

บริษัท ทางยกระดับดอนเมือง จำกัด (มหาชน)

Don Muang Tollway Public Company Limited

40/40 ถนนวิภาวดีรังสิต แขวงสนามบิน
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DMT/P/CS/056/22

22 February 2022

Subject: Report on the resolutions of the Board of Directors No.1/2022 re: Appointment of director replacing the vacant director and appointment of the member of sub-committee, dividend payment and schedule of the Annual General Meeting of Shareholders for 2022 (Revised)

To: President
The Stock Exchange of Thailand

We, Don Muang Tollway Public Company Limited (“the Company”) would like to announce that Board of Directors Meeting of the Company No.1/2022 held on 22 February 2022 resolved as follows:

1. Approved the appointment of **Mr. Chanvit Amatamatucharti** to be a director to replace Mr. Chumpol Rimsakorn which has resigned since 1 October 2021. The term of service of appointed director shall be equal to the remaining term of resigned director. The appointment will effective from 22 February 2022.
2. Approved the appointment of **General Suebsan Dardarananda** to be a director and Independent director to replace Mr. Suchatvee Suwansawat which has resigned since 13 December 2021. The term of service of appointed director shall be equal to the remaining term of resigned director. The appointment will effective from 22 February 2022.
3. Approved the appointment of **General Suebsan Dardarananda** to be a Chairman of the Nomination and Remuneration Committee to replace Mr. Suchatvee Suwansawat which has resigned since 13 December 2021.
4. Approved the Financial Statements and the Independent Auditor’s Report for the year ended 31 December 2021 which were audited by the Company’s auditor, and proposing the same to the Annual General Meeting of Shareholders for 2022 consideration and approval.
5. Approved to propose to the Annual General Meeting of Shareholders for 2022 to consider and approve the allocation of profits as legal reserve and dividend payment for the operating results of 2021 with details as follows:
 - 5.1 Approving the allocation of part of the profit as legal reserve at the rate of 5% of the profit of 2021, amounting to Baht 20,215,055.45 (Twenty million two hundred fifteen thousand fifty-five Baht and forty-five Satang).
 - 5.2 Approving dividend payment for the operating results of 2021 to the shareholders at the rate of Baht 0.32 per share of the total number of registered and paid-up shares of 1,181,232,800 shares or the total amount of dividends in the amount of Baht 377,994,496 (Three hundred seventy seven million nine hundred ninety four thousand four hundred and ninety six Baht).

In addition, the Company has paid an interim dividend for the first 6 months of the operating results of 2021 at the rate of Baht 0.07 per share of the total number of registered and paid-up shares of 1,181,232,800 shares, or a total dividend amount of Baht 82,686,296, which is an interim dividend payment according to the resolution of the Board of Directors Meeting No. 8/2021, which was already paid to shareholders in September 2021.

Therefore, the Company will pay the remaining dividend of 0.25 Baht per share for the operating results of 2021 of the total number of registered and paid-up shares 1,181,232,800 shares, or total dividend amount Baht 295,308,200 (Two hundred ninety-five million, three hundred and eight thousand two hundred Baht only). The dividends for the 2021 operating results, to be paid from the profits that were subject to 20 percent Corporate Income Tax. The shareholders paying personal income tax could be credited at the rate of 20/80 for his/her dividend accordance with Section 47 bis of the Revenue Code. The dividend payment will be made within 1 month if the Annual General Meeting of Shareholders for 2022 resolves to approve the dividend payment as proposed by the Board of Directors. Set the date to determine the names of shareholders entitled to receive dividends (Record Date) is March 9, 2022 and scheduled the dividend payment date is May 26, 2022 (Granting the right to receive such dividends is still uncertain until it receives approval from the Annual General Meeting of Shareholders for 2022 on 26 April 2022).

6. Approved to propose to the Annual General Meeting of Shareholders for 2022 to consider and approve the nomination for the appointment of Directors to replace those who retire by rotation

In the Annual General Meeting of Shareholders for 2022, there are 5 directors who are due to retire by rotation, namely (1) Mr. Visit Vongruamlarp (2) Mr. Anon Luangboriboon (3) Mr. Pornthep Panyarachun (4) Mr. Rawat Chamchalerm and (5) General Suebsan Dardarananda.

To comply with the policy to promote good governance, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from November 15, 2021 until December 31, 2021, but apparently no shareholders nominated any person for election as director.

The Board of Directors, excluding the director who has a stake in this matter, has carefully considered the qualifications on an individual basis. Therefore, it was resolved to approve the proposal of the Nomination and Remuneration Committee. By proposing to the Annual General Meeting of Shareholders to consider electing qualified persons to be the Company's directors of 4 persons to replace the directors who retired by rotation as follows:

- (1) Mr. Rawat Chamchalerm
- (2) Mr. Anon Luangboriboon
- (3) Dr. Sakda Panwai
- (4) General Suebsan Dardarananda.

As for the position of director that is vacant due to the retiring director having to retire by rotation after electing all 4 persons to replace them, there will be 13

directors. The Board of Directors has considered according to the opinion of the Nomination and Remuneration Committee. There is an opinion that composition of the Board of Directors after the Annual General Meeting of Shareholders, they were flexible, concise and able to supervise the Company's policies very well. Therefore, it is appropriate to propose to the shareholders' meeting for further consideration and election.

7. Approved to propose to the Annual General Meeting of Shareholders for 2022 to consider and approve the determination of remuneration for the Board of Directors, and Sub-committees for 2022 with details as follows:
 - 7.1 Approving the monthly remuneration (remuneration paid regularly on a monthly basis), and meeting allowance (for directors attending a meeting) for 2022, not exceeding Baht 14,000,000 (Fourteen million Baht)
 - 7.2 Approving the annual gratuity (paid once a year) for the operating results of 2021 that will be paid to the Board of Directors in 2022 at the rate of 0.75% of the profit for the year 2021, amounting to Baht 3,032,258 (Three million thirty-two thousand two hundred fifty-eight Baht)
8. Approved to propose to the Annual General Meeting of Shareholders for 2022 to consider and approve the appointment of the Company's auditor and the fixing of the auditing fee for 2022 which has been approved by the Audit Committee, approving the appointment of the auditors of KPMG Phoomchai Audit Ltd., namely, Ms. Pornthip Rimdusit CPA Registration No. 5565 and/or Mr. Waiyawat Korsamanchaikit, CPA Registration No. 6333 and/or Ms. Sasithorn Phongadisak, CPA Registration No. 8802 and/or Mr. Natthapong Tantijattanon, CPA Registration No. 8829 of KPMG Phoomchai Audit Co., Ltd. by designating the auditor, giving opinions and signing on the Company's Financial Statements. and also approving the audit fee for the year 2022 in the amount of Baht 1,620,000 (One million six hundred and twenty thousand Baht only).
9. The Board meeting has determined the date of the Annual General Meeting of Shareholders for 2022 which will be held on April 26, 2022, at 10.00 hrs. The meeting will be held via Electronic Meeting (E-AGM). Broadcast from the Company's meeting room, No. 40/40, Vibhavadi Rangsit Road, Sanambin Sub-district, Don Mueang District, Bangkok, with the meeting agenda as follows:
 - Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders for 2021
 - Agenda 2 To acknowledge the report of the Company's operating results for the year 2021
 - Agenda 3 To consider and approve the Financial Statements and the Independent Auditor's Report for the year ended 31 December 2021
 - Agenda 4 To consider and approve the allocation of profits as legal reserve and approve the dividend payment for the operating results of 2021
 - Agenda 5 To consider the nomination for the appointment of Directors to replace those who retire by rotation

- Agenda 6 To consider the determination of remuneration for the Board of Directors, the Audit Committee, and Sub-committees for 2022 and gratuity for the operating results of 2021
- Agenda 7 To consider the appointment of the auditor and the fixing of the auditing fee for 2022
- Agenda 8 Other Businesses (if any)

The Company will specify the names of shareholders who have the right to attend the Annual General Meeting of Shareholders for 2022 on 9 March 2022 (Record Date).

In addition, according to the Company gave the opportunity to shareholders to propose the agenda of the Annual General Meeting of Shareholders for 2022 in advance Between 15 November - 31 December 2021, it did not appear that any shareholder proposed any matter for inclusion in the meeting agenda. Therefore, there is no additional agenda from the shareholders.

Please be informed accordingly.

Respectfully yours,

-Signature-
(Mr. Tarnin Phanichewa)
Managing Director
Authorized Person to Disclose Information

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