

No. DOD-E 018/2566

March 7, 2023

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 4/2023 regarding Issuance and Offering of Debentures and Schedule of the 2023 Annual General Meeting of Shareholders

To President
The Stock Exchange of Thailand

DOD Biotech Public Company Limited ("the Company") hereby would like to notify The Stock Exchange of Thailand that the resolution passed by the Board of Directors' Meeting no. 4/2023 held on March 7, 2023 at Head Office, 111 Moo 2 Thachin Sub-District, Muang Samutsakhon District Samutsakhon Province, which

1. Resolved to propose to the Annual General Meeting of Shareholders for year 2023 to approve the issuance and offering of debentures of the Company with the amount of, not exceeding, 500,000,000 (five hundred million) THB or in other currencies at the equivalent rate at that time (Revolving Basis), with the following details:

Purpose of the used proceeds : To be used in operations and/or expanding existing businesses and/or new businesses and/or working capital of the Company and its subsidiaries or for other purposes as the Board of Directors deems appropriate.

Type of debentures : All types and forms of debentures (except convertible debentures), which may be subordinated debentures or non-subordinated debentures, gradual repayment or return the principal once upon maturity, secured or unsecured debentures, with or without debentureholders' representative, including perpetual debentures. However, it depends on the appropriateness of market conditions at the time of each debentures issuance and offering and other related factors.

Total amount of debentures : The total value of unredeemed debentures at any time, not exceeding, 500,000,000 (five hundred million) THB or in other currencies at the equivalent rate by using the exchange rate at the time of each debentures issuance and offering (Revolving Basis).

In this regard, the Company may issue and offer additional debentures and/or issue and offer debentures to replace existing debentures that have already been redeemed, under such remaining amount, with the total amount of outstanding principal of debentures issued by the Company at any time must not exceed such remaining amount (Revolving Basis).

Currency : THB and/or foreign currency in the equivalent amount, by using the exchange rate at the time of each debentures issuance and offering.

The offering	: Domestic public offering and/or specific investors and/or institutional investors and/or high net worth investors and/or ultra-high net worth investors in full or in part, which may be divided into one offering or multiple offerings and/or on an occasional basis and/or as a medium-term note program and/or in a revolving manner, subject to the Notification of the Securities and Exchange Commission and/or the Office of the SEC and/or other relevant regulations in effect at the time of issuance and offering of the debentures.
Interests rate	: Depending on the market conditions at the time of debenture issuance and offering and other relevant factors.
Term	: For short-term debentures up to 270 days and for long-term debentures up to 10 years, except in the case of perpetual debentures, which the determination of the term and maturity date must be in accordance with the regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the SEC, or any other related government agencies.
Early redemption	: Debentureholders and/or the Company may or may not have the right to redeem the debentures before its maturity, depending on the conditions of each issued debentures.
Other conditions	: Other restrictions and conditions of the debentures, such as, the type or form of debentures to be issued each time, par value, offering price per unit, interest rate, appointment of debenture holders' representatives, method of issuance and offering, allocation method, offering details, early redemption, and listing in any secondary market (if any) shall be within the authority of the Chief Financial Officer and subject to market conditions at the time of each debenture issuance and offering and other relevant factors.

However, the Board of Directors authorizes the Chief Financial Officer or the person assigned by the the Chief Financial Officer to determine or change the conditions and details related to the issuance and offering of each type/form of debentures, such as the name designation, the characteristics of the offering of the debentures, number of debentures issued and offered each time, type and form of the debenture, collateral, offering price per unit, term, redemption period, early redemption, interest rate, payment of the principal and interest, allocation method, and details of the offering, etc. Including, the registration of such debentures with the Thai Bond Market Association or any secondary market, as well as, authorized to apply for permission from relevant agencies, placement and underwriting, entering into and signing the Underwriting Agreement or the Placement Agreement, and/or other relevant contracts, appointment of advisors or persons related to the issuance and offering of debentures, appointment of a financial advisor, credit rating agency, property appraiser, legal advisor, debenture registrar, payment agent, debentureholder representative, or other consultants or any other person involved in the issuance and offering of debentures, including negotiating, agreeing to sign in the Underwriting Agreement or the Placement Agreement and/or other relevant contractual documents, as well as, authorized to take any action necessary and relevant to the issuance and offering of such debentures to be completed and in accordance with the law.

2. Resolved to approve the cancellation of the resolution of the Board of Directors' Meeting No. 2/2023 held on February 22, 2023 in relation to the record date and meeting agenda, due to the company wishes to add a special agenda on the issuance and offering of company debentures.

3. The Board approved that the name of shareholders who are entitled to attend the meeting be specified on March 22, 2023 (Record Date)

4. The agenda items to be proposed to the AGM 2023 for consideration are as follows:

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the AGM 2022 to Certify the Minutes

Agenda 2 To consider and approve the issuance and offering of new ordinary shares to Private Placement which are Ms. Pranee Piriymasakul, Mr. Danupon Cilli and Mr. Jiratch Wongtra-ngan and the issuance and offering to existing shareholders of the Company in proportion to the number of shares held by each individual (Rights Offering)

The Board's Opinion: The Board of Directors deemed it appropriate to issuance and offering of the Company's registered capital does not exceed 24,390,000 ordinary shares with a par value of 0.50 Baht by the way of Private Placement and to issuance and offering of the Company's registered capital does not exceed 25,552,383 ordinary shares with par value of 0.50 Baht by the way of Right Offering.

Agenda 3 To consider and approve the increase of the Company's registered capital and the amendment of the Memorandum of Association Clause 4 of the Company to in accordance with the Company's registered capital increase.

The Board's Opinion: The Board of Directors deemed it appropriate to the increasing of the Company's registered capital amount of Baht 35,971,191.00 from Baht 307,500,369.50 to Baht 343,471,560.50 to consistency with the issuance and offering of new ordinary shares and deemed it appropriate to Memorandum of Association No. 4 to be consistence with the company's increase capital.

Agenda 4 To consider and approve the allocation of newly issued ordinary for (1) offering to specific person through private placement to Ms. Pranee Piriymasakul, Mr. Danupon Chilli and Mr. Jiratch Wongtra-ngarn, (2) offering to shareholders according to their shareholding proportion (Right Offering) and (3) accommodating the adjustment of rights under the warrants of DOD Biotech Public Company Limited No. 2 issued to the existing shareholders.

The Board's Opinion: The Board of Directors deemed it appropriate to allocate 71,942,382 newly issued ordinary shares at a par value of 0.50 baht per share for (1) Private Placement offering to a limited number of

persons not exceeding 24,390,000 shares (2) Offering to the existing shareholders of the Company in proportion to the number of shares held by each individual (Rights Offering) in the amount of not exceeding 25,552,382 shares (3) Supporting the right adjustment of Warrants of DOD Biotech Public Company Limited to existing shareholders No. 2 ("DOD-W2") not exceeding 22,000,000 shares.

Agenda 5 To consider and approve the issuance and offering of debentures of the Company

The Board's Opinion: The Board of Directors deems it appropriate to propose to the AGM 2023 to consider approving the issuance and offering of debentures of the Company with the amount of, not exceeding, 500,000,000 (five hundred million) THB and authorizes the Chief Financial Officer or the person assigned by the the Chief Financial Officer to determine or change the conditions and details related to the issuance and offering of each type/form of debentures, such as the name designation, the characteristics of the offering of the debentures, number of debentures issued and offered each time, type and form of the debenture, collateral, offering price per unit, term, redemption period, early redemption, interest rate, payment of the principal and interest, allocation method, and details of the offering, etc.

Agenda 6 To consider and acknowledge the directors' report on the Company's performance for the year 2022.

The Board's Opinion: The Board of Directors deemed it appropriate to acknowledge the directors' report on the Company's performance and significant changes for the year 2021.

Agenda 7 To consider and approve the Company's audited the financial statements for the year ended December 31, 2022.

The Board's Opinion: The Board of Directors deems it appropriate to propose to the AGM 2023 to consider approving the Company's audited financial statements for the year ended December 31, 2022.

Agenda 8 To consider and acknowledge the omission of dividend payments for the year 2021.

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the AGM 2023 Consider acknowledge the omission of dividend payments for the year 2022.

Agenda 9 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 2023 Annual General Meeting, two (2) directors from the total number of directors of eight (8) persons will be

retired by rotation from their office, consisting of 1. Mr. Pongtep Thithapand and 2. Mrs. Apaporn Kosolkul

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 2023 to consider and re-elect the aforementioned two (2) persons to be the Company's director for another term.

Agenda 10 To consider and approve the fixing of the director's remuneration for the year 2023.

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the AGM 2023 to consider and approve the fixing of the remuneration of the Board of Directors and the subcommittees for the year 2023 in the amount of not exceeding 5.0 million baht.

Agenda 11 To consider and approve the appointment of the auditors and fixing the audit fee for the year 2023.

The Board's Opinion: The Board of Directors, in agreement with the Audit Committee, deems it appropriate to propose to the AGM 2023 to consider and approve the appointment of the auditors from EY Company Limited ("EY") as the auditors of the Company for the year 2023 in the amount of not exceeding of 2.5 million baht, the auditors' name is as follows:

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

Agenda 12 Other business (if any)

In this regard, the Board of Directors' meeting approved to authorize the Chief Financial Officer of the Company to proceed with any action in relation to notifying the 2023 Annual General Meeting of Shareholders, including the issuance of the Notice of the 2023 Annual General Meeting of Shareholders, determining and amending of the date, time, place, and other details as necessary or appropriate

Please be informed accordingly.

Yours sincerely,
DOD Biotech Public Company Limited

Miss Suvarin Konthong
Director and Chief Financial Officer