

No. CSO. 012/2021

Date: 15th March 2021

Subject: Invitation to the Annual General Shareholders' Meeting Year 2021 (E-AGM)

To: Shareholders, Do Day Dream Public Company Limited

Attachments to the Invitation Letter:

1. A copy of the minutes of the General Meeting of the Shareholders 2020
2. Financial Summary From 56-1 One Report of 2020
3. Information on External Auditors' Profile
4. Details of the retired directors being proposed for re-election
5. Details of the Directors Being Proposed for election
6. Proxy Form A (general)
7. Proxy Form B (which particulars of delegations are clearly determined)
8. Proxy Form C (for foreign investors that appointed custodians in Thailand) Definition and information of the independent directors to present as proxy
9. Definition of Independent Director and The Information of Independent Director to Present as Proxy
10. The Company's Article of Association in relation to the General Shareholders' Meeting.
11. Clarifications concerning documents and evidence identifying shareholders and proxies eligible to register, attend, and vote at the Meeting.
12. Procedures for Attending the Annual General Shareholders' Meeting 2020 (E-AGM)
13. Procedures for sending any query in advance
14. Registration form for attending the 2021 AGM through Electronic Media (E-AGM)

Shareholder can be download the document from the Company's website

<http://www.dodaydream.com/th/investor-relations/shareholder-information/shareholder-meeting>

According to the resolution of the Board of Directors No.2/2021 on February 25, 2021 to call the Annual General Shareholders' Meeting Year 2021 on Thursday 22nd of April 2020 at 14.00 hrs (registration opens at 12.00 hours) Through Electronic meeting (E-AGM). The agendas are as follows:

Agenda 1 To Consider and Certify the Minutes of the General Shareholders' Meeting 2020

Objectives and Rationale

The General Shareholders' Meeting 2020 was held on 29th of June 2020 and the minutes were prepared and filed with the Stock Exchange of Thailand within 14 days of the Meeting. The details were disclosed on the Company's website

The Board's Opinion

The Board has recommended that the minutes of the General Shareholders' Meeting 2020 be adopted because they were accurately recorded as shown in Attachment 1 and should be proposed to shareholders for certification.

Voting

To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 2 To Acknowledge the Company's Performance Result and the Board of Directors' Report Year 2020 and Approve the Financial Statement Year 2020 and Acknowledge the Auditor Report

Objectives and Rationale

The Company has summarized the performance results year 2020 along with the significant changes that occurred during the year in the 56-1 One Report. And According to the Public Limited Companies Act B.E 2535 Section 112, the Company must prepare financial statement and income statements at the end of fiscal year, which have been audited by external auditor, and propose to Meeting for approval.

The Audit Committee's Opinion

The Audit Committee has reviewed the Company's financial statements for the year ended 31st of December 2020, which have been audited and signed by Mr. Veerachai Ratanajaratkul, Certified Public Accountant No. 4323, of KPMG Phoomchai Audit Limited, and recommended the Board to propose the Company's financial statements year 2020 to the Meeting for approval. Details of the Company's financial statement as refer to Attachment 2.



The Board's Opinion

The Board has recommended to report the Meeting on the Company's performance results year 2020 along with the significant changes that occurred during the year, as shown in Attachment 2. And to propose the Company's audited financial statements for the year ended 31st of December 2020, which have been reviewed and accepted by the Audit Committee, to the Meeting for approval. The significant Information from the Company's Financial Statements as follows:

(Unit : Baht)

Description	Consolidated		Seperate	
	2563	2562	2563	2562
Total Assets	5,333,512,367	4,956,708,964	5,095,338,760	4,857,992,904
Total Liabilities	441,020,725	194,124,383	127,375,536	52,333,936
Total Equity	4,892,491,642	4,762,584,581	4,967,963,224	4,805,658,968
Sale Revenue	1,000,337,479	729,064,786	158,809,529	372,514,187
Total Revenue	1,590,275,255	796,439,935	872,166,437	471,433,308
Net Profit for the year	179,544,624	(53,216,895)	352,004,592	48,464,854
Earnings per share	0.53	(0.17)	1.11	0.15

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 3 To Consider and Approve the Allocation of 2020 Net Profit as Dividend

Objectives and Rationale:

The Company has adopted a policy to pay dividend to shareholders not less than 50% of the Company's separate net profit after deduct the corporate income tax and any type of legal reserve as specify in the Company's Articles of Association and legal. The dividend payment was considered by the Company's Separate Financial Statement, if there is no any other necessity and will not significantly affect to the Company's regular operation.



Details of Dividend Payment: According to the Public Companies Act B.E. 2535 Section 116 and article 45 of the Company's Article of Association, the Company shall allocate no less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten (10) percent of the registered capital. Currently, the Company already reserved the full amount in accordance with the law. Details of dividend payment as follows:

Details of Dividend Payment	Year 2020		Year 2019	
Net Profit (Loss)	352,004,592	Baht	48,464,854	Baht
Profit (Loss) per share	1.11	Baht	0.15	Baht
Interim Dividend-per share*	0.358	Baht	-	Baht
Interim Dividend*	113,803,797	Baht	-	Baht
Annual Dividend-per share	0.5	Baht	0.125	Baht
Annual Dividend	158,943,850	Baht	39,735,962.50	Baht
Total Dividend Payment-per share	0.858	Baht	0.125	Baht
Total Dividend Payment	272,747,647	Baht	39,735,962.50	Baht
Dividend Payment Ratio	77.48	%	81.99	%
Total amount of shares	317,887,700	Shares	317,887,700	Shares

The Board's Opinion

After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders approve 2020 net profit allocation and the dividend payment for the year 2020 performance at the rate of Baht 0.858 per share (Paid-up Capital 317,887,700 shares) totaling Baht 272.74 million. After deduction of the interim dividend payment for the first half of 2020 performance at the rate of Baht 0.358 per share with the total amount of Baht 113.80 million and be paid to the shareholders on 10th September 2020. The Company will pay the remaining dividend at the rate of Baht 0.5 per share, totaling Baht 158.94 million. The Record Date on which shareholders have the right to receive dividends on 15th March 2021 (Record Date). The dividend will be paid on 10th May 2021 subject to approval from the 2021 AGM.



Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 4 To Consider and Approve the Appointment and Remuneration of the External Auditors Year 2021

Objectives and Rationale:

According to Section 120 of the Public Limited Companies Act B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Shareholders' Meeting.

The Audit Committee's Opinion

The Audit Committee recommended the appointment of KPMG Phoomchai Audit Limited as the Company's external audit firm for the fiscal year 2021 due to their independency, knowledge, and expertise in auditing many listed companies with the reasonable service fee and their credibility. The Audit Committee recommended the following auditors to be the Company's external auditor:

1. Mr. Charoen Phosamritlert CPA No. 4068
2. Mr. Veerachai Ratanajaratkul CPA No. 4323
3. Mrs. Munchupa Singsuksawat CPA No. 6112

Any of the above auditors can conduct an audit and express opinion on the Company's financial statements. The proposed auditors' profile is shown in *Attachment 3*.

The proposed Audit fee for the year 2021 is 4,032,000 Baht excluding other actual payable non-audit fees. The Audit Committee then recommended the Board to propose the the Annual General Shareholders' Meeting to approve the appointment of KPMG Phoomchai Audit Limited to be the Company's external auditor firm in 2021. KPMG Phoomchai Audit Limited and the proposed auditors are independent and do not have any conflicts of interest with the Company, the management, the major shareholders or any related person.

The Board's Opinion

The Board has agreed with the Audit Committee and proposed the Meeting to approve the appointment of the auditors from KPMG Phoomchai Audit Limited as the Company's external auditors for fiscal year 2021 with the following detail of audit fee:

Audit Fee and Non-audit Fee	Year 2021 (Proposed)	Year 2020	Year 2019
Audit Fee for the Company	2,340,000	2,700,000	2,700,000
Audit Fee for the Domestic	1,692,000	1,800,000	1,200,000
Other Non-Audit Fee	-	-	-
Total	4,032,000	4,500,000	3,900,000

In addition, The Board has agreed to notify the Annual General Shareholders' Meeting that KPMG Phoomchai Audit Limited should be appointed as an external audit firm for the Company's subsidiaries for fiscal year 2021.

Voting:

To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 5 To Consider and Approve the Appointment of Directors to Replace those Who will Retire by Rotation in Year 2021

Objectives and Rationale:

According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Shareholders' Meeting. There are 2 directors as listed below are due to retire by rotation in 2021:

- 1) Mr. Suphawat Vanichprapha
For the position: Director and
Member of Nomination and Remuneration Committee
- 2) Mr. Wasin Parithan
For the position: Independent Director and
Chairman of Audit Committee

For the Annual General Shareholders' Meeting 2021, the Company invited shareholders to nominate qualified persons to be elected as the Company's director in advance during 9 October to 30 December 2020. However, there is no any shareholder had nominated a qualified person to be elected as the Company's director.

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee, excepted the directors with special interests on this agenda, has considered the qualifications, knowledge, competency, experience, and performance of each director who retire by rotation and recommended to re-election all 2 directors to be reappointed for another term of office for directorship. Details of the retired directors being proposed for re-election including their age, percentage of shareholdings, educational background, work experience, and board-meeting attendance are provided in Attachments 4.

The Board's Opinion

The Board, except the directors with special interests on this agenda, has carefully considered and agreed with the Nomination and Remuneration Committee to propose the Meeting to approve the reappointment of all 2 directors for another term of office.

The proposed directors for reappointment meet all the requirements stipulated in the Public Limited Companies Act B.E. 2535 and relevant regulations of the Capital Market Supervisory Board. The proposed director who have been nominated as independent directors can give opinions independently and in accordance with the relevant regulations.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the Meeting and cast their votes.

Agenda 6 To Appoint a new Director and revised company authorization

Objectives and Rationale: This is to ask for approval. The proposal follows Clauses 67 and 70 of the Public Limited Companies Act B.E. 2535, together with Article 15 of the Company's Articles of Association which requires that the Company shall have at least 5 directors.

The Nomination and Remuneration Committee's Opinion:

The Nomination and Remuneration Committee has proceeded in accordance with the procedure and requirements for nomination. In this regard, the Committee also considered qualifications of directors that are beneficially to the Company as described in the Board Skill Matrix, especially expertise on investment and outbound business expansion, to substitute the resigned director. Then, sorting qualified candidates for selection, which included candidates from Director Pool of the Thai Institute of Directors.



Nomination requirements included knowledge and expertise, experience and not serving as a director or management in other business that may cause conflict of interest with the Company. After having considered, the Committee agreed to propose Ms. Nuntawan Suwandej (as a director who is an executive) to the Board of Directors and the Company's authorized signatory for consideration and further propose to the Shareholders' Meeting for approval.

The Revised Company's authorized signatory as follows:

From: "2. Mr. Sarawut Pornpatanarak or Mr. Nitiroj Manolamai or Mr. Suphawat Vanichprapha, jointly sign with Mr. Piyawat Ratchapolsitte or Mr. Rittikrai Thammaraksa with the company's seal affixed"

To be: "2. Mr. Sarawut Pornpatanarak or Mr. Nitiroj Manolamai or Mr. Suphawat Vanichprapha, jointly sign with Miss Nuntawan Suwandej or Mr. Rittikrai Thammaraksa with the company's seal affixed"

The Board's Opinion: The Board agreed with the Nomination and Remuneration Committee. It therefore proposed the Shareholders' Meeting to consider and approve the appointment of Ms. Nuntawan Suwandej as a director who is an executive, since he is qualified and suitable with the Company's business, especially her expertise on Business. Profile of the candidate for a new director is attached hereto. Attachment 5.

Voting: Resolution of this Agenda shall be passed by a majority vote of shareholders who attend the meeting and cast their votes.

Agenda 7 To Consider and Approve the Remuneration of the Board of Directors for Year 2021

Objectives and Rationale

According to article 22 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration in the form of a monthly fee, meeting allowance, pension, bonus, or other benefits as consider and approve by the shareholders.

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee has considered the directors' remuneration to be accordance to the Company's performance result, each director's responsibility and performance, and concluded that it is in line with the same industry standards. The Committee recommended that the remuneration policy for the Board and sub-committees in 2021 comprising of monthly fee, meeting allowance, and bonus. The other policy on director remuneration remains the same as approved by the Annual General Shareholders' Meeting 2020 as follows:

Directors' Remuneration Year 2021

Position	Monthly Fee (Baht / Month)	Meeting Allowance* (Baht / Time)	Bonus	Other
Chairman of the Board of Directors	15,000	22,500	Not exceeding 1,000,000 Baht. The Meeting should delegate bonus allocation authority to the Board as appropriate.	Health Insurance Not exceeding 240,000 Baht.
Director	15,000	17,500		
Chairman of Audit Committee	-	22,500		
Member of Audit Committee	-	17,500		
Chairman of Risk Management Committee	-	17,500		
Member of Risk Management Committee	-	14,000		
Chairman of Remuneration & Nomination Committee	-	17,500		
Member of Remuneration & Nomination Committee	-	14,000		

Remarks: * Meeting Allowance of the Board of Directors and sub-committees will be paid as actual meeting attendance of each director.

** Executive Directors shall not be entitled to receive the above director remunerations.

*** There are no any directors' benefits other than those specified above

The Board's Opinion:

The Board has agreed with the Nomination and Remuneration Committee's recommendation and proposed the Meeting to approve the Board of Directors' remuneration for 2021 according to the proposal. During 2020,

Voting

To approve this matter, a resolution must be passed by not less than two-thirds (2/3) of the shareholders who attend the Meeting.



Agenda 8 Other Matters (if any)

Objectives and Rationale: This agenda is designated that shareholders can raise query and/or express comments to the Board and/or request the Board to provide explanation. There will be neither proposal for the Meeting to consider and approve, nor be any voting on this agenda.

The Company has specify the right of shareholders to attend the Annual General Shareholders' Meeting Year 2020 (Record Date) on 15 March 2021.

Any shareholder who would like to appoint a proxy to attend the Meeting and vote on his/her behalf must complete only one proxy (Proxy Form B can be found in *Attachment 5*); or can download either Proxy Form A (general) or Proxy Form C (only foreign investors who have custodian in Thailand) from the Company's website. Shareholder can use one form of proxy as mentioned above only.

Any shareholder who is unable to attend the Meeting can authorize the Company's independent director i.e. Mr. Nattawut Krerpradub or Mr. Terdsak Rojsurakitti to attend and vote on his/her behalf. Definition and details of independent directors can be found in Attachment 9. The Company requests the shareholders' proxy should be mailed to the Company as address below within 16 April 2021:

Do Day Dream Public Company Limited "Company Secretary"

No. 32 Keharomklao Road, Rat Phatthana, Saphansung, Bangkok 10240, Thailand

Please be hereby informed and kindly attend the meeting at the date and time as specified above. Your attention would be very much appreciated.

Sincerely Yours,

Do Day Dream Public Company Limited


(Mr. Rittikrai Thammaraksa)

Acting Chairman of the Board of Directors

Notes: Shareholders can access the invitation of the Annual General Shareholders' Meeting Year 2021 and all related documents from 19 March 2021 at the Company's website <http://www.dodaydream.com/th/investor-relations/shareholder-information/shareholder-meeting> in topic "Information for Shareholders/Shareholders' Meeting". If any shareholders have a query about the agenda, he/she can contact the Company through the procedures for sending any query in advance as Attachment