



2024 Annual General Meeting

DOD Biotech Public Company Limited

Thursday 25 April 2024 at 14:00 hrs.

By the electronic channel (E-AGM)

At Head office's meeting room

No.111 Moo 2 Tha Chin Sub-District, Samutsakhon District,

Samutsakhon 74000

Registration will be started on April 18, 2024 at 8:30 hrs.

Attendance will be started on April 25, 2024, at 12:00 hrs.

DOD-E035/2567

March 20, 2024

Subject Invitation to the Annual General Meeting of Shareholders for the year 2024

To The Shareholders of DOD Biotech Public Company Limited

Attachments

1. 56-1 One Report and Financial Statement for the year ended 31 December 2023 in QR Code format
2. The brief profiles of the directors due to retire by rotation and to be nominated for re-election
3. The brief profiles of the persons nominated as auditors for 2024
4. Profile of the independent director proposed as a proxy
5. Provisions of the Articles of Association and law relating to Shareholders meetings
6. Proxy forms A, B, and C
7. The requisition form for 2023 Annual Report Form 56-1 One Report in printed format
8. Registration procedure for e-meeting and Identification required for meeting attendance
9. Additional documents to confirm the right to attend the Annual General Meeting of Shareholders for the year 2024 by means of the electronic channel (E-AGM), granting of proxy, and the cancellation of proxy
10. Privacy Notice for the Shareholders' Meeting

According to the resolutions of the Board of Directors of DOD Biotech Public Company Limited (the "Company"), a meeting of Annual General Meeting of Shareholders for the year 2024 ("AGM 2024") will be held on Thursday, April 25, 2024, at 14:00 hrs. The meeting will be conducted solely via electronic media transmission (E-AGM) from the conference room at the Company's headquarters, located 111 Moo 2 Tha Chin Sub-District, Samutsakhon District, Samutsakhon 74000 Thailand. The agendas to consider and approve are as follows:

Agenda 1 To consider and acknowledge the directors' report on the Company's performance for the year 2023.

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the AGM 2024 to acknowledge the directors' report on the Company's performance and significant changes for the year 2023.

Agenda 2 To consider and approve the Company's audited the financial statements for the year ended December 31, 2023.

The Board's Opinion: The Board of Directors deems it appropriate to propose to the AGM 2024 to consider approving the Company's audited financial statements for the year ended December 31, 2023.

Agenda 3 To consider and acknowledge the omission of dividend payments for the year 2023.

The Board's Opinion: Due to the Company's dividend payment policy, which stipulates that the Company shall pay dividends not less than 50% of the net profit after tax and all required reserves according to the law (if any), and during the year 2023, the Company had a net profit from operations of 30,931,719 Baht. However, the Company needs to reserve profits for working capital and business investments. Therefore, the Board of Directors deemed it appropriate to propose to the AGM 2024 consider acknowledge the omission of dividend payments for the year 2023.

Agenda 4 To consideration and approval of Transferring share premium to Offset Accumulated Company Losses

The Board's Opinion: The Board of Directors deems it appropriate to propose to the AGM 2024 to consider approving the transfer of share premium in the amount of 103,272,960 Baht to offset the accumulated losses of the Company.

Agenda 5 To consider and approve the appointment of the directors those retired by rotation to re-elect the aforementioned to be the Company's director for another term.

The Board's Opinion: At the Company's 2024 Annual General Meeting, two (2) directors from the total number of directors of eight (6) persons will be retired by rotation from their office, consisting of 1. Mr. Dusit Chongsutthanamane and 2. Ms. Suwarin Konthong, re-appointment as a director for another term. Detailed in Attachment 2.

For the annual shareholders' meeting for the year 2024, the Company opened the opportunity for shareholders to nominate suitable individuals for consideration as directors in advance. The nomination period was from January 1, 2024, to January 31, 2024. However, no shareholder nominated any individual for directorship during this period.

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 AGM 2024 to consider and re-elect the aforementioned two (2) persons to be the Company's director for another term.

Agenda 6 To consider and approve the fixing of the director's remuneration for the year 2024.

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the AGM 2024 to consider and approve the fixing of the remuneration of the Board of Directors and the committees for the year 2024 in the amount of not exceeding 5.0 million baht, with no additional benefits. For board meetings, Independent Directors and Non-Executive Directors will receive meeting fees of 5,000 Baht per meeting, and independent directors will receive a monthly remuneration of 20,000 Baht. It is noted that Executive Directors will not receive monthly remuneration or meeting fees, and Audit Committee members and Nomination and Remuneration Committee members will not receive compensation in their capacity as board members. The details are as follows: The details are as follows:

Position	Monthly remuneration (Baht)	
	2023	2024 (Year of proposal)
Chairman of Board of Directors	55,000	35,000
Chairman of Audit Committee / Independent director	70,000	70,000
Chairman of Nomination and Remuneration Committee	20,000	20,000
Member of Audit Committee / Independent director	30,000	45,000
Member of Nomination and Remuneration Committee	20,000	5,000

Agenda 7 To consider and approve the appointment of the auditors and fixing the audit fee for the year 2024.

The Board's Opinion: The Board of Directors, in agreement with the Audit Committee, deems it appropriate to propose to the AGM 2024 to consider and approving the appointment of the auditors from EY Company Limited ("EY") as the auditors of the Company for the year 2024, the auditors' name is as follows: Detailed in Attachment 2.

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|-------------------------------------|--------------------------------------|
| 1. Ms. Sumesa Tangyoosuk | Certified Public Accountant no. 7627 |
| 2. Mrs. Phoonnard Phaocharean | Certified Public Accountant no. 5238 |
| 3. Ms. Manee Rattanabunnakit | Certified Public Accountant no. 5313 |
| 4. Ms. Sineenart Jirachaikhuan Khan | Certified Public Accountant no. 6287 |

The Audit Committee deems it appropriate to propose to the AGM 2024 to consider and approving the remuneration for auditors for the year 2024 not exceed 2.5 million Baht, excluding any other services that the Company will pay for actual services rendered. The details are as follows:

Service Scope	Fee (Baht)	
	2023	2024 (Year of proposal)
Year-end financial statement audit	1,580,000	1,610,000
Quarter 1	170,000	180,000
Quarter 2	170,000	180,000
Quarter 3	170,000	180,000
Total	2,090,000	2,150,000

Agenda 8 Other business (if any)

Therefore, the Company cordially invite you, as a shareholder, to attend the meeting as scheduled above. The Company has designated the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2024 (Record Date) on March 8, 2024. The Company has published the meeting documents on its website since March 22, 2024, accessible at <http://www.dodbiotech.com>, under the "Investor Relations/ Publication/ Shareholders' Meetings" section.

Shareholders, who wish to attend the meeting in person or by a proxy to whom is not a director of the Company and vote on their behalf, are able to register through an electronic system. The registration system will be open for operation from 18 April 2024 at 8.30 hours. The system will close the registration on April 25, 2024 until the meeting is closed. The electronic conference system will be available for access on April 25, 2024 at 12.00 hours (2 hours prior to the meeting). Shareholders or proxies can use the Username and Password received from the registration to access and follow the manual in the system. Detailed in Attachment 8.



DOD Biotech Public Company Limited

111 Moo 2 Tumbol Thachin,
Amphur Muang Samutsakhon
Samutsakhon 74000

For the preservation of the shareholder's rights and benefits, any shareholders who are unable to attend the meeting in person may appoint an independent director of the Company as a proxy to attend the meeting and vote on their behalf. Please fill in the details and execute the proxy form which is enclosed herewith, and specify, Mr. Pongtep Thithapand Independent Director as a proxy. Kindly send the proxy form and supporting document to Company's registered office, 111 Moo 2 Tha Chin Sub-district, Samutsakhon District, Samutsakhon 74000 within 23 April 2024 at 16.00 hours.

Please be informed accordingly.

Respectfully yours,

-- Signature --

Mrs. Apaporn Kosolkul

Chairman of the Board of Directors