



บมจ.0107537002109

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 21st Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

Tel. 0 2204 2601 Fax. 0 2204 2616

DCORP 029/2018

March 19, 2018

Re: Notification on the Resolutions of the Board of Directors' Meeting No. 3/2018 regarding Appointment of Directors Retiring by Rotation and Determination of Remuneration, Suspension of Allocation of Profits as Reserved Fund and Suspension of Dividend Payment, Appointment of Auditors and Determination of Audit Fee, Determination of the Date of the 2018 Annual General Meeting of Shareholders (the "2018 AGM"), and Determination of the Date to Determine the Shareholders Who Are Entitled to Attend the 2018 AGM (Record Date)

To: President

The Stock Exchange of Thailand

Demeter Corporation Public Company Limited (the "Company") would like to inform the Stock Exchange of Thailand ("SET") that the Meeting of the Board of Directors No. 3/2018 of the Company held on March 19, 2018, has resolved significant matters as follows:

1. Approved to propose to the 2018 AGM to consider re-appointment of the following directors who were due to retire by rotation as the Company's directors for another term

(1) Mr. Thanarath Thanavutwatthana Director;

(2) Mr. Suthep Liumsirijarern Independent Director

Chairman of the Board of Directors

(3) Mr. Prachuab Ujjin Member of the Corporate Governance and

Social Responsibility Committee

Chairman of the Risk Management Committee

Chairman of the Investment Committee



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 21st Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

บมจ.0107537002109

Tel. 0 2204 2601 Fax. 0 2204 2616

(4) Mr. Numchai Lowattanakul

Independent Director

Member of the Audit Committee

Vice Chairman of the Board of Directors

Chairman of the Corporate Governance and
Social Responsibility Committee

Chairman of the Human Resource and
Remuneration Committee

2. Approved to propose to the 2018 AGM to consider and approve remuneration of the directors and subcommittee of the Company for the year 2018 as follows:

Regular Remuneration of the Board of Directors

<u>Position</u>	<u>Remuneration</u>
<u>Board of Directors</u>	
(1) Chairman of the Board of Directors	THB 22,000/month
(2) Directors	THB 17,000/person/month

Meeting Allowance of the Subcommittee

<u>Position</u>	<u>Remuneration</u>
<u>Subcommittee</u>	
(1) Chairman of the Subcommittee	THB 22,000/attendance
(2) Member of the Subcommittee	THB 17,000/person/attendance



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 21st Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

บมจ.0107537002109

Tel. 0 2204 2601 Fax. 0 2204 2616

The Company shall pay the meeting allowance of the subcommittee in accordance with the number of the meeting attendance but not exceeding the following amount:

<u>Position</u>	<u>Remuneration</u>
<u>Subcommittee</u>	
(1) Chairman of the Subcommittee	THB 22,000/month
(2) Member of the Subcommittee	THB 17,000/month

3. Approved to propose to the 2018 AGM to consider and approve the suspension of allocation of the profits from the operating results of the Company from the fiscal year ended December 31, 2017 to be the reserved fund and the suspension of the dividend payment for the fiscal year ended December 31, 2017 since the Company has a retain loss of Baht 1,269.38 million.
4. Approved to propose to the 2018 AGM to consider and approve the appointment of the auditors from Karin Audit Company Limited to be the auditors of the Company for the fiscal year ending December 31, 2018 in which any of the following auditors are being authorized to review and give opinion on the Company's financial statement, namely:

(1) Mr. Jadesada Hungsapruak Certified Public Accountant No. 3759

(2) Mr. Kannika Wipanurat Certified Public Accountant No. 7305

(3) Mr. Jirote Sirirrote Certified Public Accountant No. 5113

In case the foregoing auditors are unable to perform their duties, Karin Audit Company Limited shall be authorized to appoint any of its auditors to be the auditor of the Company.



บมจ.0107537002109

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 21st Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

Tel. 0 2204 2601 Fax. 0 2204 2616

The auditor fees of the Company for the fiscal year ending December 31, 2018 shall not exceed THB 2,540,000. In case that the Company has any additional transaction, which is significant including any expense regarding auditing of financial statement e.g. printing of financial statement expense, travelling expense, etc., it will be actually disbursed.

5. Approved the determination of the date of the 2018 AGM to be on April 27, 2018 at 10.00 a.m. at Meeting Room 3, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok 10110, with following agendas:

Agenda 1 To consider and adopt the minutes of the 2017 Annual General Meeting of Shareholders on April 27, 2017.

Agenda 2 To consider and acknowledge the result of the Company's business operation ending December 31, 2017 and the annual report for the year 2017.

Agenda 3 To consider and approve the financial statement of the Company and the Company's subsidiaries for the year ending 2017.

Agenda 4 To consider and approve the suspension of the allocation of the profit from the operation of the Company for the fiscal year ending December 31, 2017.

Agenda 5 To consider and approve the appointment of the directors to replace the directors who were due to retire by rotation.

Agenda 6 To consider and approve the remuneration of the directors and the subcommittee for the year 2018

Agenda 7 To consider and approve the appointment of the auditors of the Company and the Company's subsidiaries for the year 2018 and the determination of their remuneration.

Agenda 8 Other business (if any)



บมจ.0107537002109

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 21st Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok, 10110

Tel. 0 2204 2601 Fax. 0 2204 2616

-
6. Determined the date to determine the shareholders who are entitled to attend the meeting (Record Date) on April 2, 2018 according to Section 225 of the Securities and Exchanges Act B.E. 2535 (A.D. 1992).

Please be informed

Your sincerely,

Demeter Corporation Public Company Limited

Teerawet Charuwat

(Mr. Teerawit Charuwat)

Director and Chief Executive Officer