

Translation

Ref. PHOL-008/2012

April 23rd, 2012

Subject: The resolutions of the 2012 Annual General Meeting of Shareholders of Phol Dhanya Public Company Limited.

Attention: Board of Directors and President of The Stock Exchange of Thailand

The 2012 Annual General Meeting of Shareholders of Phol Dhanya Public Company Limited ("PHOL" or "The Company") held on April 23rd, 2012 passed the resolutions as following:

1. That the minutes of the Annual General Meeting of Shareholders held on 22nd April, 2011 be certified by the shareholders.
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:

Approved	99.9778
Disapproved	0.0000
Abstained	0.0221

2. To acknowledge the operating results of the Company for 2011 and the Annual Report for 2011.

3. Approval the 2011 Annual Statements of financial position, Statement of Comprehensive income and Cash Flow Statements of The Company and Subsidiaries, ending December 31, 2011 and the Auditor's report.
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:

Approved	99.9778
Disapproved	0.0000
Abstained	0.0221

4. Approval of dividend payment for the operations period from 1st January, 2011 to 31st December, 2011 of Baht 0.20 per share which including the interim dividends of Baht 0.10 per share. The total dividends paid in year 2011 to the shareholders at the rate of Baht 0.20 per share the total amounts of 27,000,000 Baht. In addition the resolved to pay of Baht 0.10 per share from the record date to determine the shareholders entitled to receive on 2nd May, 2012 and the closing date of share register book according to section 225 of the Securities and Exchange Act B/E.2535 will be on 3rd May, 2012. The dividend payment made on 18th May, 2012
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:

Approved	99.9778
Disapproved	0.0000
Abstained	0.0221

5. Approval the re-election of the replacement directors who are retired by rotation for tenure, name as follows:-
1. Mr.Chavalit Wangthamrong Director and Chairman of the Executive Director
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:
- | | |
|-------------|---------|
| Approved | 77.5418 |
| Disapproved | 0.0000 |
| Abstained | 22.4581 |
2. Assoc.Prof. Dr. Seksak Jumreornvong Independent Director and Chairman of Audit committee/
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:
- | | |
|-------------|---------|
| Approved | 99.9557 |
| Disapproved | 0.0000 |
| Abstained | 0.0442 |

6. Approval the directors' remunerations for year 2011 and 2012
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:
- | | |
|-------------|---------|
| Approved | 99.9668 |
| Disapproved | 0.0000 |
| Abstained | 0.0331 |

Directors remuneration	Amounts
1. Director's Bonus	Director's bonus for year 2011 Baht 540,000 and the director's remuneration for year 2012 upon to Operating results (not exceeding of Baht 2 millions)
2. Board Attendance (timely basis)	
- Chairman	18,000 Baht per time
- Vice Chairman	15,000 Baht per time
-Director/Independent director	12,000 Baht per time
3. Sub-Committee Attendance	
- Chairman	15,000 Baht per time
- Director	10,000 Baht per time

7. Approval That Mr. Sathien Vongsnan, Certified Public Account No. 3495 or Mr. Atipong Atipongsakul, Certified Public Account No. 3500, or Mr. Vichai Ruchitanont, Certified Public Account No. 4054, or Ms.Kultida Pasurakul Certified Account No. 5946 of ANS Audit Co., Ltd. be appointed as the Company's Auditor for the year 2012 accounting period, with audit fee of Baht 805,000 which including Subsidiaries company fee of Baht 225,000.
In case the Auditors unable to perform his duties, the ANS Audit Company Providing the Auditor's office and do an audit and express an opinion on the financial statements of the said auditors.
The resolution was certified with a simple majority vote of shareholders and proxies attending the meeting and having the right to vote, as follows:
- | | |
|-------------|---------|
| Approved | 99.9668 |
| Disapproved | 0.0000 |
| Abstained | 0.0331 |

8. To consider any other matters (if any).

Please be informed accordingly.

Yours sincerely,



(Mr. Pornsak Chunhajinda)
Chief Financial Officer
Authorized to sign on behalf of the Company.

Management Office:
Corporate Secretary/Investor Relation
Tel: 02-7910111 ext. 151, 206