



Notice for the 2022

Annual General Meeting

of the Shareholders

Do Day Dream Public Company Limited

**On Wednesday 27 April 2022 at 10.00 am
through electronic means (e-AGM)**

Remarks:

- 1. For shareholders who wish to attend the e-AGM, please follow the Guidelines for attending the Annual General Meeting of Shareholders through electronic means (e-AGM) (Enclosure 11).**
- 2. The conference system shall be available on 27 April 2022 from 10.00 p.m. onward.**
- 3. The Meeting only be conducted through electronics means. No physical meeting is provided, to prevent the spread of COVID-19.**

No. CSO. 009/2022

Date: 14 March 2022

Subject: Invitation to the Annual General Shareholders' Meeting Year 2022 (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 2021
2. Financial Summary One Report of 2021
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. Procedures for Attending the Annual General Shareholders' Meeting 2022 (E-AGM)
12. Procedures for sending any query in advance
13. Registration form for attending the 2022 AGM through Electronic Media (E-AGM)

As the COVID-19 situation has not returned to normal, the Company is aware of and has put health and safety of shareholders and all related stakeholders involving in the arrangement of the Annual General Meeting of Shareholders as top priority. The Board of Directors has decided to hold the 2022 Annual General Meeting of Shareholders (the "Meeting") on 27 April 2022, 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 2021. 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 2021

Objectives and Rationale

The General Shareholders' Meeting 2021 was held on April 22, 2021 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 2021 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 Company's Performance Result and the Board of Directors' Report Year 2021 and Approve the Financial Statement Year 2021 and Acknowledge the Auditor Report

Objectives and Rationale

The Company has summarized the performance results year 2021 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 2021, which have been audited and signed by Mr. Veerachai Ratanajartkul, 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 Enclosure 2.

The Board's Opinion

The Board has recommended to report the Meeting on the Company's performance results year 2021 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 2021, 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	
	2021	2020	2021	2020
Total Assets	5,223,705,649	5,372,542,746	5,048,158,204	5,134,369,139
Total Liabilities	501,778,116	480,051,104	159,186,436	166,405,915

Description	Consolidated		Seperate	
	2021	2020	2021	2020
Total Equity	4,721,927,533	4,892,491,642	4,888,971,768	4,967,963,224
Sale Revenue	1,411,311,210	1,000,337,479	155,352,020	158,809,529
Total Revenue	1,774,280,464	1,774,280,464	582,527,995	872,166,437
Net Profit for the year	101,945,647	179,544,624	44,032,651	352,004,592
Profit attributable to owners of the parent	81,318,753	169,253,455	44,032,651	352,004,592
Earnings per share	0.26	0.53	0.14	1.11

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 dividend payment for 2021

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 2021		Year 2020	
Retain Earning	139,424,206	Baht	254,334,405	Baht
Net Profit (Loss)	44,032,651	Baht	352,004,592	Baht
Profit (Loss) per share	0.14	Baht	1.11	Baht
Interim Dividend-per share*	-	Baht	0.358	Baht
Interim Dividend*	-	Baht	113,803,797	Baht
Annual Dividend-per share	0.35	Baht	0.5	Baht
Annual Dividend	111,260,695	Baht	158,943,850	Baht
Total Dividend Payment-per share	0.35	Baht	0.858	Baht

Total Dividend Payment	111,260,695	Baht	272,747,647	Baht
Dividend Payment Ratio	252.68	%	77.48	%
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 the dividend payment for the year 2021 performance at the rate of Baht 0.35per share (Paid-up Capital 317,887,700 shares) totaling Baht 111,260,695. The Record Date on which shareholders have the right to receive dividends on 14 March 2022 (Record Date). The dividend will be paid on 10 May 2022 subject to approval from the 2022 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 2022

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 2022 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 Enclosure 3.

The proposed Audit fee for the year 2022 is on budget 4,054,000 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 2022. 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 2022 with the following detail of audit fee:

Audit Fee and Non-audit Fee	Year 2022 (Proposed Year)	Year 2021	Year 2020
Audit Fee for the Company	2,340,000	2,340,000	2,700,000
Audit Fee for the Domestic Subsidiaries	1,714,000	1,692,000	1,800,000
Other Non-Audit Fee	-	-	-
Total	4,054,000	4,032,000	4,500,000

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 2022.

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 2022

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 2021:

Name	Position
1. Ph.D. Sarawut Pornpatanarak	Vice Chairman Member of Sustainability and Risk Management Committee Chairman of Executive Committee
2. Mr. Rittikrai Thammaraksa	Chairman of the Board of Directors Member of Executive Committee
3. Mr. Philippe Souvanheuang	Independent Director Member of Audit Committee Chairman of Nomination and Remuneration Committee Chairman of Sustainability and Risk Management Committee

For the Annual General Shareholders' Meeting 2022, the Company invited shareholders to nominate qualified persons to be elected as the Company's director in advance during 1 October to 30

December 2021. 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 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 2022

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 2022 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 2021 as follows:

Directors' Remuneration Year 2022

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 2022 according to the proposal. During 2021,

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 To consider and approval the amendment of Objectives of the Company and amend of Article 3 in the Memorandum of Association.

Objectives and Rationale

The Company has a plan to extend business, so the Board of directors is appropriate to propose to the shareholders' meeting to consider and approve the amendment of Objectives of the Company and amend of Article 3 in the Memorandum of Association, to cover and correspond with the

business operations at present and in the future by adding 1 additional clauses to the existing 55 clauses, making a total of 56 clauses as follows:

(56) Engage in business of operate warehouse, provide warehouse space under permission from the Department of Internal Trade.

Propose to amendment clause 3, of the memorandum of association to complementary as follow:

"Clause 3. The Company has 56 objectives."

The Board's Opinion:

It is appropriate to propose to the shareholders' meeting to consider and approve the amendment of Objectives of the Company and amend of Article 3 in the Memorandum of Association as detailed above.

Voting

This agenda must be approved by a vote of not less than three-fourth of the total votes of the shareholders who attend the meeting with the right to vote, by counting the votes based on those abstaining vote.

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.

All shareholders are cordially invited to attend the 2022 Annual General Meeting of Shareholders. The Company has specified the right of shareholders to attend the Annual General Shareholders' Meeting Year 2022 (Record Date) on 14 March 2022. Shareholders can access the invitation of the Annual General Shareholders' Meeting Year 2022 and all related documents from 25 March 2022 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. Mr. Wasin Parithan or Mr. Terdsak Rojsurakitti 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 21 April 2022:

Do Day Dream Public Company Limited "Company Secretary"

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

Tel 02-917-3055 # 808

Sincerely Yours,

Do Day Dream Public Company Limited



(Mr. Rittikrai Thammaraksa)

Chairman of the Board of Directors