



(Translation)

No. Tor. For. 14 /2018

June 22, 2018

- Subjects:
1. The resolution of the matter of the Company's Directors
 2. To approve the issuance and offering of newly issued ordinary shares to the Directors, Executives and Employees of the Company under the FE-ESOP scheme.
 3. To approve the capital increase of the Company to reserve for FE-ESOP scheme.
 4. To approve the amendment of the Memorandum of Association Clause 4. (Registered Capital) to be in line with the increase of the registered capital.
 5. To fix the Date and Agenda of the Extraordinary Meeting of Shareholders.
 6. To fix the Record Date for the right of shareholders.
 7. To inform the date of dissemination of the Meeting Invitation Letter.

To : The President of The Stock Exchange of Thailand

- Attachment :
1. Terms of the issuance and offering of 370,000 newly issued ordinary share of Far East Fame Line DDB Public Company Limited to the Directors, Executives and Employees of the Company under the FE-ESOP scheme.
 2. Capital Increase Report Form (F53-4)

The Board of Director's Meeting of Far East Fame Line DDB Public Company Limited ("the Company") No.231 (5/2018) held on June 22, 2018, passed the following resolutions :

1. The matter of the Company's Director, as follows;
 - 1.1 To propose to the Shareholders' Meeting to consider and approve the addition of 2 company directors, from the existing number of 12 persons to be 14 persons and propose to elect Mrs. Kadekaew Ittikul and Mr. Anupol Puwapoonpol to become the Company's Directors.
 - 1.2 Mr. Arthorn Maeknoparat submitted the letter to the Company to resign from the position of the Company's Director, as he engaged in other duties, effective from June 21, 2018, therefore, the Company's Director Position was vacant. The Board of Directors must take a period of time to consider the nomination of the suitable person to become the Company's Director that was vacant. Then, the Board of Directors' Meeting had resolution to reserve the Company's Director Position.

Due to the addition of the number of the Company's Directors from 12 persons to be 14 persons, therefore, to comply with the Capital Market Commission determination by determining the Listed Company to have Independent Directors not less than 1/3 of all Board of Directors, so that the Company must have the total of 5 Independent Directors. The existing number of Independent Directors of the Company are 4 persons, thus, the nomination of person to become the Company's Director that was vacant, should have the qualifications to be the Independent Director.

2. Resolved to propose to the Shareholders' Meeting to consider and approve the issuance and offering of the newly issued ordinary shares to Directors, Executives and Employees and of the Company under the Employee Stock Option Program (FE-ESOP), in the amount of 370,000 shares which is equivalent to 4.93 percent of the total paid-up shares of the Company. The objective of the FE-ESOP is to motivate the Directors, Executives and Employees to perform their duties in the best interests of the Company as well as retain them with the Company. The details are shown in attachment 1.

3. Resolved to propose to Shareholders' Meeting to consider and approve the capital increase of the Company in the amount of Baht 3,700,000, from the existing registered capital of Baht 75,000,000 to Baht 78,700,000 by issuing 370,000 ordinary shares at par value of Baht 10, which are reserved for the issuance and offering of the newly issued ordinary shares to Directors, Executives and Employees under the FE-ESOP scheme. The details are shown in attachment 2.

4. Resolved to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company.

"Clause 4 Registered capital 78,700,000 Baht (Seventy Eight Million Seven Hundred Thousand Baht)
Divided into 7,870,000 Shares
At the par value of 10 Baht (Ten Baht)
Divided into :
Ordinary shares 7,870,000 Shares
Preferred shares - None - "

5. Resolved to hold the Extraordinary Meeting of Shareholders No.1/ 2018 at 2:30 p.m. on Wednesday August 1, 2018 at the Conference Room of the Company, at 465/1 – 467, Si Ayutthaya Road, Ratchathewi District, Bangkok Metropolis. The agenda are as follows:

Agenda 1. To adopt the Minutes of the Ordinary Meeting of Shareholders No.24 held on April 26, 2018

Agenda 2. To approve the addition of 2 company directors, from the existing number of 12 persons to be 14 persons and elect Mrs. Kadekaew Ittikul and Mr. Anupol Puwapoonpol to become the Company's Directors.

Agenda 3. To consider and approve the issuance and offering of the newly issued ordinary shares to the Directors, Executives and Employees of the Company under the Employee Stock Option Program (FE-ESOP), in the amount of 370,000 shares.

Agenda 4. To consider and approve the capital increase of the Company in the amount of Baht 3,700,000, from the existing registered capital of Baht 75,000,000 to Baht 78,700,000 by issuing 370,000 ordinary shares at par value of Baht 10, which are reserved for the issuance and offering of the newly issued ordinary shares to Directors, Executives and Employees under the FE-ESOP scheme.

Agenda 5. To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company.

Agenda 6. To consider other matters (if any)



6. The Record Date to determine the names of shareholders who have rights to attend the Extraordinary Meeting of Shareholders No.1/2018 will be on July 9, 2018.

7. The Company shall disseminate the meeting invitation letter for the Extraordinary Meeting of Shareholders No.1/2018 together with the attached documents, both in Thai and English, via the Company website (www.fareastddb.com) under the heading "Investor Relations", accessible from July 2, 2018 onwards. Whereas the actual meeting invitation letter and the attached documents shall be delivered to the shareholders via registered mail, according to the shareholders' names appearing on July 9, 2018, the Record Date to determine the names of shareholders who have rights to attend the Extraordinary Meeting of Shareholders No1/2018.

Please be informed accordingly.

Yours sincerely,

Malee Leelasiriwong
(Mrs. Malee Leelasiriwong)
Director

**Terms of the Issuance and Offering of 370,000
Newly Issued Ordinary Shares to Director, Executives and Employees
of Far East Fame Line DDB Public Company Limited (“Company”)
under the Employee Stock Option Program (FE-ESOP)**

1. Objectives

1.1 The FE-ESOP will serve as motivation and reward for the contribution, dedication and performance of Directors, Executives and Employees so that they will be encouraged to perform their work to the fullest and create maximum return for the Company and its shareholders.

1.2 To retain Directors, Executives and Employees with outstanding performance and who are irreplaceable, to work with the Company in the long run to help the Company achieve its goals.

2. Details of the Company’s newly issued ordinary shares

Name of Securities	Ordinary shares of Far East Fame Line DDB Public Company Limited
Nature	Newly issued ordinary shares
Type	Registered transferable ordinary shares.
Offering method	The Company will offer the Newly Issued Ordinary Shares by allocating them to Directors, Executives and Employees of the Company under FE-ESOP whose status specified in Clause 3. and they have the right to subscribe for the shares according to the conditions specified in Clause 6.
Term of scheme	1 years starting from the date that the Shareholders’ Meeting approved the FE-ESOP. (1 August 2018 to 31 July 2019)
Total number of ordinary shares to be offered	370,000 newly issued ordinary shares with the par value Baht 10 each. (4.93 percent of paid-up capital as of 21 June, 2018, total 7,500,000 shares)
The market price	Calculation from the weighted average price of the Company’s shares traded on the SET for 15 consecutive business days from the Board of Directors approved. (during 1 June 2018 to 21 June 2018) The market price of shares is Baht 166.19.
Offering price per share	The Company will offer the Shares with Baht 99.00 each time.
Fixing Price Date	The Board of Directors has the resolution to propose to the Shareholders’ Meeting to approve the FE-ESOP. (22 June 2018)
Offering period	1 August 2018 to 31 July 2019.

Issuing and Offering Date	The Executive Committee of the Company and/or individual and/or committee as authorized from the Executive Committee will specify issuing and offering date.
Secondary market for the Shares	The Company will proceed to list the Shares on the Stock Exchange of Thailand (SET).

3. Method for Offering of Shares

3.1 The Company will offer 370,000 Shares to Directors, Executives and Employees of the company follow by offering period after the Shareholder Meeting approved as detailed as follows:

- (A) The Executive Committee and/or individual and/or committee as authorized from the Executive Committee shall be empowered to specify the names of the Directors, Executives and Employees who will be allocated the FE-ESOP, and the number of FE-ESOP to be allocated to each person: and change, increase, or decrease the number of FE-ESOP already allocated to Directors, Executives and Employees. Including the fixing of issuing and offering date and setting rules, conditions and other details in connection with FE-ESOP.
- (B) Each person of Directors, Executives and Employees will be allocated for newly ordinary shares not more than 5% of the total newly issued ordinary shares amount.

3.2 The common stock will be allotted according to Notification of Office of the Capital Market Supervisory Board Tor Jor 32/2008 regarding offering newly issued ordinary shares to directors of employees and Tor Jor 29/2012 regarding offering newly issued ordinary shares to directors or employees (No.2), as well as related notifications from the Stock Exchange of Thailand.

3.3 Qualifications of Directors, Executives and Employees eligible for this ESOP offering.

- (A) Being the Directors, Executives and Employees or consultant of the Company on the FE-ESOP allocation date.
- (B) The number of the shares to be offered to different FE-ESOP qualified Directors, Executives and Employees may vary depending on their job position, scope of their duties and responsibilities and including their past dedications and contributions to the Company.
- (C) If the status of Directors, Executives and Employees of the Company has ceased due to any reasons, the offering of newly ordinary shares will become invalid.

3.4 The Executive Committee of the Company is has the right to abort the offering of newly issued ordinary shares for the un-subscribed portion.

4. List of Directors and Executives eligible for this Offering and number of the Shares to be offered

4.1 The Company's Directors

Name	Position	Number of the Shares to be offered (Shares)	Percentage of the number of the offered
1. Mr. Boonchai Chokwatana	Chairman	Not more than 5%	Not more than 5
2. Mr. Wasin Teyateeti	Vice Chairman	Not more than 5%	Not more than 5
3. Mr. Wichar Ldallitsakool	President	Not more than 5%	Not more than 5
4. Mrs. Chailada Tantivejakul	Vice President	Not more than 5%	Not more than 5
5. Mrs. Malee Leelasiriwong	Director	Not more than 5%	Not more than 5
6. Mr. Chailadol Chokwatana	Director	Not more than 5%	Not more than 5
7. Miss Waraporn Kulsawatpakdee	Director	Not more than 5%	Not more than 5

4.2 The Executives that proposing to be elect as the Company's Directors, in the Extraordinary Meeting of Shareholders No.1/2018 to be held on 1 August 2018

Name	Position	Number of the Shares to be offered (Shares)	Percentage of the number of the offered
1. Mrs. Kadekaew Ittikul	Managing Director	Not more than 5%	Not more than 5
2. Mr. Anupol Puwapoonpol	Managing Director	Not more than 5%	Not more than 5

5. List of Directors, Executives and Employees of the company for an offering of more than 5 percent, of the total number of the Shares in this Offering

- None -

6. Conditions for subscription for the Newly Issued Ordinary Shares for Directors, Executives and Employees

6.1 The Executive Committee and/or individual and/or committee as authorized from the Executive Committee of the company will specify the date for the subscription of the shares to be offered to the Directors, Executives and Employees at each offering.

6.2 Unless otherwise specified in Clause 6.3, Directors, Executives and Employees who will subscribe for the shares on the specified subscription date must be the Directors, Executives and Employees of the Company as at the relevant subscription date.

6.3 The Directors, Executives and Employees must subscribe for the shares based on his/her rights and pay the subscription price on the subscription date or any date as may be extended by the Executive Committee and/or individual and/or committee as authorized from the Executive Committee of the company.

6.4 The Directors, Executives and Employees under the FE-ESOP are liable to personal income tax and they have to pay tax immediately on the subscription date of the newly issued ordinary shares. According to the profit between the offer price and the market price.

7. Obligation between the Company and Directors, Executives and Employees of the Company to Sell Ordinary Shares

Directors, Executives and Employees of the Company who subscription of newly issued ordinary shares under the FE-ESOP scheme will be prohibited to sell shares for a period of 2 years from the date of ownership of the newly issued ordinary shares.

8. Effect on the Shareholders

Price dilution:

In the instance that all 370,000 FE-ESOP newly ordinary shares are sold, the offering price is 99.00 baht per share , the existing number of paid-up shares of the Company is 7,500,000 ; the effect on the market price at the time of subscription (Price Dilution) is 1.90 percent.

Where:

$$\text{Market price after issuance of shares} = \frac{(\text{Market Price} \times \text{No. of Paid-up shares}) + (\text{Offering price} \times \text{No. of Reserved shares for this offering})}{(\text{No. of Paid-up shares} + \text{No. of Reserved shares for this offering})}$$

$$\begin{aligned} \text{Market price after issuance of shares} &= \frac{(166.19 \times 7,500,000) + (99.00 \times 370,000)}{(7,500,000 + 370,000)} \\ &= 163.03 \end{aligned}$$

$$\text{Price Dilution} = \frac{\text{Market price before the offering} - \text{Market price after issuance of shares}}{\text{Market price before the offering}}$$

As such Price Dilution can be calculated as follows:

$$\begin{aligned} \text{Price Dilution} &= \frac{166.19 - 163.03}{166.19} \\ &= 0.0190 \\ &= 1.90\% \end{aligned}$$

Earnings per Share Dilution

The 2017 consolidated financial statements, the Company have 126,783,583 of net profit. The Earnings of the Company's Shares will be diluted by 4.70 percent.

$$\text{Earnings per Share Dilution} = \frac{\text{Earnings Per Share (Before issuance)} - \text{Earnings Per Share (after issuance)}}{\text{Earnings Per Share (Before issuance)}}$$

$$\begin{aligned} \text{Earnings Per Share (Before issuance)} &= 126,783,853 / 7,500,000 \\ &= 16.9045 \text{ Baht/Share} \end{aligned}$$

$$\begin{aligned} \text{Earnings Per Share (After issuance)} &= 126,783,853 / (7,500,000 + 370,000) \\ &= 16.1098 \text{ Baht/Share} \end{aligned}$$

$$\begin{aligned} \text{Earnings Per Share Dilution} &= (16.9045 - 16.1098) / 16.9045 \\ &= 0.0470 \\ &= 4.70\% \end{aligned}$$

Effect on the voting rights of existing shareholders (Control Dilution)

If the FE-ESOP Subscribe for 370,000 Shares and based on the current paid-up shares of 7,500,000, the effect on control dilution will be 4.70 percent based on the following formula:

$$\text{Control Dilution} = \frac{\text{No. of reserved shares for this offering}}{\text{No. of paid-up shares} + \text{No. of reserved shares for this offering}}$$

Therefore.

$$\begin{aligned} \text{Control Dilution} &= \frac{370,000}{7,500,000 + 370,000} \\ &= 0.0470 \\ &= 4.70\% \end{aligned}$$

9. Right of shareholders to oppose the newly issued ordinary shares to the Directors, Executives and Employees of the Company

Based on the Notification of Office of the Capital Market Supervisory Board Tor Jor 32/2008 dated 15 December 2008, this issuance of newly ordinary shares is considered under a normal case and must be approved by the shareholders meeting with not less than three-fourths of the shareholders or proxies present and eligible to vote. In addition, the shares held by shareholders who object the issuance of newly issued ordinary must not exceed 10% of total votes of shareholders or proxies present at the meeting.

10. Independent Directors whom shareholders may appoint as proxy to attend the meeting and exercise the rights on their behalf.

Name of Independent Directors and number of their allotted shares:

- | | | | |
|----|-------------------|----------------|-------------------|
| 1. | Mr. Khachornsakdi | Vanaratseath | allotted - shares |
| 2. | Mr. Amorn | Asvanunt | allotted - shares |
| 3. | Mr. Vichit | Tantianunanont | allotted - shares |
| 4. | Mrs. Chattong | Tippayakalin | allotted - shares |

11. Opinion of the Board of Directors in the case of offering the newly issued shares at discount

11.1 Benefits expected compared to the discount granted

The Board of Directors deemed that FE - ESOP with the offering price of Baht 99.00 is rewarding and beneficial to the Company in motivating the competent personnel who are a part of the Company's achievement so that they will be encouraged to perform their work to the fullest and create maximum return for the Company. The Board of Directors believes that the benefits from the better performance of the Company is worth comparing with the discount granted from the difference between the offering price and the market price.

11.2 Appropriateness and the rationale behind the selected market price and the offering price

The Board of Directors is of the opinion that the offering price of Baht 99.00 for FE - ESOP which shall be considered as the discount price from the market price by 40.43 percent, is appropriate in persuading the personnel to put their best efforts to the Company's operations. In addition, the market price determination with reference to the weighted average price of 15 consecutive trading days prior to the date on which the Board resolved this matter (calculated based on the market price from 1 – 21 June 2018 resulting in an average market price of Baht 166.19), is reasonable and appropriate as it reflects the real trading price of the Company's shares.

Capital Increase Report Form (F53-4)
Far East Fame Line DDB Public Company Limited
June 22, 2018

We, Far East Fame Line DDB Public Company Limited (“Company”), hereby report the resolutions of the Board of Director Meeting No. 231 (5/2018) held on June 22, 2018 at 14.00 hours.

1. The increase of the registered capital

The Board of Directors’ meeting approved of the capital increase of Baht 3,700,000.00 (from the existing registered capital of Baht 75,000,000.00 to Baht 78,700,000.00 by issuing 370,000 ordinary shares at par value of Baht 10.00 which are reserved for Terms of the Offering of 370,000 Newly Issued Ordinary Shares to Directors, Executives and Employees of Far East Fame Line DDB Public Company Limited (FE-ESOP)

Type of Capital Increase	Type of shares	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
Specific purpose of utilizing the proceeds	Ordinary	370,000	10.00	3,700,000

2. Allotment of new shares

2.1 Details of allotment

Allotted to	Type/Number (shares)	Sale price per share (Baht)	Date and time of subscription and share payment	Remark
Right Offering				
Public Offering				
Private Placement				
To accommodate issuing and offering newly issued ordinary shares to Directors, Executives and Employees of the Company (FE-ESOP)	370,000	Baht 99.00 per 1 shares	Remark 1,2	

- Remark:
1. Authorized the Executive Committee and/or individual and/or committee as authorized from the Executive Committee of the company to consider and determine other details with regard to the allocation of newly issued ordinary shares including, but not limited to
 - (1) Determine, amend and add any details and condition which are required and related to the issuance and offering of newly issued ordinary shares in so far as legally permissible or the same is not material e.g. date, time and method of the issuance and offering of newly issued ordinary shares, the issuance and offering method of newly issued ordinary shares;
 - (2) Entering into negotiation, agreement and execution of the relevant documents and agreements as well as taking any action in connection with the allocation of newly issued ordinary shares
 - (3) Execution of application for permission and waiver, any necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of application for such permission and waiver, documents and evidence to relevant authorities or agencies, listing such newly issued ordinary shares on the SET and being empowered to take any other action which is necessary for the allocation of such newly issued ordinary shares
 2. The Company shall issue and allocate 370,000 units of newly issued ordinary shares to Directors, Executives and Employees of the Company and empower the Executive Committee and/or individual and/or committee as authorized from the Executive Committee of the company to consider and determine the qualification of Directors Executives and Employees of the Company who are eligible to receive the newly issued ordinary shares and amount of the newly issued ordinary shares which each Directors, Executives and Employees of the Company shall receive.

2.2 Action to be taken by the Company when there are fractions of shares

- None -

3. Schedule for the shareholders' meeting to approve the capital increase/share allotment

The Extraordinary Meeting of Shareholders No.1/2018 which was held on 1 July, 2018 at 14.30 hours at Far East Fame Line DDB Plc. 465/1-467 Si Ayutthaya Rd., Thungphayathai, Ratchathewi, Bangkok.

The list of shareholders eligible to attend the Extraordinary Meeting of Shareholders No.1/2018 will be determined on July9, 2018 (Record Date).

4. Approval of the capital increase/share allotment by relevant governmental agency and approval conditions

4.1 The company will register the increase of registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Stock Exchange of Thailand: To request approval for trading the newly issued ordinary shares in the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

5.1 Objective of the capital increase

To encourage directors, executives and employees of the Company in working for procuring the best interest of the Company as well as to retain the key personnel who is skilled which is important to the improvement of the competitiveness of the Company.

5.2 The plans for utilizing proceeds received from the capital increase

The Company shall utilize all proceeds from the capital increase as a working capital of the Company

6. Potential benefits for the Company from capital increase/share allotment

6.1 The FE-ESOP will serve as motivation and reward for the contribution, dedication and performance of Directors, Executives and Employees so that they will be encouraged to perform their work to the fullest and create maximum return for the Company and its shareholders.

6.2 To retain the Directors, Executive and Employees with outstanding performance and who are irreplaceable, to work with the Company and its subsidiaries in the long run to help the Company achieve its goals.

6.3 To be benefit for the growth of the Company.

7. Potential benefits for shareholders from capital increase/share allotment

7.1 New ordinary shares allocated to Directors, Executives and Employees to motivate quality personnel to join the company.

7.2 The right to receive dividend (The list of shareholders in the registration book that submitted to the Ministry of Commerce).

7.3 The money received from newly issued ordinary shares will be able to be utilized for future business expansions to achieve Company goals.

8. Other details necessary for shareholders to approve the capital increase/share allotment

Price dilution:

In the instance that all 370,000 FE-ESOP newly ordinary shares are sold, the offering price is 99.00 baht per share, the existing number of paid-up shares of the Company is 7,500,000; the effect on the market price at the time of subscription (Price Dilution) is 1.90 percent.

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Therefore.

$$\begin{aligned} \text{Control Dilution} &= \frac{370,000}{7,500,000 + 370,000} \\ &= 0.0470 \\ &= 4.70\% \end{aligned}$$

9. Schedule of action where the Board of Directors of the company passes a resolution approving the capital increase or allotment of new share

No.	Procedure	Date/Month/Year
1	Board of Directors' Meeting No. 231 (5/2018)	22 June 2018
2	Inform the resolutions to SET	22 June 2018
3	The date for determining the names of shareholders who shall entitled at attend the Extraordinary Meeting of Shareholders No.1/2018 (Record Date)	9 July 2018
4	Sending the notice to the shareholders	13 July 2018
5	The Extraordinary Meeting of Shareholders No.1/2018	1 August 2018
6	Registration of capital increase with the Ministry of Commerce	Within 14 days from the day of shareholders meeting's resolution

The Company hereby certifies that the information provided in this report form is accurate and complete in all respects.

Yours sincerely,

Wichar Ldallitsakool, Mrs. Malee Leelasiriwong

(Mr. Wichar Ldallitsakool, Mrs. Malee Leelasiriwong)

Authorized Director