



Date: 29<sup>th</sup> March, 2013

Subject: Invitation Letter of the 2013 Annual General Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Copy Minute of the 2012 Annual General Meeting of Shareholders held on 23<sup>rd</sup> April, 2012
2. Annual Report 2012 of the Board of Directors and Statements of financial position, Statement of Comprehensive Income Statements ended on December 31, 2012 (CD-ROM).
3. Profile of directors retiring by rotation and proposed for re-election and the definition of Independent Director.
4. Profile Information for the candidate whose proposed to the New Director
5. Shareholder's Proxy Form (Form B.).
6. The Company Auditor's Information and Experience.
7. Information of The Independent Director for Shareholders Proxy.
8. Documents or evidence required to prove the identity for the Shareholder or the Shareholder's representative in order to attend the meeting and the process of voting and voting rules.
9. Articles of Associations of the Company relating to the Shareholder's meeting.
10. Registration Form (To be taken by the shareholders for the meeting).
11. Location Map of the Hotel where the shareholder's meeting.

**NOTICE IS HEREBY GIVEN** that the 2013 Annual General Meeting of Shareholders of Phol Dhanya Public Company Limited ("the Company") will be held on Tuesday 30<sup>th</sup> April, 2013 at 2.00p.m. at Panorama 1 Floor 14<sup>th</sup> of The Emerald Hotel, at 99/1 Ratchadapisek Road, DinDaeng, Bangkok 10400. In order to consider the following agenda:-

**Remark:** The Company facilitated shareholders to exercise their rights to put forward an AGM agenda in advance during the 22 October, 2012 to 24 December, 2012, However no shareholder submitted such agenda during the period.

**Agenda 1** To certify the 2012 Minutes of the Annual General Meeting of Shareholders held on 23<sup>rd</sup> April 2012

(Required Vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

Purposes and Rationale: The Annual General Meeting of shareholders for 2012 was held on 23<sup>rd</sup> April, 2012 and the minutes were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were publicly disclosed on the Company's website ([www.pdgth.com](http://www.pdgth.com)) and submitted to the Ministry of commerce with the time period require by law. Nor shareholder's amendment.

The Board's Opinion: The Board has recommend that the minutes of the Annual General Meeting of shareholders for 2012, held on 23<sup>rd</sup> April, 2012 be adopted because they were completely and accurately recorded as shown in Enclosure 1.

**Agenda 2 To Acknowledge the Board of Director's report on the company operating results for 2012**

(Required Vote: As this item is for information to shareholders; therefor, a vote is not required)

Purposes and Rationale: The Company has summarized the operating results for 2012 along with the significant changes occurred during the year 2012 (details shown in Annual Report 2012) which is attached together with the notice letter invitation per details in Enclosure 2.

The Board's Opinion: The Board has agreed to present on the Company's operating results for 2012 along with the significant changes that occurred during the year, as shown in enclosure 2.

**Agenda 3 To consider and approve the 2012 Annual Statements of financial position and Statement of Comprehensive Income Statements of The Company and Subsidiaries ended on December 31, 2012 and Auditor's report**

(Required Vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

Purposes and Rationale: Under Section 112 of the Public Limited Companies Act B/E.2535, the board of directors shall prepared the Annual Statements of financial position and Comprehensive Income Statements of the Company and Subsidiaries of the last day of the fiscal year of the Company to the shareholders for acknowledgement.

The Company's Statement of financial position, Statement of Income of The Company and Subsidiaries ended on December 31, 2012 was audited by the Company's Auditor "ANS Audit Co., Ltd." and has been reviewed and accepted by the Audit Committee (as per detail in Enclosure 2)

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended December 31, 2012, which has been audited and signed by Mr. Mr.Sathien Vongsnan Certificate Public Account No. 3495 of ANS Audit Co., Ltd. and recommended that the Board submit the Company's financial statements for the year end December 31, 2012 to the Shareholders' meeting for approval.

The Board's Opinion: The Board has agreed to propose the Company's audited financial statement for the year ended December 31, 2012, which have been reviewed and accepted by the Audit Committee, to the shareholders' meeting for approval. A summary of the Company's significant financial status and results is shown in the table below.

**Selected Information from the Company's Financial Statements**

(Unit: million baht)

รายการ	Consolidated Statement		The Company's Statement	
	2012	2011	2012	2011
Total Assets	501.63	483.28	498.60	483.84
Total Liabilities	215.99	213.21	211.94	207.68
Paid up capital (shares)	135	135	135	135
Shareholders' equity	285.64	270.07	286.66	276.16
Total income	790.03	719.14	789.48	696.43
Profit from operation	43.92	25.18	38.85	29.48
Net Profit (equity holders of the Company)	44.73	28.86	38.85	29.48
Earning per share (Baht per share)	0.33	0.21	0.29	0.22

Note: \* Calculated by weighted average shares

\*\* Paid 135 Million shares at a par value of 1(one) Baht. The total registered capital 135 Million Baht ended 31 December, 2012

The Company's financial statements are shown on the Annual Report 2012 included with the invitation to this meeting and shown in Enclosure 2.

**Agenda 4 To consider and approve the distribution of profit and the dividend payment for the year 2012**

(Required Vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

Purposes and Rationale: The Company has the dividend payment policy of not less than 40 percent of net profit after reduction of all reserve funds according to the requirement of relevant laws and the Articles of Association, with taking into account of prevailing business conditions, economic outlook, future investment of the Company and its subsidiary and other relevant factors without any affected or impacted to the Company operation upon Board consider.

In 2012, from the consolidated financial statement, the Company has net profit of Baht 44.73 Million equal to Earning Per Share of Baht 0.33 per share, with comparing to the same period of previous year the net profit attributed to parent company was Baht 28.86 Million equal to Earning Per Share of Baht 0.21 per share. The Company has allocated in fully legal reserve according to the Public Limited Companies Act B/E.2535. After consideration of the sufficiency of cash flow business status and other factors related, The company proposes to pay a dividend from its operating performance for the year 2012, 1 January, 2012 to 31 December, 2012 of amounts Baht 0.24 per share (Twenty-four stangs) equivalent to payout 72.43 percent of the profit attributable to the parent company for the year 2012 to the shareholders meeting for approval. The total amount of Baht 32.40 Million (Thirty-two Million four hundred thousand Baht only) approximately.

During the year, the Company paid an interim dividend for the first 6 months of the year 2012 from 1<sup>st</sup> January, 2012 to 30<sup>th</sup> June, 2012 at Baht 0.11 per share (elven stangs) on 7 September, 2012 therefore the balance dividend of Baht 0.13 per share (thirteen stangs).

Previous Dividend payments from the consolidated financial statement as follow:

(unit : million baht)

Consolidate Financial	Year 2012	Year 2011
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net profit (Baht)	44.73	28.86
3. Total shares (shares)	135	135
4. Earning per share (baht :share)	0.33	0.21
5. Dividend per share (baht :share)	0.24	0.20
6. Total dividend paid (Baht)	32.40	27.00
7. The dividend ratio compared to net income (%)	percent 72.43	percent 93.54

The Board's Opinion: The Board has agreed to propose to the shareholders meeting for acknowledgment the prelim dividend refer the Article Association No.49 The Board's resolution meeting No. 8/2012 held on 8<sup>th</sup> August, 2012 has been approved the prelim dividend payment for the year 2012 from 1<sup>st</sup> July, 2012 to 31<sup>st</sup> December 2012 at Baht 0.11 per share (eleven stangs) of amounts Baht 14.85 million

However, the Board proposes a dividend for the 2012 operating result from 1<sup>st</sup> July 2012 to 31<sup>st</sup> December 2012 at Baht 0.13 per share of amounts Baht 17.55 million, which combined with the interim dividend, the dividend payment for the 2012 performance shall be at Baht 0.24 per share of total amounts of Baht 32.40 million (Thirty-two million four hundred thousand baht only).

The closing date of share registered book for gathering the list of shareholders will be on 10 May, 2013. The dividend payment will be made on 23 May, 2013 (The said right is also uncertain due to pending for approval from the shareholders meeting held on 30<sup>rd</sup> April, 2013)

Remarks: dividend Tax Credit

The Dividend mentioned in this payment form net profit after the deduction of income tax. Therefore individual shareholders who receive the dividend will be entitled to a tax credit as stipulated in Article 47 bis of The Revenue Code. The details of the tax credit are shown in the table below:

Operating period covering each dividend payment	Dividend (baht per share)	Deductive tax rate	Tax Credit
1 January 2012 – 30 June 2012 (paid on 7 September 2012)	0.11	25%	25/75
1 July 2012 – 31 December 2012 (shall be paid on 23 May 2013)*	0.13	23%	23/77

**Agenda 5 To consider and approve the appointment of directors to replace those will retire by rotation in 2013**

(Required Vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

**Chairman** informed that regarding to the principles for good corporate governance, this agenda company shareholders vote by ballot distributed to the shareholders for a team to be Approved Disapproved or Abstain to vote by individually.

Purposes and Rationale: Under Section 71 of the Public Limited Companies Act B/E.2535, and the Company's Article of Associations No. 20, states that in every Annual General Meeting, one-third (1/3) of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from Office of Director in the first year. And at the second year after The Company incorporation, the draw lots process will be in use to find the retire Director. On the subsequent years, the directors who are the longest stay will be out of position. The retired director is eligible to reelect for another term. By the 2013 Annual General Meeting shall be retired by rotation of 3 persons name as follows:-

- |   |  |
|---|--|
| 1. Prof. Pornchai Chunhajinda, Ph.D.        | Vice Chairman of the Board of Director |
| 2. Mr. Teeradej Jarutangtrong               | Director                               |
| 3. Assoc. Prof. Ekachidd Jungcharoen, Ph.D. | Independent Director                   |

As the Company is also granted to the minority shareholders of having the opportunity to nominate a qualified person for appointment as directors and propose agendas for the meeting in advance through the SET-Information System and publicize on the Company website for a period of time until at the end of that period appears to be no any shareholders to nominate candidates for election as directors in the 2013 Annual General Meeting.

The Nominating and Compensating Committee has considered and presented that both nominated directors are qualified under the criteria and nomination process for the selection and appointment of the Company's Directors as follow

1. The nominees must possess the qualifications required under the Public Limited Companies Act, the Securities and Exchanges Act, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, requirements relating to the good corporate governance of the Company and other relevant regulations.
2. The nominees must possess knowledge, expertise and experience in various areas of professions which will benefit and increase value of the Company, and
3. The Nominees must possess characteristics which will encourage good governance and increase value of the Company such as moral, ethic, independence, self-confidence, creativity, suggestion/comments, duty of care and loyalty that would benefit the company, dedicated to work in full capacity.

Therefore The Nominating and Compensating Committee's (excluding of those director who might have conflict of interest) has consider that the retiring directors by rotation director are eligible under the results and nomination process, also proposed to be reelected to the Board of Director in 2013 for another term as follows:-

- |  |  |
|--|--|
| 1. Prof. Pornchai Chunhajinda, Ph.D.       | Vice Chairman of the Board of Director |
| 2. Mr.Teeradej Jarutangtrong               | Director                               |
| 3. Assoc.Prof.Ekachidd Chungcharoen, Ph.D. | Independent Director                   |

In addition, the company's definition of independent director imposed the stricter rules equivalent to the requirement of the Capital Market Supervisory Board on the percentage of shareholding, which limit not exceeding 1% of the total voting shares in the Company, its subsidiaries, associates, major shareholder or person with controlling power over the Company. (The Company's definition of Independent Director is attached as is Enclosure 5)

Brief profiles of the persons nominated to be directors in replacement of the directors who are due to retire by their rotation are attached as Enclosure 5

The Board's Opinion: The Board of Directors (excluding of those director who might have conflict of interest on this item) has agreed with the Nominating and Compensating Committee's has consider under the criteria and nomination process for the selection that those director have a knowledge, expertise and experience in various areas of professions and Encourage good governance and increase value of the Company such as moral, ethic, independence, self-confidence, creativity, suggestion/comments, duty of care and loyalty that would benefit the company. Also to be proposed the shareholders' meeting approve the re-appointment of Prof. Pornchai Chunhajinda, Ph.D. Mr.Teeradej Jarutangtrong and Assoc.Prof.Ekachidd Chungcharoen, Ph.D. for another term of office and relevant to the Company's Associations.

Remark: The Board's responsibility is shown on the Annual Report 2012

**Agenda 6 To consider and appointment the additional new director**

(Required Vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

\*For this agenda must be consider and approve by individual person

Purposes and Rationale: Under the Company's Article of Associations No.17 Section 4. "Director", states that the person in charge of the Board of Director must be approved by the shareholders' meeting but should not less than 5 persons and the portion but not less than one-half of the total memberships and must be resident in the Kingdom, director as a shareholder or not.

Prof. Pornchai Chunhajinda, Ph.D. Chairman to the Nominating and Compensating Committee propose both of new director under the nomination process name as follows:-

1. **Mr.Boonchai Suwanvitthiwat** Top management whose promoted from the Board to a position of Chief Executive Officer replacement the formerly CEO-Mr.Chavalit Wangthamrong whose retired by company's regulation within 31 December 2012 and director of the Executive Committee of Company.
2. **Mr.Thanya Wanthamrong** Chief Marketing Officer and director of the Executive Committee of Company.

Brief information of the candidate whose proposed to additional New Director per Enclosure 4

The Board's Opinion: The Board of Director recommend under reviewed from the Nominating and Compensating Committee to proposed the shareholders' meeting 2013 to consider and appoint both Mr.Boonchai Suwanvitthiwat Chief Executive Officer and Mr.Thanya Wangthamrong Chief Marketing Officer to a new director of company. The Board of Director of the Company's should be increase from 7 persons to 9 persons consisting of; Director (Non-Executive Board) 3 persons, Independent Director 4 persons and Director (Executive Board) 2 persons

After finalized the appointment, The Board of Director shall be 9 persons name as follows:-

- |                          |                    |   |
|--------------------------|--------------------|---|
| 1. Mr.Prayoon            | Vivetpuvanonth     | Chairman  |
| 2. Prof.Dr.Pornchai      | Chunhajinda        | Vice Chairman/Chairman of Nominating and Compensating Committee                               |
| 3. Mr.Chavalit           | Wangthamrong       | Director/Chairman of Executive Committee  |
| 4. Mr.Teeradej           | Jarutangtrong      | Director/Vice Chairman of Executive Committee<br>Chairman of Sub-Committee on risk Management |
| 5. Asso.Prof.Dr.Seksak   | Jumreornwong       | Independent Director/<br>Chairman of the Audit Committee                                      |
| 6. Asso.Prof.Dr.Ekachidd | Chungcharoen       | Independent Director/Audit Committee<br>Nominating and Compensating Committee                 |
| 7. Mr.Noppadol           | Dheerabutr vongkul | Independent Director/Audit Committee<br>Nominating and Compensating Committee                 |



8. Mr.Boonchai	Suwanvutthiwat	<u>Director</u> /Chief Executive Officer
9. Mr.Thanya	Wangthamrong	<u>Director</u> /Chief Marketing Officer

**Agenda 7 To consider and approve the director's remuneration for the year 2013**

(Required Vote: Majority Vote of not less than two-third (2/3) of all the votes of the shareholders present the meeting)

Purposes and Rationale: Under Section 90 of the Public Limited Companies Act B/E.2535, that the directors' person and remuneration are determined by the meeting of shareholders. The second paragraph states that In case that the matter is not stipulated in the company's Articles of Association, the remuneration payment under paragraph one shall be in accordance with the resolution of the shareholders' meeting comprising of a vote of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

The Nominating and Compensating Committee's Opinion: The Nominating and Compensating Committee has taking carefully to considered the criteria in the appropriate best practices, according to a survey by the directors' remuneration prepared by Thai Institute of Director (IOD) and concluded it is equitable with the market and industry standards, and commensurate with each member's responsibility and performance and high enough for qualify director. The committee recommended that the remuneration budget for the Board and its Sub-Committees in 2013 be set at not exceeding Baht 3 million, higher from last year since increased two non-executive director in this year.

The Company's remuneration policy as well as last year by distribution to Chairman, Vice Chairman, Independent Director and Non-Executive Director consultation in the board Attendance to the meeting and Bonus as below details:

**1. Remuneration****Board of Director**

1. Chairman	18,000 Baht per time
2. Vice Chairman	15,000 Baht per time
3. Director/Independent Director	12,000 Baht per time

**Sub-Committee**: consisting of Audit Committee and Nomination and compensating Committee

shall be the same as previous year details as follow:-

1. Chairman	15,000 Baht per time
2. Director	10,000 Baht per time

**2. Director's Bonus**

Director's remuneration for the year 2012 has considered from the Company's performance regarding Good Corporate Governance for listed company to determine from a percentage of dividend payment, and proposed 2.5 percent of the dividend payment in the year 2012 of amount Baht 32.40 Million as Director's Bonus amount in total of Baht 810,000 (Eight hundred ten thousand Baht only) allocated into 5.5 parts; 1.5(one pint five) for Chairman and 1(one) part for each non-executive directors (4 persons)

Director's remuneration	Year 2013	Year 2012
1. Director's Bonus	Bonus based on the dividend paid to shareholders, but total compensation not exceed 3 million baht per year	810,000 Baht *
2. Board Attendance		
-Chairman	18,000 Baht per time *	18,000 Baht per time
-Vice Chairman	15,000 Baht per time *	15,000 Baht per time
-Director/Independent Director	12,000 Baht per time *	12,000 Baht per time
3.Sub-Committee Attendance **		
-Chairman	15,000 Baht per time *	15,000 Baht per time
-Director	10,000 Baht per time *	10,000 Baht per time

**Remark:** \* To Approval of the Annual General Meeting shareholders for the year 2012 held on 23<sup>rd</sup> April, 2012

\*\* The Sub-committee consisting of Audit Committee and Nominating and Compensating Committee

**The Board's Opinion:** The Board of Directors has carefully considered the Director's remuneration, taking into the Company's performance and same type of business growth, recommend and proposed to the shareholders meeting to consider and approval the Director's Remuneration (Board Attendance and Director's Bonus) per above details.

The total amounts of director's remuneration for the year 2012 was amounts Baht 1,6270,000 which not exceeding budget Baht 2 million as per the resolution of the shareholders meeting in year 2012 which is attached together with the notice letter invitation as per details shown in Enclosure 2 Section Management.

**Agenda 8 To consider the appointment of the auditor and determine the auditing fee for the year 2013**

(Required Vote: Majority Vote of the shareholders who attend the meeting and cast their vote)

Purposes and Rationale: Under Section 120 of the Public Limited Companies Act B/E.2535, the Annual General Meeting shall appoint an auditor and determine the auditing fee of the company every year. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee’s Opinion: The Audit Committee has recommend to the Board to consider and appoint the previously Auditor’s name “ANS Audit Co., Ltd.” As the Company’s Auditor in the year 2013 since his perform their duties, the expertise and experience as well as working standard in auditing and scope of work be as follows:-

1. Auditor

Recommend to propose ANS Audit Co., Ltd. To be the auditors of the Company for the year 2013 for the 4<sup>th</sup> consecutive year.

2. Auditor’s Name recommend to propose auditors namely below:-

Auditor’s Name	Certificate Public Account Number	No. of year as the Company’s Auditor
1. Mr.Sathien Vongsnan *	3495	2 years (year 2011-2012)
2. Mr. Atipong Atipongsukul **	3500	1 year (year 2010)
3. Mr. Vichai Ruchitanont	4054	-
4. Ms. Kulthida Pasurakul	5946	-

หมายเหตุ: \* Signed in the financial statements of the Company for 2 years, since 2011

\*\* Signed in the financial statements of the Company for 1 year, since 2010

For No.3 and No.4 haven’t yet sign the company’s financial statement

(see the information about the Company’s Auditor details is shown on Enclosure 6)

Also, the proposed auditors and ANS Audit Company Limited have no relationship with, or any interest in, the Company or its subsidiary companies, executives, major shareholders, or related persons either one of the above Auditor's name in the auditing of financial business including suggestion and consultation on accounting.

In the event that any of nominated auditor is unable to perform his/her duties, ANS Audit Company Limited agreed to nominate another one to under ANS Audit Company Limited to do the auditing of financial business including suggestions and consultation on accounting.

3. Audit Fee year 2013 The audit fee of the Company for the year 2013 account period being an amounts of Baht 910,00 which included Baht 270,000 of both subsidiaries company's consist of PD Engineering Co., Ltd. and Phol Palladium Co., Ltd.

**Comparison Information of the Auditors Remuneration of the Company**

(amount : baht)

Auditor's Fee	2013	2012	2011
Audit Fee			
1. Company: Phol Dhanya Public Company Limited.	640,000	580,000	580,000
2. Subsidiary: "PD Genesis Engineering Co., Ltd."	60,000	225,000	225,000
3. Subsidiary: "Phol Palladium Co., Ltd."*	210,000	-	-
Others Fee	-	-	-
Total Auditor's Fee	910,000	805,000	805,000

\* Phol Palladium Co., Ltd. Is the subsidiaries company which registered on 22<sup>nd</sup> January, 2013 by Phol Dhanya Public Company Limited, hold 99.97%

**The Board's Opinion:** The Board of Director has agreed to propose to the shareholders' meeting to appoint the auditors of ANS Audit Company Limited to be the Company's Auditor for the year 2013 accounting period, either one Mr.Sathien Vongsnan CPA no.3495 or Mr.Atipong Atipongsakul CPA no.3500 or Mr.Vichai Ruchitanont CPA no.4054 or Ms.Kultida Pasurakul CPA no.5946 of ANS Audit Company Limited is the Company's Auditor and agreed that such auditor has expertise in the auditing of financial business including suggestions and consultation on accounting and proposed the Auditing fee of amounts Baht 910,000 (Nine hundred and ten thousands Baht only) for the 2013 accounting period as per the Audit Committee's recommendation.



**Agenda 9 Others Business (if any)**

Shareholders who cannot attend the meeting may grant proxy to other person who is at least 20 years old, or to one of the Company's independent directors whose name and brief profile are listed in Enclosure 5. Attached the meeting and vote on behalf of shareholders by filling up the proxy form (Form A. or B.) per attached (Company provided affix stamp baht 20 for proxy) together with the copy of the identification card of the shareholders and their proxy holder. (certified true copy).

Shareholders and proxies must bring the Registration form, with barcode printed as in Enclosure 10, or the proxy form with required evidence (in case of proxy granting) and present at registration desk; otherwise, shareholders will not be entitled to attend meeting.

We would like to invite all shareholders to attend the 2013 Annual General Meeting of shareholders on Tuesday, 30<sup>th</sup> April, 2013 at 2 p.m. at Panorama 1 Floor 14 of The Emerald Hotel, at 99/1 Ratchadapisek Road, DinDaeng, Bangkok 10400. The registration will be available at 1 p.m. onwards.

Yours faithfully,

By the order of the Board of Directors  
Phol Dhanya Public Company Limited

( Mr. Prayoon Vivetpuvanonth )  
Chairman of The Board

Remarks:

1. The company has set the Record Date to entitle rightful shareholders may attend the 2013 AGM to aggregate rightful shareholders list under Section 225 of the Securities and Exchange Act B.E.2535 (Amended in B.E. 2551) by recording from closed share registration book on March 4, 2013
2. Shareholders who wish to grant proxy to the Company's independent director should select only one independent director name stated in a proxy form. The proxy form, the required documents, and the evidence of shares as attached in Enclosure 8 must be signed, certified and submit to Company Secretary/Secretary Office, Phol Dhanya Plc. Address 1/11 Moo 3 Lamlukka Rd, Ladsawai, Lamlukka Pathumthani 12150 per envelope attachment (prior the meeting).
3. Shareholders who wish receive the book of the 2012 Company's Annual Report, please kindly notify such request in writing providing shareholders name, address and copies of documentation or evidence rectify shareholding status in accordance with the details specified in Enclosure 2 submit them to Ms.Siriporn Ondee Investor Relation or Fax to 02-791 0100 or E-mail address: ir@pdgth.com or cs@pdgth.com Each shareholders is entitled to receive only one book of 2012 Annual Report.
4. The Company has disclosed the Thai and English version of invitation to the 2013 Annual General Meeting of Shareholders online at the Company's website (www.pdgth.com) within 29 March, 2013 except Annual Report 2012 shall be upload on website on 2 April, 2013 all data information is the same issue with invitation letter from AGM.
5. The foreign shareholders who have appointed a custodian in Thailand shall download the Proxy Form (Form C.) the Company's website (www.pdgth.com).
6. Any inquiries regarding the agenda of the meeting, please send the questions prior to the meeting to Company Secretary/Secretary Office of Phol Dhanya Plc. Address: 1/11 Moo 3 Lamlukka Rd, Ladsawai, Lamlukka Pathumthani 12150 or E-mail address: cs@pdgth.com and/or ir@pdgth.com



**2012 Annual Report request Form**

Please send the 2012 Company's Annual Report in hard copy to:

Shareholder Name.....

Address.....

.....Post Code.....

Telephone:..... Mobile: .....

E-mail address: .....