



บมจ.0107537002109

บริษัท ดีมีเตอร์ คอร์ปอเรชั่น จำกัด (มหาชน)

**Demeter Corporation Public Company Limited**

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

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DCORP 011/2020

March 12,2020

Subject: Notification of the disposal of shares in the Biogas Power Plant Business of Akkrawat Crop Rotation Energy Company Limited (**Revised No.2**)

Attention: President  
Stock Exchange of Thailand

Demeter Corporation Public Company Limited (the “**Company**”) informed the Stock Exchange of Thailand (SET) of the progress of investment in the Biogas Power Plant Project on November 12, 2019 that the Company has executed the Share Purchase Agreement with the existing shareholders of Akkrawat Crop Rotation Energy Company Limited (“**Akkrawat**”) in the amount of 25,000 shares, representing 50 percent of the total ordinary shares of Akkrawat. The transactions are divided in to 3 stages which currently, the Company has yet entered into the third share purchase transactions, which specified in the share purchase agreement that the Company will have to buy 8,181 shares from its existing shareholders representing 16.36 percent of the total ordinary shares of Akkrawat, the Company has extended the completion of stage 3 investment by changing from within July 31, 2017 to complete within November 30, 2017.

From the Board of Directors’ meeting no. 2/2018 held on February 27, 2018, the Board of Directors has considered additional facts and the study results of the changed cost structure. It was found that the continuation of the project on the basis of the existing guidelines could result in offering no benefit to the Company and the shareholders. Therefore, the management team has conducted studies to find solutions to minimize the effects of this project. The Company has proposed solutions and discovered important issues.

The Meeting of the Board of Directors No. 2/2018 of the Company resolved significant matters regarding the operation of the biogas power plant project of Akkrawat in the same manner may result in an inability to acquire the benefits to Company and for shareholders as when the investment was previously approved. In such case, it is viewed that the Company shall terminate or sell the investment, and the Company shall, then, seek for investors who are interested in the project. At present, the current management, representing the existing shareholders, has been the operator to find investors. Indeed, during this operation, the current management has also made plans to improve the factory and sell electricity as well.



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On December 4, 2019, the Board of Directors' meeting no. 12/2019 has resolved to approve the Signing the share purchase agreement of Akkrawat in the amount of 16,819 shares held by the Company to one company at a price of 14,000,000 baht on January 28, 2020 and the company received the said share payment in the total amount of 14,000,000 baht. **By agreeing to the aforesaid price, as the power plant has ceased operation for about 2 years, if the power cannot transmit the electricity to the system within February 2020, Akkrawat may be considered to reduce the production capacity or revoke the license from the relevant authorities. Furthermore, the purchase agreement for slop waste, which is the raw material for electricity production, was not renewed. In addition, with the operation being discontinued for about 2 years, Akkrawat has to conduct public hearings in the neighborhood; and has to apply for a new power plant license. As a result, the value of the project greatly reduced from the date the company bought the project, the company is of the opinion that if the project has not been sold, the value of the project may also decrease.**

In addition the Board of Directors' meeting has resolved to make a memorandum of understanding with the major shareholder representatives of Akkrawat regarding the shares' purchase price and the conditions in the event of the completion of share purchase, which shall be regarded as a disputes resolution between each other and neither party is fascinated in claiming any damages. In this case, neither party can make any further claims against each other. **The memorandum of understanding has significant condition that both parties agreed to sell shares in proportion to their shares to STRR Engineering Company Limited; and if the sale of shares is completed, it is considered that a dispute resolution between the parties and neither party is fascinated in claiming any damages each.**

**The principles and reasons for dispute resolution and no claim for damages is because the original major shareholder of Akarawat has sent a letter to terminate the share purchase agreement due to the Company is unable to enter into the 3<sup>rd</sup> share purchase. The Company is of the opinion that, in the end, the Company May not be able to receive anything if there is still a dispute between the parties. Therefore, it is considered that the dispute resolution and the sale of shares will have less impact on the Company.**

The total amount that the company invested in Akkrawat is details as follows:

On December 30, 2016, the Company paid cash of Baht 74 million for the first portion of shares purchase (8,200 shares), of Baht 36.08 million. The first portion of shares was transferred to the Company on that date. For the rest amount of Baht 37.92 million, it represented advance payment for the second portion of shares purchase (8,619 shares). Subsequently, the second portion of shares was transferred to the Company on January 12, 2017. In addition, the Company paid for a commission fee of Baht 9.34 million for such shares acquisition. Thus, as at December 31, 2017, value of investment was stated at the amount of Baht 83.35 million.



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(Therefore, if the third completion of the share sale and purchase does not take place, the Company is entitled to claim for such sum of money in full from the broker according to the conditions stipulated under the brokerage agreement. Preliminary, the Company has issued a letter dated January 26, 2018 to the broker informing about the refund of the security deposit since the over of the deadline dated November 30, 2017. However, if the third completion of the share sale and purchase is completed, the Company may not claim for such security deposit although the Company may incur any damage from the investment in Akkrawat as there are no warranties with respect to the result of the investment under the brokerage agreement).

Therefore, the Company has filed a claim for compensation on May 16, 2018, in a black case number Por.158/2561, the case of Taling Chan Provincial Court, in which the court made an appointment to hear the verdict on March 6, 2020

As a result, the Transaction is:

- A. not considered as connected transaction of listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) because the party does not have any relationship and / or connection with the management, directors, major shareholders and controlling persons of the company and subsidiaries.
- B. considered as an acquisition and disposal of assets of listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended Upon calculation of the maximum transaction size is equal to 2.38 percent based on the net tangible asset (NTA) criteria (calculated by using the information shown in the company's consolidated financial statements ended September 30, 2019). Upon including the transaction size of the acquisition or disposition of assets of listed companies which occurred during the previous 6 months, there are – items. As a result, the company has not been obligated to comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551.



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C. considered as the transaction that a listed company or its subsidiary company acquires or disposes of an investment in another company which results in that other company becoming or ceasing to be a subsidiary company of the listed Company or its subsidiary company; the company has a duty to disclose information to SET according to the regulations of the Stock Exchange of Thailand No. Bor. Jor. / Por. 11- 00 Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company B.E. 2560 (2017).

In summary, the essence is as follows :

1. Transaction Date

January 28, 2020

2. Parties involved and/or their relationship with the Company

2.1 Selling share

No.	Seller	Buyer	Number of shares (before) sale	Number of shares (after) sale	Concernment
1	Demeter Corporation Public Company Limited	STRR Engineering Company Limited	16,819	-	No

**Concernment between the buyer and the seller:** The buyer and the seller have no concernment which may deemed Connected person under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003)

**Information of the buyer**

Name STRR Engineering Company Limited

Address 108, Khumkiao Road, Saensab, Minburi, Bangkok

Registered capital 90,000,000

Authorized directors Mr. Sitthiporn Jaraspridalarp

Power of the director One director signs with the Company's seal affixed



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Name of shareholders	1. Mr. Sitthiporn Jaraspridalarp	number of shares 380,000
	2. Miss Rujirek Jaraspridalarp	number of shares 380,000
	3. Mrs. Yaowaphorn Jaraspridalarp	number of shares 80,000
	4. Mr. Sonthiphat Jaraspridalarp	number of shares 60,000

After the transaction, the buyer has changed the directors of Akkrawat by appointing Mr. Sitthiporn Jaraspridalarp to be a director.

### 3. General Characteristics of the Transaction

Due to the Company is of the opinion that the project will not benefit the Company. The Company, therefore, decided to find investor who is interested in investing in the project. The buyer contacted the shares in Akkrawat through the major shareholder of Akkrawat that the buyer has wished to buy all shares of Akarawat, including the shares that Company held. After negotiating with the buyer, the Company decided to sell the shares to the buyer. The Selling shares to the buyer in the amount of 16,819 shares, with a par value of 100 Baht per share, representing 33.638 percent of the registered capital at the purchase price of 832.39 per share, totaling Baht 14,000,000, dated 28 January 2020

After the above process of completing the selling share process, Akkrawat's power plant business will no longer be a subsidiary of the Company.

However, the mentioned transaction is considered as an acquisition and disposal of assets of listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended Upon calculation of the maximum transaction size is equal to 2.38 percent based on the net tangible asset (NTA) criteria (calculated by using the information shown in the company's consolidated financial statements ended September 30, 2019). Upon including the transaction size of the acquisition or disposition of assets of listed companies which occurred during the previous 6 months, there are – items. Calculation of transaction size with respect to the 4 calculation criteria is the details as follows;



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No	Criteria of the calculation of the transaction size	Calculation formula (unit: thousand Baht)	Transaction size
1	Net tangible asset (NTA)	NTA of the transaction x Selling ratio/ NTA of the listed company $14,000 * 100 / 587,309$	2.38 percent
2	Net profit basis	Net profits of the buying or selling company x ratio of disposition/ net profit of the listed company	N/A
3	Consideration paid basis	Proportionally of paid amount or acquired amount/ total assets of the listed company $14,000 * 100 / 605,613$	2.31 percent
4	Issuance of securities basis	Equity shares issued for the payment of assets/Paid-up shares of the company	N/A

Summary of financial data used for calculation

(unit: thousand Baht)	30 September 2019 (verified) Company
Total asset	605,613
Tangible assets	-
Total debts	18,304
Non-controlling interests	-
Net tangible assets (NTA)	587,309
Net profits (Baht/shares)	(0.041)

#### 4. Details of disposition asset

Shares of Akkrawat company total amount of 16,819 shares

##### Name of the Company

Akkrawat Crop Rotation Energy Company Limited

##### Company Establishment Date

May 22, 2008, Registration No. 0105551048887, Address of Principal Office No. 99/1 Moo 8, Tambon Srakrajom, Amphur Dorn Jedee, Suphan Buri Province.



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#### Registered Capital

Baht 5,000,000

#### Amount and value of shares

50, 000 shares, Baht 100 per share

#### Characteristic of the project

Aukkarawat power plant engage in the business of generating and selling electricity with the Provincial Electricity Authority (PEA), which is the production of electricity from combustion of biogas from concentrated wastewater with the maximum production capacity of 4.9 MW. Aukkarawat power plant has entered into a power purchase agreement with PEA, with the duration of 5 years (automatically extended every 5 years) and the Commercial Operation Date (COD) was on June 4, 2010. The buying rate is in accordance with the standard buying rate of PEA, the price may vary according to the policy of PEA. The plant is located at Amphur Dorn Jedee, Suphan Buri Province.

#### Financial position and operating results

Summary of financial position and operating results dated December 31, 2019 according to the audited financial statement, significant information is as follow:

Aukkarawat power plant (unit: thousand Baht)	31 December 2019 (audited)	31 December 2018 (audited)	31 December 2017 (audited)
Total assets	6,892	9,109	10,207
Total debts	77	1,763	1,215
Registered capital	5,000	5,000	5,000
Paid-up registered capital	5,000	5,000	5,000
Shareholder's equity	6,815	7,346	8,992
Total income	1,011	-	18
Total expenses	1,542	1,645	12,833
Profit(loss) before income tax	(531)	(1,645)	(12,815)
Net profit(loss)	(531)	(1,645)	(12,815)
Book value per share (Baht/share)	136.30	146.92	179.83



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#### 5. Total value and total transaction size calculation basis

Total value of the consideration which the buyer has to pay for the transaction is Baht 14,000,000.

Share payment method is as follow:

- The Selling shares to the buyer in the amount of 16,819 shares, with a par value of 100 Baht per share, representing 33.638 percent of the registered capital at the purchase price of 832.39 per share, totaling Baht 14,000,000, dated 28 January 2020

#### 6. Expected Benefits from the Transaction

The Company will use the money from the transaction as a working capital.

#### 7. Source of Fund

Cash from the buyer business.

#### 8. Opinion of the Company's Board of Directors concerning the Transaction

The Board of Directors of the Company approved the executives to enter into the Aukkrarawat's share purchase agreement, in the amount of 16,819 shares, totaling Baht 14,000,000. **However, there were 4 directors who did not attend the meeting which are Mr.Numchai Lowattanatakul, Mr. Thanarath Thanavutwatthana, Mr. Prachuab Ujjin, Mr. Chotiphun Tiaviwat.**

#### 9. Opinion of the Audit Committee which differ from the Opinion of the Board of Directors under clause 8

Neither of the 2 members of the Audit Committee has any different opinions from those of the Board of Directors with Mr.Numchai Lowattanatakul, one member of the Audit Committee, did not attend the meeting.

Please be informed accordingly.

Yours Sincerely,

Demeter Corporation Public Company Limited

- Sureeporn Udompolvanich -

(Ms. Sureeporn Udompolvanich)

Director and Chief Executive Officer