



No. DOD027/2563

February 26, 2020

Subject Notification of Convening the 2020 Annual General Meeting and Dividend Payment pursuant to the Resolutions of the Board of Directors' Meeting No. 2/2020

To Director and Manager the Stock Exchange of Thailand

DOD Biotech Public Company Limited (the "Company") would like to notify you of the resolutions of the Board of Directors' Meeting No. 2/2020 dated February 26, 2020 at 15.00 p.m. with respect to convening of the Company's 2020 Annual General Meeting and dividend payment as follows:

1. April 23, 2020 (Wednesday) is set as the date of the Company's 2020 Annual General Meeting, which is to be held at 2.00 p.m. at Central Place Hotel, 1242/469 Ekkachai Road, Mahachai, Muang, Samut Sakhon 74000.
2. March 16, 2020 (Monday) is set as the date to determine names of the shareholders entitled to attend the Company's 2020 Annual General Meeting (Record Date).
3. The agenda items to be proposed to the Company's 2020 Annual General Meeting for consideration are as follows:

**Agenda Item 1** Notes from Chairman.

**Agenda Item 2** To consider and approve the minutes of the Annual General Meeting of Shareholders of the Year 2019

**Agenda Item 3** To acknowledge the directors' report on the Company's performance for the year 2019

**Board's Opinion:** The Board of Directors desist appropriate to propose to the Annual General Meeting to acknowledge the directors' report on the Company's performance and significant changes for the year 2019.

**Agenda Item 4** To approve the Company's audited financial statements for the year ended December 31, 2019.

**Board's Opinion:** The Board of Directors deems it appropriate to propose to the 2020 Annual General Meeting to consider and approve the Company's audited financial statements for the year ended December 31, 2019.

**Agenda Item 5** To approve the dividend payment and allocation of the earnings appropriations

**Board's Opinion:** The Board of Directors deems it appropriate to propose to the 2020 Annual General Meeting to consider and a dividend payment and allocation of the earnings appropriations, in accordance with the following details.

- A. To allocate the earnings appropriations of Baht 9,111,111 as the Company's legal reserve pursuant to Section 116 of the Public Company Limited Act B.E. 2535 (as amended) ("PLCA") and the Company's Articles of Association.
- B. To make dividend payment out of the Company's separate net profit for the year 2019 to the Company's shareholders at the rate of Baht 0.35 per share, **paid dividend form profit under BOI privilege at the rate of Baht 0.30 per share and paid dividend form profit under non-BOI privilege at the rate of Baht 0.05 per share** for 410,000,000 shares totaling Baht 143,500,000 on May 20, 2020 (Wednesday); and
- C. To set March 16, 2020 (Monday) as the date to determine names of the shareholders entitled to the dividend payment (Record Date).

However, shareholders entitled to receive the dividend are subjected to the approval of the 2020 Annual General Meeting.

**Agenda Item 6** To approve the appointment of the directors to replace those retired by rotation

**Board's Opinion:** At the Company's 2020 Annual General Meeting, three (3) directors will be retired by rotation from their office, consisting of:

1. M.L Termsang Subphaso Position Chairman
2. Mr. Pongtep Thithapand Position Director
3. Mrs. Siew San Tan Position Director

The Board of Directors, excluding directors with conflict of interest in the agenda, has deliberately considered and was of the view that the directors, who will be retired by rotation as mentioned above, meet all requirements stipulated in PLCA, relevant regulations of the Capital Market Supervisory Board and the Company's policy on the nomination of directors. It is thus deemed appropriate to propose to

the 2020 Annual General Meeting to consider and re-elect the aforementioned three (3) persons to be the Company's director for another term.

**Agenda Item 7** To approve the fixing of the directors' remuneration for the year 2020

**Board's Opinion:** The Board of Directors deems it appropriate to propose to the 2020 Annual General Meeting to consider and approve the fixing of the remuneration of the Board of Directors and the subcommittees for the year 2020 as follows:

Position	Monthly Compensation (Baht)	Meeting Allowance/Person /Meeting
Chairman	35,000	5,000
Chairman of the Audit Committee	50,000	5,000
Chairman of the Nomination and Remuneration Committee	20,000	5,000
Member of Audit Committee	25,000	5,000
Member of Nomination and Remuneration Committee	5,000	5,000
Non-Executive Director	20,000	5,000

**Agenda Item 8** To approve the appointment of the auditors and fixing the audit fee for the year 2020

**Board's Opinion:** The Board of Directors, in agreement with the Audit Committee, deems it appropriate to propose to the 2020 Annual General Meeting to consider and approve the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. ("Deloitte") as the auditors of the Company for the year 2020 in the amount of not exceeding of Baht 7 Million, the auditors' name is as follows:

1. Dr. Suwatchai Meakhaamnouychai Certified Public Accountant no. 4800

2. Khun Chavala Tienpasertkij Certified Public Accountant no. 4301
3. Khun Suwatchai Meakhaamnouychai Certified Public Accountant no. 6638

**Agenda Item 9** To amendment to the Company's Articles of Association: Article 3.

**Agenda Item 10** To amendment to the Company's Memorandum of Association No. 3, To comply with Company's Articles of Association.

**Agenda Item 11** Other business (if any).

In this connection, the Company will also disclose further details with respect to the proposed agenda items, the meeting attendance procedures and other information for the upcoming 2020 Annual General Meeting to the shareholders in the letter of invitation to such meeting to be disseminated to the shareholders as well as on the Company's website [www.dodbiotech.com](http://www.dodbiotech.com).

Please be informed accordingly.

Yours Sincerely,

DOD Biotech Public Company Limited

(Miss Suwarin Konthong)

Director