



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 036/2020

June 25, 2020

Subject: Notification of winning the e-bidding Creation of Awareness among People by Smart Public Billboards, and notification of Resolutions of the Board of Directors' Meeting regarding the Schedule for the 2020 Annual General Meeting of Shareholders regarding the approval of decrease in registered capital, change of Company name and seal, and amendment of the Articles of Association. (Revised)

Attn: President
The Stock Exchange of Thailand

Demeter Corporation Public Company Limited (the "Company") would like to disclose certain information to its investors so that they are fully aware of the following developments:

1. The Company has formed a joint venture with Dee Lighting International Co., Ltd. under the name of "DCORP – DLI Joint Venture", for the purpose of preparing a proposal, submitting the proposal and offering services according to the contract with the Office of the Permanent Secretary for Interior, to participate in e-bidding No. 8/2563 - Creation of Awareness among People by Smart Public Billboards according to the Notification of the Office of the Permanent Secretary for Interior dated May 8, 2020. DCORP – DLI Joint Venture has been awarded since it has corrected and complete qualifications and technical proposal and has the highest scores. The contract is expected to be signed in July 2020. The budget of the project is Baht 301,250,000 (including VAT). The period of works shall be 1,095 days from the date of the contract execution. The Company and Dee Lighting International Co., Ltd agree to be jointly and severally responsible in all cases to the Office of the Permanent Secretary for Interior for the performance of their responsibilities under the contract as joint obligors.
2. The Board of Directors of the Company Meeting No.6/2020 held on June 24, 2020 resolved to approve the following material matters:



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2.1 Approved to propose that the shareholders' meeting consider and approve the appointment of new directors in replacement of the directors who are due to retire by by rotation in accordance with the agenda item in the 2020 Annual General Meeting. The 3 directors who are due to retire by rotation are as follows:

- | | |
|---------------------------------|--|
| (1) Mr. Poonsuk Tochanakarn | Independent Director / Chairman of the Audit Committee |
| (2) Mr. Chotiphun Tiaviwat | Director / Investment Committee |
| (3) Ms. Sureeporn Udompolvanich | Director / Chief Executive Officer |

In this regards, the Nomination and Remuneration Committee has considered this matter and concluded that the 3 persons listed above that are due to retire from the position of director are resourceful persons with experience and expertise which are beneficial to the operation of the Company. They are also qualified without any prohibited characteristics prescribed under the Public Company Limited Act B.E. 2535 (as amended) and the Securities and Exchange Act B.E. 2535 (as amended) including other related notifications. In addition, the Independent Director is also qualified as an independent director as prescribed in the regulation of the Office of the Securities and Exchange Commission and is suitable to be a director of the Company. Due to these reasons, the Board of Directors therefore views that it is appropriate to propose that the 2020 shareholders' meeting reappoints such 3 persons as the directors of the Company.

2.2 Approved that the 2020 Annual General Meeting of Shareholders shall be held on August 7, 2020, at 10.00 am, at Gallery Room (second floor), Marriott Executive Apartments Sukhumvit Park, No. 90 Sukhumvit Soi 24, Klongton, Klongtoey, Bangkok 10110 Thai. The agenda of the meeting will be as follows:

- | | |
|---------------|--|
| Agenda item 1 | To consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on April 26, 2019; |
| Agenda item 2 | To consider and acknowledge the operational results for the year 2019 and 2019 Annual Report; |



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Agenda item 3 To consider and approve the Statement of Financial Position and the Profit and Loss Statement for the year 2019 for fiscal year ended December 31, 2019;

Agenda item 4 To consider and approve that the Company shall appropriate the profit as its capital reserve as prescribed by the laws and not to pay out dividends for the year 2019;

Agenda item 5 To consider and approve the reappointment of the Directors due to retire by rotation;

Agenda item 6 To consider and approve the 2020 remuneration of Directors and Sub-committee members;

Opinion of the Board: The Board of Directors consider and approve the remuneration of the Directors and Sub-committee of the Company for the year 2020 as per details the Human Resource and Compensation Committee proposed above. Remuneration for directors and sub-committees of the Company in 2020 has not changed since the approval in the 2019 Annual General Meeting of Shareholders.

Agenda item 7 To consider and approve the appointment of the auditors and 2020 audit fee;

Opinion of the Board: The Board of Directors consider and approve the appointment of (1) Mr. Jadesada Hungsapruet Certified Public Accountant No. 3759 and/or (2) Ms. Kannika Wipanurat Certified Public Accountant No. 7305 and/or (3) Mr. Jirote Sirirrote Certified Public Accountant No. 5113 the auditors from Karin Audit Company Limited to be the auditors of the Company and subsidiaries of the Company for the fiscal year ended December 31, 2020 and determine the audit fee of the Company and subsidiaries for the fiscal year ended December 31, 2020 not exceeding Baht 2,530,000



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- Agenda item 8 To consider and approve the decrease of registered capital in the amount of Baht 331,807,124.00 from the current registered capital of Baht 1,762,223,316 to Baht 1,430,416,192.00;
- Agenda item 9 To consider and approve the amendment of Clause 4 of the Memorandum of Association to be consistent with the decrease of registered capital;
- Agenda item 10 To consider and approve the change of the Company's name and the Company's seal;
- Agenda item 11 To consider and approve the amendment of Clause 1 of the Memorandum of Association to be consistent with the change of the Company's name;
- Agenda item 12 To consider and approve the amendment of Company's Articles of Association;
- Agenda item 13 To consider other matters (if any).

2.3 Approved to propose that the 2020 Annual General Meeting of shareholders consider and approve the decrease of registered capital in the amount of Baht 331,807,124.00 from the current registered capital of Baht 1,762,223,316.00 to Baht 1,430,416,192.00

2.4 Approved to propose that the 2020 Annual General Meeting of shareholders approve the amendment of Clause 4 of Memorandum of Association to be consistent with the decrease of registered capital as follows;



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“Clause 4. Registered Capital	Baht 1,430,416,192	(One Billion Four Hundred Thirty Million Four Hundred Sixteen Thousand One Hundred Ninety-Two Baht Only)
Divided into	1,430,416,192 shares	(One Billion Four Hundred Thirty Million Four Hundred Sixteen Thousand One Hundred Ninety-Two Shares)
Par value per share	Baht 1	(One Baht)
	Classified into	
Ordinary Shares	1,430,416,192 shares	(One Billion Four Hundred Thirty Million Four Hundred Sixteen Thousand One Hundred Ninety-Two Shares)
Preferred Shares	0 – shares	(Zero shares)”

2.5 Approved to propose that the 2020 Annual General Meeting of Shareholders consider and approve the change of the Company’s name and the Company’s seal to be as follows;

From Thai name: “บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)”
English name: “DEMETER CORPORATION PUBLIC COMPANY LIMITED”

Abbreviated securities name is “DCORP”

Company seal:





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To Thai name: “บริษัท ดีวี8 จำกัด (มหาชน)”

English name: “DV8 PUBLIC COMPANY LIMITED”

Abbreviated securities name is “DV8”

Company seal:  DV8 PUBLIC COMPANY LIMITED
บริษัท ดีวี8 จำกัด (มหาชน)

2.6 Approved to propose that the 2020 Annual General Meeting of Shareholders consider and approve the amendment of Clause 1 of the Memorandum of Association to be consistent with the change of the Company’s name as follows;

“Clause 1 Thai name is “บริษัท ดีวี8 จำกัด (มหาชน)”

English name is “DV8 PUBLIC COMPANY LIMITED ”

2.7 Approved to propose that the 2020 Annual General Meeting of Shareholders consider and approve the amendment of the Company’s Articles of Association in order to be consistent with the change of Company’s name and Company’s seal, and to be in line with the Emergency Decree on Electronic Meetings B.E.2020 (2563) with the details as follows;

Clause	Current Articles of Association	New Articles of Association
1	These Articles of Association are referred to as the ‘Demeter Corporation Public Company Limited’ Articles of Association	These Articles of Association are referred to as the ‘DV8 Public Company Limited’s Articles of Association
2	Unless stipulated otherwise in the Articles of Association “Company” means Demeter Corporation Public Company Limited “Board of Directors” means the Board of Directors of Demeter Corporation Public Company Limited	Unless stipulated otherwise in the Articles of Association; “Company” means DV8 Public Company Limited “Board of Directors” means the Board of Directors of DV8 Public Company Limited



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Demeter Corporation Public Company Limited



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	<p>“Director” means a Director of Demeter Corporation Public Company Limited</p>	<p>“Director” means a Director of DV8 Public Company Limited</p>
37	<p>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 that a meeting of the Board of Directors be held, 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.</p> <p>[Paragraph 2] The meetings of the Board of Directors or subcommittees of the Company may be held using 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).</p>	<p>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 that a meeting of the Board of Directors be held, 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.</p> <p>[Paragraph 2] The Company may conduct the meeting of the Board of Directors, subcommittee or shareholders by electronic conferencing, provided that the meeting complies with the rules and procedures as specified by the law and the standards relating to information security.</p>
57	<p>This Company's seal shall be as follow:</p> 	<p>This Company's seal shall be as follow:</p> 



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2.8 Approved the date to determine the names of the shareholders entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date) to be on July 8, 2020 and approved to appoint the Directors and/or Chief Executive Officer of the Company or the authorized person appointed by the Directors and/or Chief Executive Officer of the Company to amend the date to determine the names of the shareholders entitled to attend the 2020 Annual General Meeting of the Shareholders (Record Date).

Please be informed accordingly

Yours sincerely,

Demeter Corporation Public Company Limited

- Sureporn Udompolvanich -

(Ms. Sureporn Udompolvanich)

Director and Chief Executive Officer