



SET No. 19/2018

20 March 2018

Subject: Notification of the Resolutions of the Board of Directors' Meeting and Determination of the date of convening of the Annual General Meeting of Shareholders for the year 2018 (the "AGM 2018")

To: President
The Stock Exchange of Thailand

Adamas Incorporation Public Company Limited ("the Company") would like to inform the resolutions of the Board of Directors' Meeting No. 6/2018 held on 20 March 2018 approving the significant resolutions of the meeting as follows:

1. Approved to propose to the AGM 2018 to consider and approve the suspension of the dividend payment.
2. Approved to propose to the AGM 2018 to consider and approve the appointment of 2 persons nominated for the position of directors replacing the directors who will retire by rotation, namely:
 - 2.1 To appoint Mr. Wallop Sripaisal as a Director replacing Col. Tiwaporn Chanapanao
 - 2.2 To appoint Mr. Supachoke Panchasarp as a Director replacing Ms. Pattanan Apirayothin
3. Approved to propose to the AGM 2018 to consider and approve the remuneration of the directors and sub-committee for year 2018, as follows:
 - 3.1 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)
 - 3.2 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)

3.3 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.

4. Approve to propose to the shareholders' meeting for its consideration and approval of the appointment of Miss Somjintana Pholhirunrat, Certified Public Accountant No. 5599 and/or Mr. Joompoth Piratanakorn, 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, and in the case that the so appointed auditor cannot perform his/her duty, DIA International Audit Co., Ltd. is required to arrange for another certified public accountant to audit and render their opinion on the Financial Statements in place of the appointed auditor, and the determination of the audit fee for the year 2018, amounting to 800,000 Baht (Eight Hundred Thousand Baht).
5. Approved to propose to the AGM 2018 to consider and approve the amendments to the Articles of Association of the Company as follows:

5.1 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.”

5.2 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”

5.3 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.”

6. Approved the determination of the date of convening of the AGM 2018 on 27 April 2018 at 14:00, at Sathorn II Room, 4th Floor, Ascott Sathorn Bangkok Hotel, No. 7 South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120 with the agenda items listed as follows:
 - Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders for the year 2017;
 - Agenda 2 To consider and acknowledge the operation results of the Company for the fiscal year ended 31 December 2016;

- Agenda 3 To consider and approve the financial statements of the Company for the fiscal year ended 31 December 2016;
- Agenda 4 To consider and approve the suspension of the dividend payment;
- Agenda 5 To consider and approve the election of the directors to replace the directors who will retire by rotation;
- Agenda 6 To consider and approve the remuneration of the directors and sub-committee of the Company for the year 2018;
- Agenda 7 To consider and approve the appointment of auditors and determination of the auditor fee for the year 2017;
- Agenda 8 To consider and approve the amendments of the Articles of Association;
- Agenda 9 Other matters (if any).

7. Approved to determine the date for fixing the names of Shareholders who shall be entitled to attend the AGM 2018 (Record Date) on 9 April 2018.

Please inform the shareholders and the investors accordingly

Sincerely yours

Adamas Incorporation Public Company Limited

Signed

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