

(Translation)

No. Tor.For 19/2017

13 November 2017

Subject : 1. To purchase common shares of Fame Line Company Limited (Subsidiary)

From connected persons and other persons

2. To accept the Business Transfer of Fame Line Company Limited (Subsidiary)

3. To appoint the Company's Executives

Attention : The President of the Stock Exchange of Thailand

Far East DDB Public Company Limited ("Company") would like to inform the resolutions of the Board of Directors Meeting of the Company No. 8/2017, which held on 13 November 2017, as follows :

1. Approval to purchase common shares of Fame Line Company Limited (Subsidiary) from connected persons and other persons , details are as follows;

(1) Transaction date : Within November 2017

(2) Transaction parties involved

Buyer : Far East DDB Public Company Limited

Seller : Mrs.Chailada Tantivejakul, Mr.Chailadol Chokwatana,
Mr.Wichar Ldallitsakool, Mrs.Ladda Chokwatana,
the connected persons to the Company

(3) Details of connected parties and relationship nature :

Name	Position	
	Far East DDB Plc.	Fame Line Co.,Ltd.
Mrs.Chailada Tantivejakul	Managing Director	-
Mr.Chailadol Chokwatana	Director	-
Mr.Wichar Ldallitsakool	Vice President	Vice Chairman
Mrs.Ladda Chokwatana	: Being Mother of Mrs.Chailada Tantivejakul and Mr.Chailadol Chokwatana	

(4) General transaction description : To purchase common shares of Fame Line Company Limited (Subsidiary).

(5) Details of acquired assets

Name of Company : Fame Line Company Limited
Type of business : Advertising agency
Registered Capital : Baht 4,000,000.- divided into 40,000 common shares at the value of Baht 100 per share.
Number of shares purchase : Total 5,403 common shares , which purchase from ;
-Connected persons = 4,006 shares
-Other persons = 1,397 shares
Price per share : Baht 2,870.- (which is Book Value as at 30 September 2017, amounting to Baht 4,870.52.- deducted by dividend paid to the seller at Baht 2,000.-per share)

(6) Proportion of Shareholding

Shareholding Proportion before purchasing: 34,594 common shares = 86.48% of registered capital.
Shareholding Proportion after purchasing : 39,997 common shares = 99.99% of registered capital.

(7) Total transaction value : 5,403 common shares, at the price per share of Baht 2,870.-, amounting to Baht 15,506,610.- , details are as follows;

Purchase from connected persons

<u>offeror</u>	<u>No.of shares</u>	<u>Price</u>	<u>Amount</u>	<u>Shareholding Proportion</u>
	(shares)	(Baht/share)	(Baht)	(%)
Mrs.Chailada Tantivejakul	1,406	2,870	4,035,220	3.52
Mr.Chailadol Chokwatana	1,000	2,870	2,870,000	2.50
Mr.Wichar Ldallitsakool	1,400	2,870	4,018,000	3.50
Mrs.Ladda Chokwatana	200	2,870	574,000	0.50
Total	4,006		11,497,220	10.02

Purchase from other persons

<u>No.of shares</u>	<u>Price</u>	<u>Amount</u>	<u>Shareholding Proportion</u>	
(shares)	(Baht/share)	(Baht)	(%)	
Total	1,397	2,870	4,009,390	3.49

(8) Summary of Fame Line Company Limited financial status :

<u>Financial Statement</u>	<u>Year 2015</u>	<u>Year 2016</u>	<u>As at Quarter3 of 2017</u>
(Unit: Thousand Baht)			
Total asset	435,825	476,255	383,372
Total liabilities	240,872	268,495	188,538
Equity	194,953	207,760	194,834
Paid-up shares capital	4,000	4,000	4,000
Total revenues	344,377	346,427	240,117
Net profit	44,014	47,584	26,851
Earnings per share (Baht)	1,100.35	1,189.59	671.27

(9) Transaction Objectives : To increase business opportunity and to generate the better returns on a long-term basis.

(10) Funding source : From the Company's working capital

(11) General description of connected transaction

Type of transaction : Transaction relating to assets and services

Transaction volume : Baht 11,497,220.- (1.04% of NTA of the Company)

Above transaction came under the scope of connected transactions for listed companies as specified in The Notification of The Capital Market Supervisory Board No. Tor Chor. 21/2551, regarding rules on connected transactions provided as transactions relating to assets and services having transaction volume of over Baht 1 million but less than Baht 20 million, or more than 0.03% but less than 3% of net tangible assets (NTA), whichever may be greater.

Such 0.03% of NTA value by the Company as of 30 September 2017, stood at Baht 0.33 million, as against 3% of said NTA of Baht 33.07 million. Accordingly, said transaction volume warranted the Company to seek approval from The Board of Directors and to report said information to the SET, without having to seek further approval from the shareholders' meeting.

(12) Acquisition and disposition of assets

Transaction volume : As calculated by the Net Profit of Operation Method , the maximum value is 6.08%.

This transaction is not applicable to the regulations of acquisition or disposal of assets by having significant value for listed companies.

(13) For said Board of Directors' meeting, the director (s) with possible conflict of interests, and/or the director (s) serving as connected parties, did not attend nor were eligible to cast votes at said meeting.

(14) Opinion by The Board of Directors : Agreed to approve the Company to purchase the common shares of Fame Line Company Limited, from connected persons and other persons as proposed , for the total number of 5,403 common shares, at the price per share of Baht 2,870.-, amounting to Baht 15,506,610.-. The said transaction is reasonable and carefully considered based on relevant favourable price and conditions. The company will benefit from increasing the business opportunity and generating the better returns on a long-term basis.

(15) Opinions by The Audit Committee and/or Director significantly different from those by The Board of Directors : -None –

2. Approval to accept the Business Transfer of Fame Line Company Limited (Subsidiary)

The Board of Directors of Fame Line Company Limited (Subsidiary) had the resolution to transfer the business of Fame Line Company Limited to Far East DDB Public Company Limited and to close the business of Fame Line Company Limited , in order to increase efficiency to the company's operation . The Extraordinary of Shareholders' Meeting will be hold in December 2017 to approve the transfer and closing of business. The process of this transaction will be completed within January 2018.

The Board of Directors of Far East DDB Public Company Limited (“Company”) considered and approved to accept the business transfer of Fame Line Company Limited, by the reason that Fame Line Company Limited is a wholly owned subsidiary of the Company and the business of Fame Line Company Limited is similar to the Company's business. Further more, the acceptance of business transfer of Fame Line Company Limited will support and strengthen the Company's operation , expand the customers base and generate better returns on a long-term basis.

3. Approval to appoint the Company's Executives

Effective from 14 November 2017, as follows ;

Name	Current Position	New Position
Mr.Wichar Ldallitsakool	Vice President	President
Mrs.Chailada Tantivejakul	Managing Director & Chief Financial Officer	Vice President & Chief Financial Officer
Mr.Anupol Puwapoonpol	Executive Business Director	Managing Director

Please be informed accordingly.

Yours sincerely,

Malee Leelasiriwong

(Mrs. Malee Leelasiriwong)

Director