



บมจ.107537002109

บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

Demeter Corporation Public Company Limited

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

โทรศัพท์ 0 2204 2601 โทรสาร 0 2204 2616

191/43 CTI Tower 21<sup>st</sup> Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

Tel. 0 2204 2601 Fax. 0 2204 2616

DCORP 208/2016

December 30, 2016

Re: Information of Progress of the Investment in the Biogas Power Plant Project of Aukkrarawat Plants  
Renewable Energies Co., Ltd.

To: President  
The Stock Exchange of Thailand

As the Meeting of the Board of Directors of Demeter Corporation Public Company Limited (the “Company”) held on December 16, 2016 at 14.00 p.m. resolved to approve the investment in the biogas power plant project located in Suphanburi Province (the “Project”) as owned and operated by Aukkrarawat Plants Renewable Energies Co., Ltd. (“Aukkrarawat”). The investment transactions will be made through (1) the acquisition of 25,000 ordinary shares in Aukkrarawat from the existing shareholders, equivalent to 50 % of the registered capital of Aukkrarawat, at the purchase price of Baht 4,400 per share, totaling Baht 110,000,000, and (2) the investment budget for power plant facility improvement and procurement and installation of machinery of up to Baht 180,000,000. In this regard, the Company would like to inform the progress of the acquisition of the shares in Aukkrarawat as follows:

1. On December 28, 2016, the Company executed an agreement with the existing shareholder of Aukkrarawat to amend the terms of the Share Purchase Agreement. Material amendment to the Share Purchase Agreement is that there are changes to the shareholding structure in Aukkrarawat under which certain shares of the existing shareholders were transferred to Thanayatorn Power Plant Co., Ltd. (“Thanayatorn Power Plant”), and therefore Thanayatorn Power Plant will be the transferring shareholder under the terms of the Share Purchase Agreement.

According to the above, the Company would like to provide further information in relation to the acquisition of shares in Aukkrarawat as a result of such change in the shareholding structure as follows:

**Parties Involved and Relationship with the Company**

**Purchaser:** Demeter Corporation Public Company Limited

**Seller:** Thanayatorn Power Plant Co., Ltd.



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## บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

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\*Details of shareholders of Thanayatorn based on the list of shareholders as of April 28, 2016 are as follows:

Shareholders	Shares	%
Mr. Tidsanu Thanayatorn	4,000	40
Mrs. Niya Thanayatorn	3,000	30
Ms. Pakkanat Thanayatorn	3,000	30

Remark A par value is Baht 100 per share

Relationship: -None-

#### Details of Shareholders as of Pre-Transaction and Post-Transaction

The shareholding of Aukkrarawat as of December 28, 2016 based on the latest list of the shareholders of the company are as follows:

Name of Shareholder	Pre-transaction		Post-transaction	
	Number of Shares	%	Number of Shares	%
1. Thanayatorn Power Plant Co., Ltd.	25,000	50.00	0	0.00
2. Mr. Tidsanu Thanayatorn	17,500	35.00	17,500	35.00
3. Mrs. Niya Thanayatorn	2,500	5.00	2,500	5.00
4. Ms. Pakkanat Thanayatorn	2,500	5.00	2,500	5.00
5. Mr. Thanapon Thanayatorn	2,500	5.00	2,500	5.00
6. Demeter Corporation Public Company Limited	0	0.00	25,000	50.00
<b>Total</b>	<b>50,000</b>	<b>100</b>	<b>50,000</b>	<b>100</b>

Remarks: A par value is Baht 100 per share.



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บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

**Demeter Corporation Public Company Limited**

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2. On December 30, 2016, the first portion of shares, i.e. 8,200 shares equivalent to 16.40 %, has been transferred to the Company. The Company has made the payment for the purchase price required for such first share transfer to Thanayatorn Power Plant in the total amount of Baht 36,078,245. (The completion of the Share Acquisition Transaction will be divided into three milestones:

First milestone: acquisition of 8,200 shares, representing 16.40% of Aukkrarawat's total issued shares within December 2016;

Second milestone: acquisition of 8,619 shares, representing 17.24% of Aukkrarawat's total issued shares within January 2017; and

Third milestone: acquisition of 8,181 shares, representing 16.36% of Aukkrarawat's total issued shares within July 2017.)

Please be informed accordingly.

Yours Sincerely,

*-Signature-*

(Mr. Cholapan Vongsing)

Chief Financial Officer and Acting Chief Executive Officer