



Do Day Dream Public Company Limited

Notice of the Annual General Meeting of Shareholders 2025

Tuesday, 22 April 2025, at 10.00 a.m.

Electronic Meeting (E-AGM)

Contact  
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No. CSO. 012/2025

Date: 21 March 2025

**Subject:** Invitation to the Annual General Shareholders' Meeting Year 2025 (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 2024
2. Financial Summary One Report (56-1) of 2024
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 2025 Annual General Meeting of Shareholders (the "Meeting") on 22 April 2025, 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 2024. 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 2024**

**Objectives and Rationale**

The General Shareholders' Meeting 2024 was held on April 11, 2024 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 2024 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 2024 Company's Performance Results and to Approve the Financial Statements ended on 31 December 2024, Which as been Audited by the Auditor.

### Objectives and Rationale

The Company has summarized the performance results year 2024 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 2024, 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 2024 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:

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 the net profit as a legal reserve and dividend payment

### 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 2023		Year 2024	
Retain Earning	(19,217,859)	Baht	40,985,791	Baht
Net Profit (Loss)	(39,094,083)	Baht	99,939,601	Baht
Profit (Loss) per share	(0.12)	Baht	0.31	Baht
Interim Dividend-per share*	-	Baht	0.125	Baht
Interim Dividend*	-	Baht	39,735,951	Baht
Annual Dividend-per share	-	Baht	0.03	Baht
Annual Dividend	-	Baht	9,536,631	Baht
Total Dividend Payment-per share	-	Baht	0.155	Baht
Total Dividend Payment	-	Baht	49,272,582	Baht
Dividend Payment Ratio	-	%	49.30	%
Total amount of shares	317,887,000	Shares	317,887,000	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 2024 performance at the rate of Baht 0.03 per share (Paid-up Capital 317,887,700 shares) totaling Baht 9,536,631. The Record Date on which shareholders have the right to receive dividends on 30 April 2025 (Record Date). The dividend will be paid on 20 May 2025. *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 2025**

**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 2025 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. Miss.Sirinuch Surapaitonnkorn CPA No. 8413
- 2. Miss Pornthip Rimdusit CPA No. 5565
- 3. Miss Nareewan Chaibantad CPA No. 9219
- 4. Mr.Treerawat Witthayaphalert CPA No.11464

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 2025 is on budget 4,000,000 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 2025. 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 2025 (Proposed Year)	Year 2024	Year 2023
Audit Fee for the Company	2,374,000	2,340,000	2,290,000
Audit Fee for the Domestic Subsidiaries	1,626,000	1,626,000	1,582,000
Other Non-Audit Fee	-	-	-
<b>Total</b>	<b>4,000,000</b>	<b>3,966,000</b>	<b>3,872,000</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 2025.

**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 2025**

**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. Rittikrai Thammaraksa	Chairman and Member of Executive Committee
2. Mr.Sarawut Pornpattanarak	Vice Chairman, Chairman of Executive Committee, Member of Sustainability and Risk Management Committee
3. Ms.Wiyada Gongsri	Independent Director, Member of Audit Committee, Chairman of Sustainability and Risk Management Committee and Member of Nomination and remuneration Committee

For the Annual General Shareholders' Meeting 2025, the Company invited shareholders to nominate qualified persons to be elected as the Company's director in advance during 1 October to 30 December 2024. 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 2025**

**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 2025 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 2024 as follows:

**Directors' Remuneration Year 2025**

Position	Monthly Fee (Baht / Month)	Meeting Allowance* (Baht / Time)	Bonus	Other
Chairman of the Board of Directors	15,000	22,500	Not exceeding	Health Insurance
Director	15,000	17,500	1,000,000	Not
Chairman of Audit Committee	-	22,500	Baht. The	exceeding

Position	Monthly Fee (Baht / Month)	Meeting Allowance* (Baht / Time)	Bonus	Other
Member of Audit Committee	-	17,500	Meeting should delegate bonus allocation authority to the Board as appropriat e.	240,000 Baht.
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 2025 according to the proposal. During 2024,

### 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 2025 Annual General Meeting of Shareholders. The Company has specified the right of shareholders to attend the Annual General Shareholders' Meeting Year 2025 (Record Date) on 10 March 2025. Shareholders can access the invitation of the Annual General Shareholders' Meeting Year 2025 and all related documents from 21 March 2025 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. Wasin Parithan 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 2025:

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

Sincerely Yours,

Do Day Dream Public Company Limited



( Mr. Rittikrai Thammaraksa)

Chairman of the Board of Directors