



SET No. 23/2018

27 April 2018

Subject: Notification of the Resolutions of the 2018 Annual General Meeting of Shareholders

To: President,  
The Stock Exchange of Thailand

Reference is made to the fact that Adamas Incorporation Public Company Limited (“the Company”) convened the 2018 Annual General Meeting of Shareholders on 27 April 2018 at 14:00 hrs. at Sathorn 2 Room, 4th Floor, Ascott Sathorn Bangkok Hotel, No.7, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The resolutions considered and passed at the Meeting are summarized as follows:

1. Adopted the Minutes of 2017 General Meeting of Shareholders, held on 20 April 2017 with the vote casted as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	338,840,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

2. Acknowledged the operational results of the Company for the accounting year ending 31 December 2017.

3. Approved the Financial Statements for the accounting year ending 31 December 2017 with the vote casted as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

4. Approved not to allocate dividend payments with the vote casted as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

5. Approved the appointment 2 persons nominated for the position of directors replacing the directors who will retire by rotation.

5.1 Appointed Mr. Wallop Sripaisal as an Independent Director replacing Col. Tiwaporn Chanapanao with the vote casted as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

5.2 Appointed Mr. Supachoke Panchasarp as a Director replacing Ms. Pattanan Apirayothin with the vote casted as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

6. Approve the remuneration of the directors and sub-committee for year 2018, as follows:

(1) Monthly Remuneration

- Chairman of the Board of Directors receive a Monthly Remuneration of 15,000 Baht (Fifteen Thousand Baht)
- Director receive a Monthly Remuneration of 10,000 Baht (Ten Thousand Baht)

(2) Meeting Allowance

- Chairman of the Board of Directors receive a Meeting Allowance of 15,000 Baht (Fifteen Thousand Baht)
- Director receive a Meeting Allowance of 10,000 Baht (Ten Thousand Baht)

(3) Meeting Allowance for Sub-committee such as Audit Committee

- Chairman of the Board of Sub-committee receive a Meeting Allowance of 10,000 Baht (Ten Thousand Baht)
- Sub-committee receive a Meeting Allowance of 7,000 Baht (Seven Thousand Baht)

Directors who receive regular salary as executives shall not receive such remuneration as a Director

The shareholders approved the resolution with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a vote of no less than two-thirds of the shareholders attending the meeting.

7. Appointed Miss Somjintana Pholhirunrat, Certified Public Accountant No. 5599 and/or Mr. Joompoth Priratanakorn, Certified Public Accountant No. 7645 and/or Miss Suphanphorn Mangjit, Certified Public Accountant No. 8125 of DIA International Audit Co., Ltd. as the auditor of the Company, in order to audit the Financial Statements of the Company for the accounting year ending 31 December 2018 the determination of the audit fee for the year 2018, amounting to 800,000 Baht (Eight Hundred Thousand Baht) with the vote casted as follows:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,354	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by a vote of no less than two-thirds of the shareholders attending the meeting.

8. Approve the amendments to the Articles of Association of the Company as follows:

8.1 To amend the Articles of Association of the Company Articles 16

**Original**

“Article 16, The shareholders meeting shall elect directors in accordance with the following rules and procedures:

- (1) A shareholder has one (1) share per (1) vote;
- (2) Each shareholder may exercise all the votes he/she has under Clause One (1) to elect one or several persons as director. In the case of election of several persons as directors, no one can divide his/her votes to any of such persons;
- (3) The persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors to be elected or elected at that time. In the case where a person who has been elected in the next order has the same number of votes in excess of the number of directors to be elected or elected at that time, the chairman of the meeting shall have a casting vote”.

**Amendment**

“Article 16, The shareholders meeting shall elect directors in accordance with the following rules and procedures:

- (1) A shareholder has one (1) share per (1) vote;
- (2) The election of directors may be made by way of casting a vote for each director, or for a number of directors, as deemed appropriate by shareholders' meeting. However, in each resolution the shareholders must vote with the votes in accordance with Clause One (1), which cannot divide a vote to any of such persons. Therefore, the shareholders cannot divide their votes in electing directors to any person under Section 70, Paragraph One of the Public Limited Company Act.
- (3) Voting in election for a director will be held by way of the majority vote. If the votes are equal, the chairman of the meeting shall have the casting vote.”

The shareholders approved the resolution with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,355	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by more than three-quarter (3/4) vote of the shareholders who attended the Meeting and were eligible to vote.

8.2 To amend the Articles of Association of the Company Articles 30

**Original**

“ Articles 30, The authorized directors are 2 directors jointly sign and the Company’s seal affixed.

The Board of Directors has the authority to determine and make amendments to the names of the authorized directors”

**Amendment**

“ Articles 30, The authorized directors are 2 directors jointly sign and the Company’s seal affixed.

The Board of Directors has the authority to determine and make amendments to the number of directors and/or the names of the authorized directors”

The shareholders approved the resolution with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,355	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by more than three-quarter (3/4) vote of the shareholders who attended the Meeting and were eligible to vote.

8.3 To amend the Articles of Association of the Company Articles 31

**Original**

“Article 31, The Board of Directors shall arrange for an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders meetings other than that mentioned in the first paragraph shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders at any time as deemed appropriate.

Shareholders holding an aggregate number of shares not less than one-fifth (1/5) of the total paid-up shares, or not less than 25 shareholders holding an aggregate number of shares not less than one-tenth (1/10) of the total paid-up shares, may at any time jointly sign and submit a written request to the Board of Directors for the convening of an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this case, the Board of Directors shall arrange for the shareholders meeting within one (1) month from the date of receiving the request from the shareholders.”

**Amendment**

“Articles 31, The Board of Directors shall summon an Annual General Shareowners’ Meeting within four (4) months as from the last day of the fiscal year of the Company.

The Shareowners’ Meeting other than the aforementioned meeting shall be called extraordinary meeting.

The Board of Directors may summon an extraordinary meeting of shareowners any time as it deems appropriate.

One or many shareowners holding shares amounting to not less than ten (10) percent of the number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a Shareowners’ Meeting within forty-five (45) days as from the date of receipt of the request from the shareowners.

Should the Board of Directors fail to summon such meeting within the time-frame prescribed under paragraph four, those shareowners who had subscribed their names to the aforesaid request or other shareowners together holding shares amounting to the prescribed number may themselves summon a meeting within forty-five (45) days from the date of expiration of the period under paragraph four; In such, the meeting is regarded as a Shareowners’ Meeting summoned by the Board of Directors, with the Company being responsible for all necessary costs of organizing and facilitating the meeting as appropriate.

In the event that any such meeting summoned by shareowners under paragraph five does not render attendance which meets the required quorum as prescribed in Articles 33, those shareowners under paragraph five must be responsible for compensating the Company for all the costs associated with the arrangement of such meeting.”

The shareholders approved the resolution with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	339,503,355	100.00
Disapproved	0	0.00
Abstained	0	0.00
Void ballots	0	0.00

Remarks: This agenda item must be approved by more than three-quarter (3/4) vote of the shareholders who attended the Meeting and were eligible to vote.



Please be informed accordingly.

Sincerely yours

**Adamas Incorporation Public Company Limited**

Signed

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(Mr. Kriangkrai Siravanichkan)  
Chairman of the Board of Directors