



บมจ.0107537002109

บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

**Demeter Corporation Public Company Limited**

เลขที่ 191/43 อาคารซีทีไอ ทาวเวอร์ ชั้น 21 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110

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DCORP 199/2016

December 16, 2016

Subject : Appointment of a new Audit Committee replacing those who resign

To : Managing Director of the Stock Exchange of Thailand

The Board of Directors of Demeter Corporation Public Company Limited ( "The Company" ) at a meeting No. 10/2016 on December 16, 2016 has resolved to appoint Mr. Pacharasut Sujarittanonta as an Audit Committee Member and Independent Director. Which is effective from December 16, 2016 onward.

The Audit Committee is consisted of the following :

1. Mr. Krisda Hutaserani : Chairman of Audit Committee
2. Mr. Trairat Chatkaew : Audit Committee Member
3. Mr. Pacharasut Sujarittanonta : Audit Committee Member

The Company has, the enclosed herewith is the form to report on name and Scope of Work of the Audit Committee (F24-1)

Please be informed accordingly,

Respectfully yours,

*-Anit Osathanugrah-*

Mr. Anit Osathanugrah

Chief Executive Officer

## F 24-1 Form to Report on appointing members of the audit committee

The Board of Directors meeting of Demeter Corporation Public Company Limited No.10/2016 held on December 16, 2016 resolved the meeting's resolutions in the following manners:

Appoint members of the audit committee with the following details;

Member of the audit committee ... Mr.Pacharasut Sujarittanonta .....

Member of the audit committee .....

Appoint members of which shall take an effect as of ..... December 16, 2016.....

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

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The audit committee is consisted of:

Chairman of the audit committee Mr.Krisda Hutaserani remaining term in office 1 year 1 month.

Member of the audit committee Mr.Trairat Chatkaew remaining term in office 2 years 4 months.

Member of the audit committee Mr.Pacharasut Sujarittanonta remaining term in office 2 years 4 months.

Secretary of the audit committee Mr.Ekkawit Kaewwichian

Thus, the audit committee number 1 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- (1) To review the Company's financial reporting process to ensure that it is accurate and adequate;
- (2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
- (3) To review the Company's compliance with the law on securities and exchange, the Exchange's regulation, and the law relating to the Company's business;
- (4) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

(5) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

(6) to prepare, and to disclose in the Company's annual report, and audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:

(a) An opinion on the accuracy, completeness and creditability of the Company's financial report,

(b) An opinion on the adequacy of the Company's internal control system,

(c) An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the law relating to the Company's business,

(d) An opinion on the suitability of an auditor,

(e) An opinion on the transactions that may lead to conflicts of interests,

(f) The number of the audit committee meetings, and the attendance of such meeting by each committee member,

(g) An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and

(h) Other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

(7) To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee. In its performance of duties under the first paragraph, the audit committee must be directly responsible to the Company's board of directors, while the Company's board of directors shall remain responsible to third parties for the operations of the Company. The company hereby certifies that

The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and

The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed ....*Mr.Anit Osathanugrah*.....Director ( *Mr.Anit Osathanugrah* )

Signed ....*Mr.Kunpoj Kittiratsiri*.....Director ( *Mr.Kunpoj Kittiratsiri* )

