



Do Day Dream Public Company Limited

Notice of the Annual General Meeting of Shareholders 2024

Thursday, 11 April 2024, at 10.00 a.m.

Electronic Meeting (E-AGM)

Contact  
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No. CSO. 010/2024

Date: 11 March 2024

**Subject:** Invitation to the Annual General Shareholders' Meeting Year 2024 (E-AGM)

**To:** Shareholders,  
Do Day Dream Public Company Limited

**Enclosures to the Invitation Letter:**

1. A copy of the minutes of the General Meeting of the Shareholders 2023
2. Financial Summary One Report (56-1) of 2023
3. Information on External Auditors' Profile
4. Details of the retired directors being proposed for re-election
5. Proxy Form A (general)
6. Proxy Form B (which particulars of delegations are clearly determined)
7. Proxy Form C (for foreign investors that appointed custodians in Thailand) Definition and information of the independent directors to present as proxy
8. Definition of Independent Director and The Information of Independent Director to Present as Proxy
9. The Company's Article of Association in relation to the General Shareholders' Meeting.
10. Clarifications concerning documents and evidence identifying shareholders and proxies eligible to register, attend, and vote at the Meeting.
11. User Manual E-Shareholder Meeting System
12. Procedures for sending any query in advance

The Board of Directors has decided to hold the 2024 Annual General Meeting of Shareholders (the "Meeting") on 11 April 2024, at 10.00 a.m. through electronic means (e-AGM) in compliance with laws and regulation on electronic meetings, to consider the following agenda items.

Shareholders were invited to propose their agenda for this Annual General Meeting in advance from 1 October to 30 December 2023. The information was announced via the Company's website and the Stock Exchange of Thailand (SET)'s news and information system. However, there was no agenda proposed by shareholders.

**Agenda 1 To Consider and Certify the Minutes of the General Shareholders' Meeting 2023**

**Objectives and Rationale**

The General Shareholders' Meeting 2023 was held on April 20, 2023 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 2023 be adopted because they were accurately recorded as shown in Enclosure 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 2023 Company's Performance Results and to Approve the Financial Statements ended on 31 December 2023, Which as been Audited by the Auditor.

### Objectives and Rationale

The Company has summarized the performance results year 2023 along with the significant changes that occurred during the year in the 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 31 of December 2023, 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 2023 to the Meeting for approval. Details of the Company's financial statement as refer to Enclosure 2.

### The Board's Opinion

The Board has recommended to report the Meeting on the Company's performance results year 2023 along with the significant changes that occurred during the year, as shown in Enclosure 2. And to propose the Company's audited financial statements for the year ended 31 of December 2023, 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	
	2023	2022	2023	2022
Total Assets	5,015,938,285	5,318,389,768	4,862,614,636	5,065,613,420
Total Liabilities	421,783,493	585,330,463	132,284,933	200,823,354
Total Equity	4,594,154,792	4,733,059,305	4,730,329,703	4,864,790,066
Sale Revenue	1,587,901,727	1,602,798,219	209,065,976	262,994,080
Total Revenue	1,667,968,494	1,763,870,528	477,143,320	604,923,923

Description	Consolidated		Seperate	
	2023	2022	2023	2022
Net Profit for the year	(22,896,543)	135,286,589	(39,094,083)	85,838,296
Profit attributable to owners of the parent	(31,291,264)	100,967,616	(39,094,083)	85,838,296
Earnings per share	(0.10)	0.32	(0.12)	0.27

**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 approval the no dividend payment for the fiscal year ended December 31, 2023

#### **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.

#### **The Board's Opinion**

After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders approve the no dividend payment for the year 2023 performance *The right to receive dividend or new shares, as the case maybe, is uncertain as it has not yet been approved by shareholders.*

#### **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 2024

#### **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 2024 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 Singuaksawat   | 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 Enclosure 3.

The proposed Audit fee for the year 2024 is on budget 3,966,000 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 2024. 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 2024 with the following detail of audit fee:

Audit Fee and Non-audit Fee	Year 2024 (Proposed Year)	Year 2023	Year 2022
Audit Fee for the Company	2,340,000	2,290,000	2,340,000
Audit Fee for the Domestic Subsidiaries	1,626,000	1,582,000	1,714,000
Other Non-Audit Fee	-	-	-
<b>Total</b>	<b>3,966,000</b>	<b>3,872,000</b>	<b>4,054,000</b>

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 2024.

#### 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 2024

#### 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 3 directors as listed below are due to retire by rotation in 2024:

Name	Position
1. Mr. Suphawatt Vanichprapha	Director, Member of Executive Committee, and Member of Nomination and Remuneration Committee
2. Mr.Wasin Parithan	Independent Director and Chairman of Audit Committee
3. Ms.Nuntawan Suwandej	Director, Member of Executive Committee, and Chief Executive Officer

For the Annual General Shareholders' Meeting 2024, the Company invited shareholders to nominate qualified persons to be elected as the Company's director in advance during 1 October to 30 December 2023. 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, considering the qualifications and appropriateness as required by the Public Company Limited Act B.E. 2535 (1992) (as amended), proportion and qualification of Independent Directors according to the definition of Independent Director of the Company and the Notification of Capital Market Supervisory Board, as well as knowledge, capabilities and experience that are useful to the Company's business, and performance of each director who retire by rotation and recommended to re-election all 3 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 Enclosures 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 3 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 Consider and Approve the Remuneration of the Board of Directors for Year 2024

### 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 2024 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 2023 as follows:

**Directors' Remuneration Year 2024**

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 appropriat e.	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 2024 according to the proposal. During 2023,

### 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 7 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.

All shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders. The Company has specified the right of shareholders to attend the Annual General Shareholders' Meeting Year 2024 (Record Date) on 11 March 2024. Shareholders can access the invitation of the Annual General Shareholders' Meeting Year 2024 and all related documents from 11 March 2024 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 Enclosure 12

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 Enclosure 6); or can download either Proxy Form A (general) (can be found in Enclosure 5) or Proxy Form C (only foreign investors who have custodian in Thailand) (can be found in Enclosure 7) 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. Asst.Prof.Dr.Terdsak Rojsurakitti or Mr. Philippe Souvanheuanue to attend and vote on his/her behalf. Definition and details of independent directors can be found in Enclosure 8. The Company requests the shareholders' proxy should be mailed to the Company as address below within 10 April 2024:

**Do Day Dream Public Company Limited "Company Secretary"**

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

**Tel 02-917-3055 # 808**

**or E-mail [comsec@dodaydream.com](mailto:comsec@dodaydream.com)**



Sincerely Yours,

Do Day Dream Public Company Limited



( Mr. Rittikrai Thammaraksa)

Chairman of the Board of Directors