



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

DCORP 043/2018

April 27, 2018

Subject Notification of the resolution of the 2018 Annual General Meeting of Shareholders

To President
The Stock Exchange of Thailand

Demeter Corporation Public Company Limited (the “**Company**”) would like to inform the significant resolutions of the 2018 Annual General Meeting of Shareholders held on April 27, 2018 at 10.00 a.m. as follows:

1. Adopted the minutes of the 2017 Annual General Meeting of Shareholders held on April 27, 2017, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,372,456	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (68 persons)	245,372,456	100.00

(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)

2. Approved the financial statement of the Company for the fiscal year ended December 31, 2017, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00

(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)



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3. Approved the suspension of the allocation of the profit to be the reserve fund as prescribed by law and the suspension of the dividend payment for the operation result of the Company for the fiscal year ended December 31, 2017, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00

(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)

4. Election of Directors to replace the Directors who complete their term in the 2018 Annual General Meeting of shareholders, as follows:

- 4.1 Approved the appointment of Mr. Thanarath Thanavutwatthana as the Director, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00

(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)



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- 4.2 Approved the appointment of Mr. Suthep Liumsirijareern as the Independent Director, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00

(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)

- 4.3 Approved the appointment of Mr. Prachuab Ujjin as the Director, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00

(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)

- 4.4 Approved the appointment of Mr. Numchai Lowattanatakul as the Independent Director, with the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00



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(**Remark:** Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)

5. Approved the determination of the remuneration of the Directors for year 2018 as follows:

Fixed Remuneration

Position	Remuneration
Board of Directors	
(1) Chairman of the Board of Directors	Baht 22,000 per month
(2) Directors	Baht 17,000 per person/month

Meeting Allowance of the Sub-committee

<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

The Company shall pay the meeting allowance of the Board of Directors and 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



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With the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00

(Remark: Resolution in this agenda shall be approved by at least two-third of the total votes of the shareholders attending the meeting and entitled to vote.)

6. Approved to appoint the auditors from Karin Audit Company Limited to be 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 Hungsapruck; Certified Public Accountant (Thailand) No. 3759; and/or

2. Ms.Kannika Wipanutrat; Certified Public Accountant (Thailand) No. 7305; and/or

3. Mr.Jirote Sirirorote; Certified Public Accountant (Thailand) No. 5113; and/or

In addition, the meeting also approved to determine the auditor fee of the Company and subsidiaries 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. With the following voting results:

Shareholders voting	Nos. of Votes	%
Approve	245,448,533	100.00
Disapprove	0	0
Abstain	0	0
Voided Voting Card(s)	0	0
Total (73 persons)	245,448,533	100.00



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(Remark: Resolution in this agenda shall be adopted by the majority votes of the Shareholders attending the meeting and casting their votes.)

Please be informed accordingly.

Sincerely yours,
Demeter Corporation Public Company Limited
Teerawit Charuwat
(Mr. Teerawit Charuwat)
Director and Chief Executive Officer