
Mama Minced Pork Noodles



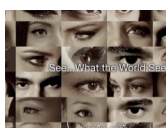
Farmhouse



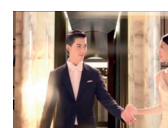
Aise



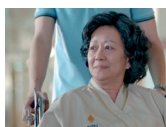
Cotto



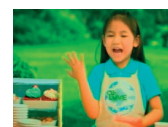
The Diplomat



Siriraj Piyamaharajkarun Hospital



KM Packaging



## OUR WORK PRINT



Wacoal Corporate



Cotto



KTB



The Diplomat



Lipton Iced Tea



Siriraj Piyamaharakun  
Hospital



Neutrogena



Richesse



Kodomo



Excella



Aise



OUR CSR  
NEW YEAR'S SCHOOL PROJECT

Far East DDB and participating clients continued its support for poor, rural schools in a project now entering its 7<sup>th</sup> year. In 2013, we focused on the importance of reading and its profound impact on education and development. Under the concept “Far East DDB fills books with magic”, we invited our employees to donate and select books that strengthen the imagination in order to increase reading appeal and therefore engage students more and reinforce their education.







