



(Translation)

No.Tor.For. 20/2018

12 November 2018

Subject : 1.To sell common shares of American Food Company Limited to connected person.

**2.To sell common shares of Saha Pathana Inter-Holding Public Company Limited to
connected person.**

Attention : The President of the Stock Exchange of Thailand

Far East Fame Line DDB Public Company Limited ("the Company") would like to inform the resolutions of the Board of Directors Meeting of the Company No. 234 (8/2018), which held on 12 November 2018, as follows :

1. Approval of selling common shares of American Food Company Limited to connected person ,
details are as follows;

(1) Transaction date : Within November 2018

(2) Transaction parties involved

Seller : Far East Fame Line DDB Public Company Limited

Buyer : Saha Pathanapibul Public Company Limited,
the connected person to the Company

(3) Details of connected parties and relationship nature :

: Saha Pathanapibul Public Company Limited is the
Company's major shareholder with 11.91% of shareholding
ratio.

: Join major shareholder, Saha Pathana Inter-Holding Public
Company Limited ;

-Shareholding ratio 13.62% in Far East Fame Line DDB
Public Company Limited.

-Shareholding ratio 21.85% in Saha Pathanapibul Public
Company Limited.

- (4) **General transaction description** : To sell common shares of American Food Company Limited.
- (5) **Details of disposal of assets**
- Name of Company** : American Food Company Limited
- Type of business** : Produce and sell ice cream under the trademark “BUD’S”
- Registered capital** : Baht 140,000,000 divided into 14,000,000 shares at the value of Baht 10 per share.
- Number of shares sale** : 420,000 shares.
- Price per share** : Baht 10.11 (Book Value as at 31 December 2017, amounting to Baht 10.11)
- The sale price is the agreed price, considering in appropriate and based on the book value including the past performance and the business trend.
- (6) **Proportion of shareholding**
- Shareholding proportion before selling** : 420,000 shares = 3.00% of registered capital.
- Shareholding proportion after selling** : 0 share = 0% of registered capital.
- (7) **Total transaction value** : 420,000 shares, at the price per share of Baht 10.11, amounting to Baht 4,246,200.
- (8) **Transaction objectives** : To reduce investment in non-core business of the Company.
- By the reason that the ice cream business is not related to the business of the Company.
- (9) **General description of connected transaction**
- Type of transaction** : Transaction relating to assets and services
- Transaction volume** : Baht 4,246,200 (0.38% 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 June 2018, stood at Baht 0.33 million, as against 3% of said NTA of Baht 33.43 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.

(10) Acquisition and disposal of assets

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

(11) 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.

Name	Position	
	Far East Fame Line DDB Plc.	Saha Pathanapibul Plc.
Mr.Boonchai Chokwatana	Chairman	Chairman
Mr.Wasin Teyateeti	Vice Chairman	Audit Committee
Mrs.Chailada Tantivejakul	Vice President	Director
Mr.Khachornsakdi Vanaratseath	Audit Committee Chairman	Audit Committee
Mr.Vichit Tantianunanont	Audit Committee	Independent Director

(12) Opinion by the Board of Directors : Agreed to approve the Company to sell common shares of American Food Company Limited to connected person as proposed , for the total number of 420,000 shares, at the price per share of Baht 10.11, amounting to Baht 4,246,200. The said transaction is reasonable and carefully considered based on relevant favourable price and conditions. In order to reduce investment in non-core business of the Company. By the reason that the ice cream business is not related to the business of the Company.

(13) Opinions by the Audit Committee and/or director significantly different from those by the Board of Directors : -None –

2. Approval of selling common shares of Saha Pathana Inter-Holding Public Company Limited to connected person via the Stock Exchange of Thailand , details are as follows;

- (1) **Transaction date** : Within November 2018
- (2) **Transaction parties involved**
- Seller** : Far East Fame Line DDB Public Company Limited
- Buyer** : Mrs.Chailada Tantivejakul,
the connected person to the Company
- (3) **Details of connected parties and relationship nature :**
- Mrs.Chailada Tantivejakul Being Vice President of Far East Fame Line DDB Public Company Limited which is the connected person.
- (4) **General transaction description** : To sell common shares of Saha Pathana Inter-Holding Public Company Limited.
- (5) **Details of disposal of assets**
- Name of Company** : Saha Pathana Inter-Holding Public Company Limited
- Type of business** : Investment in share capital / rental and services / Industrial Parks
- Issued and paid up Capital** : Bah 571,515,007 divided into 571,515,007 shares at the value of Baht 1 per share.
- Number of shares sale** : 249,666 shares.
- Price per share** : Baht 65.52 , by selling via the Stock Exchange of Thailand.
The sale price is the agreed price, calculated from the weighted average price of Saha Pathana Inter-Holding Public Company Limited's shares traded on the SET for 15 consecutive business days (during 19 October 2018 to 9 November 2018).
- (6) **Proportion of shareholding**
- Shareholding proportion before selling** : 1,637,406 shares = 0.29% of paid up capital.
- Shareholding proportion after selling** : 1,387,740 shares = 0.24% of paid up capital.

- (7) **Total transaction value** : 249,666 shares, at the price per share of Baht 65.52, amounting to Baht 16,358,116.32
- (8) **Transaction objectives** : To increase the return to the Company with profits from the sale of securities. Due to the fact that the stock price of Saha Pathana Inter-Holding Public Company Limited has a very high price.
- (9) **General description of connected transaction**
- Type of transaction** : Transaction relating to assets and services
- Transaction volume** : Baht 16,358,116.32 (1.47% 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 June 2018, stood at Baht 0.33 million, as against 3% of said NTA of Baht 33.43 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.
- (10) **Acquisition and disposal of assets**
- Transaction volume** : This transaction is not applicable to the regulations of acquisition or disposal of assets by having significant value for listed companies.

- (11) 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.

Name	Position	
	Far East Fame Line DDB Plc.	Saha Pathana Inter-Holding Plc.
Mr.Boonchai Chokwatana	Chairman	Director

- (12) **Opinion by the Board of Directors :** Agreed to approve the Company to sell common shares of Saha Pathana Inter-Holding Public Company Limited to connected person as proposed , for the total number of 249,666 shares, at the price per share of Baht 65.52, amounting to Baht 16,358,116.32 The said transaction is reasonable and carefully considered based on relevant favourable price and conditions. In order to increase the return to the Company with profits from the sale of securities. Due to the fact that the stock price of Saha Pathana Inter-Holding Public Company Limited has a very high price.

- (13) **Opinions by the Audit Committee and/or director significantly different from those by the Board of Directors** : -None –

Please be informed accordingly.

Yours sincerely,

Malee Leelasiriwong

(Mrs. Malee Leelasiriwong)

Director