



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

บมจ.0107537002109

Tel. 0 2204 2601 Fax. 0 2204 2616

DCORP 026/2019

May 27, 2019

Subject: Notification of Registration of Registered Capital Decrease and Registration of Amendment of the Company's Articles of Association, Article 4 (Registered Capital Decrease), Registration of Registered Capital Increase and Registration of Amendment of the Company's Articles of Association, Article 4 (Registered Capital Increase) and the Company's Memorandum of Association Article 15 and Article 37 at the Ministry of Commerce (revised)

Attn: President  
The Stock Exchange of Thailand

Demeter Corporation Public Company Limited ("DCORP") ("Company") hereby informs to you that the Company already registered the Company's registered capital decrease by 3,139,798 shares, having a par value of THB 1 per share from the current registered capital of THB 590,547,570 to THB 587,407,772, regarding to the Company's unpaid registered capital of THB 3,139,798. In this respect, Section 136 of the Public Limited Company Act provided that the company may increase the amount of its registered capital by issuing new shares, and the issue of new shares may be made after all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant. In order to be in line with the decrease of the Company's registered capital by cancelling all unpaid shares of the Company, the Company already registered the amendment to Clause 4 of the Memorandum of Association of the Company to the Department of Business Development, the Ministry of Commerce, regarding to the resolutions of the 2019 Annual General Meeting of Shareholders held on April 26, 2019, by replacing such clause with the following wording.

Clause 4	Registered Capital	THB 587,407,772	( Five Hundred Eighty-Seven Million Four Hundred Seven Thousand Seven Hundred and Seventy-Two Baht)
	Divided into		( Five Hundred Eighty-Seven Million Four Hundred Seven Thousand Seven Hundred and Seventy-Two shares)



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Par Value per share	THB 1	(One Baht)
Classified into		
Ordinary Shares	587,407,772 shares	( five hundred eighty-seven million four hundred seven thousand seven hundred and seventy-two shares)
Preferred Shares	- None -	-

The Company already registered the Company's registered capital increase from the current registered capital of THB 587,407,772 to be THB 1,762,233,316, by issuing 1,174,815,544 newly issued ordinary shares at the par value of THB 1 per share to existing shareholders of the Company in proportion to their respective shareholding (Rights Offering). In order to be in line with the increase of the Company's registered capital, the Company already registered the amendment to Clause 4 of the Memorandum of Association of the Company to the Department of Business Development, the Ministry of Commerce, regarding to the resolutions of the 2019 Annual General Meeting of Shareholders held on April 26, 2019, by replacing such clause with the following wording.

Clause 4	Registered Capital	THB 1,762,223,316	(One Thousand Seven Hundred Sixty-Two Million Two Hundred Twenty-Three Thousand Three Hundred and Sixteen Baht)
	Divided into	1,762,223,316 shares	(One Thousand Seven Hundred Sixty-Two Million Two Hundred Twenty-Three Thousand Three Hundred and Sixteen shares)
	Par Value per share	THB 1	(One Baht)
	Classified into		
	Ordinary Shares	1,762,223,316 shares	(one thousand seven hundred sixty-two million two hundred twenty-three thousand three hundred and sixteen shares)



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Preferred Shares - None -

Moreover, the Company registered the amendment of the Article of Association of the Company to the Department of Business Development, the Ministry of Commerce to be in line with Section 100 of the Public Company Act by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business, dated April 4, 2017, and the Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing, it is proposed to amend Article 15 (Meeting of Shareholders) Article 37 (Electronic Conferencing) and of the Company's Articles of Association, regarding to the resolutions of the 2019 Annual General Meeting of Shareholders held on April 26, 2019, as per the following details:

#### Article 15

One or more shareholders representing in aggregate not less than 10 percent of all issued shares may submit a written request for the Board of Directors to call a shareholders' meeting as an extraordinary general meeting at any time, provided that the matters and reasons for calling such meeting must be clearly specified in such request. In such case, the Board of Directors shall call a shareholders' meeting within 45 days from the date of receipt of such request from the shareholders.

[Paragraph 2] Should the Board of Directors fail to hold such meeting within the period under paragraph one, the shareholders who have subscribed their names or other shareholders representing in aggregate the requisite number of shares may call such meeting by themselves within 45 days from the lapse of such period under paragraph one. In such case, the meeting shall be deemed as a shareholders' meeting called by the Board of Directors, whereby the Company shall be responsible for necessary expenses incurred by holding such meeting and provide reasonable facilitation.

[Paragraph 3] At any shareholders' meeting called by the shareholders under paragraph two, should the number of shareholders present not constitute a quorum as required under Article 19, the shareholders under paragraph two shall jointly reimburse the Company for such expenses incurred by holding such meeting.

#### Article 37

The Board of Directors shall meet at least once every three months at the place designated by the Board of Directors. The Chairman of the Board shall call the Board of Directors' meetings. Should two (2) or more directors request to call a meeting of the Board of Directors, the Chairman of the Board or the person authorized by the Chairman of the Board shall schedule the date of the meeting within fourteen (14) days from the date of receipt of such request.



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[Paragraph 2] The meetings of the Board of Directors or subcommittees of the Company may be held by way of electronic conferencing in accordance with the applicable laws, including but not limited to the Announcement of the National Council for Peace and Order No. 74/2557, dated June 27, 2014, Re: Electronic Conferencing, and the Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (2014).

Please be informed accordingly.

Yours Sincerely,

Demeter Corporation Public Company Limited

*Mr. Prachuab Ujjin*

(Mr. Prachuab Ujjin)

Director and Chief Executive Officer