



**Minutes of The 2015 Annual General Meeting of Shareholders
of Phol Dhanya Public Company Limited
held on Tuesday April 28, 2015 at 2.00 p.m.**

The Company's Conference room on the third Fl, 1/11 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150

Date, Time and venue

The 2015 Annual General Meeting was held on Tuesday April 28, 2015 at 2.00p.m. at The Company's Conference room on the third Fl, 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150. The meeting agendas are as follows:

The Meeting convened at 2.00 pm.

Prior to the Company Secretary informed the meeting room layout and signage indicating emergency exits in case of an emergency, and the entrance to the shareholders acknowledge, by taking care into safety of visitors, employees and shareholders of the company is important.

Miss Saowapa Choorujiporn, Company Secretary, welcomed the shareholders attending the 2015 Annual General Meeting and introduced the Company's Board of Directors, Independent Directors, Board of Executive Directors, the representatives of the accounting auditor as well as and representatives of the company's legal counsel who were in attendance at the meeting in order to explain and the answering questions from shareholders in attendance at the meeting. This was the attorney on behalf Thailand Investors Association attended the meeting.

The Company Director, Executive Director, Legal Counsel, Auditor's Representative to participate as follows:-

Attending Directors: (9 persons)

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|-------------------------|--------------------|---|
| 1. Prof.Pornchai | Chunhachinda Ph.D. | Chairman of the Board/Independent Director |
| 2. Mr. Chavalit | Wangthamrong | Director/Chairman of Executive Committee
Nominating and Compensating Committee |
| 3. Mr. Teeradej | Jarutangtrong | Director/Chairman of Risk Management Committee |
| 4. Assoc.Prof. Seksak | Jumreornvong Ph.D. | Independent Director/ Chairman of
The Audit Committee |
| 5. Assoc.Prof. Ekachidd | Chungcharoen Ph.D. | Independent Director/Audit Committee/Chairman
of the Nominating and Compensating Committee |
| 6. Mr. Noppadol | Dheerabutrvingkul | Independent Director/Audit Committee |



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|-----------------|--------------------|----------------------------------|
| 7. Mr. Pramuk | Vongtanakiat, M.D. | Independent Director |
| 8. Mr. Boonchai | Suwanvutthiwat | Director/Chief Executive Officer |
| 9. Mr. Thanya | Wangthamrong | Director |

Attending Executive Directors: (4 persons)

- | | | |
|--------------------|--------------|--------------------------------|
| 1. Mr. Pornsak | Chunhajinda | Senior Chief Financial Officer |
| 2. Ms. Prapaijit | Viriyabhupha | Senior Chief Operation Officer |
| 3. Mr. Payotorn | Mungthong | Chief Sales Officer- Safety |
| 4. Ms. Nutchomkorn | Puapansakul | Chief Internal Audit Officer |

Representative of Auditors from ANS Audit Co., Ltd.

- | | | |
|-----------------|------------|------------------------------|
| 1. Ms. Jitlada | Ramsiri | Auditor, ANS Audit Co., Ltd. |
| 2. Ms. Piyanoot | Phuttajakr | Auditor, ANS Audit Co., Ltd. |

Representative of Legal Counsel from Dherakupt Law Office Ltd.

- | | | |
|------------------|------------|------------------------------|
| 1. Mr. Nutthapol | Puttanupab | Legal Counsel Representative |
|------------------|------------|------------------------------|

Prof. Pornchai Chunhachinda Ph.D., Chairman of the Board as a Chairman of the meeting welcomed the shareholders to the Annual General Meeting of Shareholders for the year 2015 and informed that the conference is conducted by an agenda meeting, details content has been dispatched to the shareholders with the notice of the Annual General Meeting in advance.

Shareholders to attend the Meeting:

The Chairman advised the Meeting that currently, the registered capital of Phol Dhanya Public Company Limited “the Company”, was Baht 162,000,000.00 (One Hundred Sixty-Two Million Baht) divided in 162,000,000 (One Hundred Sixty-Two Million) ordinary shares, at par value of Baht 1.00 per share and the Company had paid-up capital of Baht 161,999,986.00 (One Hundred Sixty-One Million and Nine Hundred Ninty-Nine Thousand and Nine Hundred Eighty-Six Baht) represented 100 percent of registered capital and equivalent to 162,000,000 ordinary shares (One Hundred Sixty-Two thousand Million Shares)

At the meeting held on this day, there were representing 24 shareholders by person of total 51,391,659 shares and representing 25 shareholders by proxy of total 63,214,837 shares, both present in person and by proxy, held in total consisting of 49 shareholders representing to 114,606,496 shares or 70.7448 percent of the total paid-up capital shares of 161,999,986 ordinary shares thus constituting a quorum was constituted according to Article



39 of the Company's Articles of Association and the Annual General Meeting of the Shareholders 2015 was called to order.

After the meeting started, there are not additional shareholders came to join the meeting. As a result ended of the meeting, there were all together the amounting of shareholders both present in person and by proxy as follows:-

Registration	No. of Shareholders (in persons)	No. of shares (Shares)	Percent
Present in person	24	51,391,659	31.7233
Present by proxy	25	63,214,837	39.0215
Total	49	114,606,496	70.7448

Start the Meeting:

Before considering the Agenda, the Chairman has appointed Miss Saowapa Choorujiporn, the Company Secretary, to perform the duties of Meeting Secretary, and would like to explain the vote counting method pursuant to the Shareholders, as followed:-

1. One share will be counted as one vote, and one shareholder has a right to vote on each agenda only as "Approve", "Disapprove" or "Abstain". The shares may not be split to split the votes. In vote counting, except the person authorized to act on behalf of a juristic person's representative (custodian) to attends the meeting should be used only Attorney Form C. also the meeting resolution shall be passed by a majority vote of the shareholders attending the meeting and entitle right to vote, except

Agenda 6: To consider and approve the director's remuneration for the year 2015, This Agenda item shall be vote of not less than two-third (2/3) of all the votes of the shareholders present the meeting.

If the votes are tied, The Chairman of the meeting shall cast the decisive vote unless otherwise stipulated by law.

2. The company uses the service of Shareholder Meeting Management System same as previous year, as well as using the barcode system to register and vote counting process regarding the good corporate governance.
3. In each agenda, if there is no shareholder who votes to "Disapprove" or "Abstain", all votes will be treated as affirmative votes in favor of the relevant matter. Shareholders who wish to vote "Disapprove" or "Abstain" from voting should raise their hand, the Company's staff will collect their vote card. The Company will calculate the total number of "Approve" votes by deducting total number of "Disapprove"

and “Abstain” votes from the total number of votes present at the meeting and having the right to vote. However, to avoid wasting time, the Company will collect “Disapprove” or “Abstain” vote card for calculation first at the time of voting for each agenda item, and will collect “Approve” vote card for all voting at the same time at the end of this agenda.

In cases the vote card, which is marked more than one vote or split vote (except of the Custodian) or marked across the whole vote card or strikeout/correction without undersigned it will be classified as Void vote card.

Note: As for to follow good corporate governance, the company has provided separate vote card for each Agenda (conflict of interest) by without their vote.

Agenda 5: To elect directors to replace the retiring directors who shall retire by rotation that the shareholders can vote to elect directors individually and the company will collect all vote cards whether the vote is “Approve”, “Disapprove” or “Abstain”. However, to avoid wasting time, the Company will collect “Disapprove” or “Abstain” vote card for calculation first at the time of voting for each nominated director, and will collect “Approve” vote card for all nominated directors at the same time at the end of this agenda.

4. Where shareholders have appointed a proxy to cast votes in accordance with her/his instructions, the Company has already entered their votes (Approve/ Disapprove/ Abstain) into the agenda items. In addition, independent directors who are company shareholders and the authorized by power of attorney to vote from the shareholders shall be vote on each specific agenda related to shareholders’ requirement by their proxy.
5. The total number of shareholders’ votes present and title to vote at the meeting may vary in each item, as some of the shareholders arrived at the meeting after it had begun or left early. The results of the voting will identify voters with oppose and abstained. The results of the voting will identify voters with Approved/Disapprove/Abstain in each agenda item shown the number of shares of the last meeting.

The Articles of Association relating to the Shareholders' Meeting and resolutions of the shareholders' meeting. What can be verified from the documents submitted by Enclosure 8 (page 59-62) in the notice of the meeting.

Furthermore, The Chairman informed the Meeting that in order to enhance the good corporate governance relating to the rights and equitable treatment of the shareholders during period of October 1, 2014 to December 31, 2014, The Company offered the opportunity for the shareholders to propose agenda, nominate



qualified persons to be elected as Director in advance accordance with the rules and as disseminated on the company's website and notified through the system of the Stock Exchange of Thailand. No shareholder proposed any agenda or nominated any qualified person to be elected as Directors in advance. For the questions will be answer in the related agenda and other questions unrelated to the agenda, they will be announced in Agenda 8; Other Business (if any).

Before considering the Agenda, the Chairman informed shareholders that the meeting agenda will be in ordered as specifying in the notice of meeting. In case the shareholder needs to ask questions he/she should raise his/her hand and give the shareholder's name and surname prior to ask the questions or provide suggestions which are helpful to company or shareholders and/or to benefits as a whole, for recording in the report for further reference.

Then, the Chairman informed that in pursuit of the best practice regarding to the holding of the Annual General Meeting of Shareholders as per Guideline by Securities and Exchange Commission, the Chairman invited the representative of Legal counsel "Dherakupt Law Office Ltd." and the representative of Auditor "ANS Audit Co., Ltd." and one more of shareholders who attended the meeting to be a witness to inspect the voting and vote counting method pursuant during the meeting.

In these subject, there was a volunteers from the shareholders attended the meeting, his name is Mr. Natee Naktnasukanjn to present a meeting by person, name as following:

1. Mr. Nutthapol Puttanupab Representing Dherakupt Law Office Ltd.
2. Ms. Jitlada Ramsiri Representing ANS Audit Co., Ltd.
3. Mr. Natee Naktnasukanjn Representing by Shareholder attending in person.

Next, the Chairman proceeded the Meeting with the Agenda as follows:

Agenda 1 To consider and adopt the Minutes of the 2014 Annual General Meeting of Shareholders held on April 23, 2014

The Chairman informed that The Minutes of The 2014 Annual General Meeting of shareholders held on April 23, 2014 was completely and accurately recorded as such the minutes of meeting as detailed in the copy of Minutes of the 2014 Annual General Meeting of Shareholders which had been dispatched to the shareholders with the Notice of Annual General Meeting. The Company has already sent the Minutes of the 2014 Annual General Meeting of the shareholders to the Stock Exchange of Thailand and the Ministry of Commerce on May 7, 2014 within the period of time set by law and published on the Company's website, which do not appears any



objection or request for amendment, the Meeting was proposed to certify the Minutes of the 2014 Annual General Meeting of the Shareholders, of the Company.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

None of the shareholders had any questions or expressed additional opinions.

The Chairman proposed to the shareholders to vote on this Agenda by marking their voting cards. This agenda required a simple majority vote from shareholders attend the meeting and entitled to vote, in person or by proxy and having the right to vote.

There was no question raised in connection with this Agenda, The Chairman proposed the meeting to cast a vote and declared the result as follows:

There were 49 shareholders by person and proxy to attend the meeting, amount of 114,606496 shares.

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	49	114,606496	100.000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

Resolution: The Meeting considered and resolved by majority votes cast by the shareholders present, to adopt the Minutes of the 2014 Annual General Meeting of Shareholders held on April 23, 2014.

Agenda 2 To Acknowledge the Board of Director’s report on the operating results for 2014

The Chairman proposed to shareholders attend meeting to acknowledge the operating results of the Company and the annual report for the year 2014, details appears in the 2014 Annual Report (in the form of CD-Rom) which has delivered to shareholders together with notice of meeting. Furthermore, the said Annual Reports in printing form are also available for the shareholders in front of the Meeting room and let’s opportunity for shareholders to ask question (if any), since this agenda is for acknowledgement the operating results only no voting is required.



The Chairman asked Mr. Boonchai Suwanvutthiwat in the capacity of Chief Executive Officer to summarize the 2014 operating performance and key financial information of company in order to give overall picture.

Mr. Boonchai Suwanvutthiwat in the capacity of Chief Executive Officer (CEO) welcomed all shareholders attending today's meeting and reported to shareholder as summarized below:-

Important Changes and Development:

- The Company has established the subsidiary “**Phol Water Co., Ltd.**”
To operate in water treatment and providing an all round services, including distribution, engineering design, construction and maintenance services for both the public and private sector.
Registered Capital 99.99% of Total Capital amounts 10 million baht.

Performance overview:

Consolidated financial statement for the year 2014 of the Company shows revenue from sale of goods and services of 803.01 MB, increasing by 29.13 MB or 3.76% from the same figure last year, which had been registered at 773.88 MB. The increase in the revenue was mainly driven by sales of occupational safety, health and environment products. Although the revenue from sales of this product category was affected by decelerated growth in relevant industries both in domestic and international countries, including automobile, electronics, and food industries, the Company's well-diversified customer base, covering almost all industries, helped compensate lost revenues in the effected industries. In addition, in 2014 the Company was able to win more bids from government and SOE customers with its ability to provide products that match customers' expectation with competitive prices. This also spurred revenue from sale of goods and services in the overall level. Nevertheless, in 2014, the Company sold a sizable portion of low-gross-margin products and incurred higher selling, general, and administrative expenses, resulting in its gross profit and net profit declining from last year, gross margin 27.13% and net profit 4.81%

In 2014, The Company's sales were 803 million baht, was driven by sales of occupational safety, health and environment products amounts 669 million baht, CE 105 million baht and Water 29 million baht respectively. The revenue increase was driven by sales of occupational safety, health and environment products, to petrochemical industries and government sector compared with last year. However, other relevant industries decreasing ie: automobile, electronics, and food industries, export sector is slow down.

Revenue from Water Treatment Product were 29.08 million baht, comprised of 5.30 million baht from revenue from services and 23.78 million baht from revenue from sale from Water Treatment systems and equipment, which mainly sold to industrial customers and contractors.



Financial Position:

As of December 31, 2014, the Company's total assets were 550 million baht, Liability 230 million baht and shareholders' equity 321 million baht.

Assets:

Were increased 39.98 million baht (7.82% YoY) from the previous year or 7.61%, current asset were increasing, mainly due to the increase in trade account receivable amount to 24.58 million baht since the local sale in the fourth quarter most of which is not reached due date. Inventories increase amount to 27.89 million baht, since the company had an order from abroad increased to support sales in next quarter.

Trade Receivable:

Increased from year 2014 of total 26.94 million baht or 13.28%, mainly increased from foreign account payable 46.74 million baht as per increasing order from aboard and bank over drafts and short-term loan from financial institution was decrease 9.58 million baht.

Shareholders' equity:

Was 321 million baht, increase by 11.98 million baht or 3.88% from the previous year, due to the resulting from net profit amount to 38.86 million baht and increase in registered capital 27 million shares for stock dividend and paid cash dividend amount to 26.45 million baht.

Liquidity ratio and debt to equity ratio:

In the year 2015 is normal level, the Company had debt-to-equity ratio of 1.97 times, debt to equity ratio 0.71 times.

Profitability Ratio:

In the year 2017, the company's net profit 38.86 million baht, accounted for net profit margin was 4.81% and Return on Equity was 12.27% and Return on Asset was 9.62%.

Corporate Governance:

1. Receive the Corporate Governance Report for the three consecutive year (2012-2014) "SET Award of Honor"
2. Achived CG Scoring for Listed Companies in FY2014 with marked scored as "Very Good" CG Scoring.

Lastly, Mr. Boonchai Suwanvutthiwat the Chief Executive Officer thanked the shareholders for their attention and for continuous support from the shareholder.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

Mr. Wallop Jaruschimpleekul shareholder attending in person

Question: Regarding the total revenues during 2013-2014, the total revenues of the year 2014 was higher, but the net profit was lower (even the costs of oil prices in the world market declined). What caused the increasing in cost of sales, and what the Company's solution would be.

Answer: **Chairman** explained that the overall performance for the year 2014 was impacted quite a lot. Exports decreased while competitions increased. Moreover, products that could be sold were low-profit margin products, especially when they were sold to the government sector in the form of auction which would give lower profit margins than usual, in which they were approximately 28-30 percent in the past.

Mr. Boonchai Suwanvutthiwat/CEO clarified that in 2013, the sales revenue was 774 million Baht with 30.21 percent of gross profit which recently decreased to 27.28 percent. Sales of the year 2013 did not meet the target due to the quality of gloves; therefore, they could not be engaged in any government auction. However, such problem was completely resolved with the manufacturer, and they could back into an auction. Nevertheless, for the year 2014, the cause of low profit margins was the increase of competition as explained by the Chairman.

For a solution, the Company must maintain the proportion of government sector even though it resulted in less profit margins. Meanwhile, sales of products with high profit margins would be focused, but each product category would encounter a high competition. As a result, the market share would be maintained to be able to bargain with the manufacturer so that the Company could control product costs to be low and enable to compete in the market. Furthermore, the Company would improve product quality to capture more volumes and profits in the future.

There was no further question raised by the shareholder on this Agenda item, therefore it was considered that the Meeting acknowledge this Agenda.

Resolution:

The Meeting acknowledged the Board of Directors' Annual Report 2014 as proposed (No Voting for this Agenda)

Agenda 3 To consider and approve the 2014 Annual Statements of Financial Position, Statement of Comprehensive Income and Auditor's report ended on December 31, 2014



The Chairman informed that The Company has proposed the said financial position, Statement of Comprehensive Income for the fiscal year ended on December 31, 2014, which have been endorsed by the Audit Committee and The Board of Director and audited and certified by the company’s auditors “ANS Audit Co., Ltd.” with unqualified opinions, appears in the Annual Report 2014 (CD-Rom), pages 109-154 has delivered to the shareholders together with the Notification of the 2015 AGM as Chief Executive Officer has summarized report in Agenda 2.

The Chairman has proposed the shareholders to approve the statement of financial position, statement of comprehensive income for the fiscal year ended December 31, 2014, which have been endorsed by the Audit Committee and the Board of Director and certified Auditor’s report as proposed, by majority vote of the total votes of shareholders attending the meeting and voting on this agenda item.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

Mr. Chao Boonyaman the proxy representative from Thai Investors Association (TIA)

Question: Debt carrying of 793,730 Baht as shown in the cash flow statement for the year ended 31 December 2014

Answer: **Mr. Pornsak Chunjajinda/Senior Chief Financial Officer (CFO)**

He informed that it was the outstanding debt of “PD Genesis Engineering Company Limited”, the subsidiary, which had been in the process of liquidation.

There was no any question raised in connection with this Agenda.

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	49	114,606,496	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

Resolution:

The Meeting considered and resolved by majority of the votes cast by the shareholders present, to approved the Company’s Statement of Financial Statement of Comprehensive Income for the fiscal year 2014 ended December 31, 2014 which have been endorsed by the Audit Committee and the Board of Director and certified Auditor’s report as proposed.

Agenda 4 To consider and approve the dividend payment for the year 2014

The Chairman informed that the Company's performance for the fiscal year ended December 31, 2014 which has been endorsed by the Audit Committee and the Board of Director and audited and certified by the company's auditors namely "ANS Audit Co., Ltd.", the 2014 consolidated financial statement, the Company has net profit of 38.85 million Baht or equal to earning of Baht 0.24 per share.

Under Section 116 of the Public Limited Companies Act. B.E.2535(1992) which prescribe that "a company shall allocate not less than five percents of its annual net profit less the accumulative loss brought forward (if any) until the reserve fund attains an amount of not less than ten percent of the registered capital, unless the Articles of Association of the company of other laws require a larger amount of reserve fund".

Under Section 115 of the Public Limited Companies Act. B.E.2535 (1992) and Article 44 of the Company's Articles of Association prescribe that no payment of dividend shall be made from other fund than a profit, in the event that the listed company may not be considered a dividend while accumulated losses of profit and determined the dividend payment from inappropriate retained earnings and related to the Company's Dividend Policy of not less than 40 percent of net profit. Due to the Company gains profit from the financial performance in 2014, the Company is enabled to consider paying dividend to the shareholders.

In this regard, the Board of Director resolved to proposed the shareholder Meeting to acknowledge the said interim dividend payment and consider to approve the dividend payment for the second half of six-month ended of the year 2014 (1 July-31 December, 2014) as follow:-

1. In 2014, the Company has completed to allocate 10% of capital registered as legal reserved fund, totally amounts of 16.20 million Baht.
2. To Acknowledge the interim dividend payment for the operation result of the first six-half year 2014 (January 1, 2014 to June 30, 2014) at the rate of Baht 0.08 per share of the total amounts 12.95 million Baht, has been paid on September 10, 2014.
3. To consider and approve the dividend payment at the rate of Baht 0.20 per share from the operating performance ended of December 31, 2014. The Company has been paid the prerin dividend at rate Baht 0.08 per share, the rest of dividend payment at the rate of Baht 0.12 per share or not exceeding 19.44 million Baht, totally dividend payment of 32.40 million Baht or payout ratio 83.39 percent of net profit year end 2014 on equity holders of the company.



In this regards, the date for determination of the list of shareholders who are entitled to receive the dividend on May 8, 2015, gathering of all names of shareholder pursuant to Section 225 of the Securities and Stock Exchange Act (amendment) by closing the share register book suspending the share transfer on May 11, 2015 and fixing the date of dividend payment will be made on May 22, 2015 as proposed.

The dividend is paid from the profit subject to corporate income tax at the rate 20 percent, which individual shareholders can claim for a tax return by multiplying the dividend amount with 2/8 pursuant to Section 47 bis of the Revenue Code.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

Mr. Wallop Jaruschimpleekul shareholder attending in person

Question: He inquired regarding to profits and dividends whether the retained earnings were appropriated for the circulation.

Answer: **Chairman** explained that the Company's profit of 38.85 million Baht was allocated to be dividends accounting for 83.39 percent, and a part of the remaining amount was the retain earnings. In 2014, the Company also allocated the entire legal capital reserve of 16.20 million Baht and had unappropriated retain earnings as of the year ended 31 December 2014 of 46.93 million Baht, which had not been allocated for the dividends in 2014.

Chairman informed that the Company's Board of Directors had the policy of making the security "PHOL" be a dividend stock by maintaining the rate of return to shareholders with 4-5 percent of dividend yield without taking a capital gain into consideration. However, if the stock price increased in the market, executives must attempt to make more profitability for dividend payment at the rate of return to shareholders with 4-5 percent of dividend yield, except for the year 2013 that dividend payments were in the forms of cash and stock dividend.

None of the shareholders had any questions or expressed additional opinions.

The Chairman proposed to the shareholders acknowledged the preim payment and approval the dividend payment ended December 31, 2014 to vote on this Agenda by marking their voting cards. This agenda required a simple majority vote from shareholders attend the meeting and entitled to vote, in person or by proxy and having the right to vote.

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	49	114,606,496	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

Resolution:

The Meeting resolved and acknowledged the above interim dividend payment and approved by majority votes of the shareholders present the meeting, approved the company’s profit allocation from the performance for the year ended December 31, 2014 for the dividend payment period of six month end December, 2014 to the shareholders 161,999,986 shares at the rate of Baht 0.12 per share, totalling of 19.44 million Baht. when combined with the primum for the first-half six-months ended June 30, 2014, which was paid at the rate of Baht 0.08 per share. The total dividend paid by the company’s performance will be at rate baht 0.20 per share, not exceeding 32.40 million Baht or 83.39 percent of the 2014 consolidated net profit.

In this regards, the date for determination of the list of shareholders who are entitled to receive the dividend on May 8, 2015, gathering of all names of shareholder pursuant to Section 225 of the Securities and Stock Exchange Act (amendment) by closing the share register book suspending the share transfer on May 11, 2015 and fixing the date of dividend payment will be made on May 22, 2015 as proposed.

Agenda 5 To elect directors to replace the retiring directors who shall retire by rotation

The Chairman informed that regarding to comply with good corporate governance principles this agenda item 5. is for election of Directors. To allow the shareholders to fully provide their opinions and cast their votes, the Directors retiring by rotation and nominated to be re-elected, the following three Directors namely; Assoc.Prof. Seksak Jumreornvong Ph.D, Assoc.Prof. Ekachidd Chungcharoen Ph.D. as Independent Director and Mr. Teeradej Jarutangtrong as Director. Those three nominated directors will leave the Meeting Room and wait in another room and will come back after the voting on this agenda is completed.

The Company provides shareholders to vote individually person by the ballots distributed to the shareholders for this agenda, whether to agree, disagree or abstain, to collect all the ballots.

The Chairman has assigned Mr.Noppadol Dheerabutrvingkul who is an Independent Director and the Nominating and Compensating Committee Member to be in charge of this agenda on behalf of Assoc.Prof.

Ekachidd Chungcharoen Ph.D, the Chairman of Nominating and Compensating Committee whose nominated director to be re-elected in this agenda, to explain the rules and procedures to the Meeting.

Mr.Noppadol Dheerabutrtrongkul, Independent Director and the Nominating and Compensating Committee report that the Company has invited minor shareholders to proposed name of qualified person to be proposed to The Shareholders Meeting for their consideration in the agenda to appointing of director, public via SET Community Portal and the Company's website, since October 1, 2014 to December 31, 2014 there was no anyone to proposed the nominated person to be a director for selection from the Shareholder's Meeting for the year 2015.

In this year, there are 3 directors of the Board of Director who would be retired by rotation name as follows:

1. Assoc.Prof. Seksak Jumreornvong Ph.D. Independent Director
2. Assoc.Prof. Ekachidd Chungcharoen Ph.D. Independent Director
3. Mr. Teeradej Jarutangtrong Director

The Nominating and Compensating Committee (excluding of those director who might have conflict of Interest on this item) has considered under the criteria of nomination from their qualification, all three existing directors who are retired by rotation in this year have the qualification as specified in the Public Company Act B.E.2535. Moreover have knowledge, capability, experience in business relating to the Company's operation, ethics & integrity, duty of care and duty of loyalty, working in fully capacity. Regarding both independent director has comply to the minimum requirement of the Capital Market Supervisory Board on the percentage of shareholding, which limit not exceeding 1 percent of the total voting shares in the Company, its subsidiaries, associates, major shareholder or person with controlling power over the Company. There the holding included shares held by related persons of the independent director as well.

To proposed the Shareholders' meeting to consider and approval to re-appoint the three directors of the Company for another term. The brief details profile of the three re-elected directors; years to appoint, meeting attendane the definition of Independent Director were appears on the Enclosure no.3 which submitted together with the notice of letter invitation.

The Board of Director (excluding of those director who might have conflict of interest on this item) has considered and agreed with the proposal of the Nominating and Compensating Committee since there are criteria of nomination by the qualification appoint that all three directors have met with the qualification as specified in the

Public Company Act B.E.2535 and have knowledge, capability, experience in the business related to the Company's operation. Moreover, they have well performed their duties for the company, ethics & integrity, duty of care and duty of loyalty. The Board of Directors, therefore, approved to propose such to the Shareholders' Meeting for consideration the approval to re-appoint the three directors to re-appoint as Director, which comply to company regulations, as follows:

1. Assoc.Prof. Seksak Jumreornvong Ph.D. Independent Director
2. Assoc.Prof. Ekachidd Chungcharoen Ph.D. Independent Director
3. Mr. Teeradej Jarutangtrong Director

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions. None of the shareholders had any questions or expressed additional opinions

The Chairman proposed to the Shareholders' Meeting for consideration and approve to re-appoint the three directors namely; Assoc.Prof.Seksak Jumreornvong Ph.D as an Independent Director, Assoc.Prof. Ekachidd Chungcharoen Ph.D as an Independent Director and Mr. Teeradej Jarutangtrong as a Director, by voting individually and collect all the ballots. Those three director should be abstained their vote by themselves for this Agenda item.

1. Assoc.Prof. Seksak Jumreornvong Ph.D (Independent Director)

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	49	114,606,496	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

2. Assoc.Prof. Ekachidd Chungcharoen Ph.D (Independent Director)

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	48	114,582,486	99.9791
Disagreed	0	0	0.0000
Abstained	1	24,000	0.0209

3. **Mr. Teeradej Jarutangtrong** (Director)

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	47	113,306,096	98.8653
Disagreed	0	0	0.0000
Abstained	2	1,300,400	1.1347

Resolution:

The meeting considered and resolved by majority of the votes cast by the shareholders present to elect three nominees as listed above to the directors and independent director of the Company as proposed. This Agenda consider and voting by individual basis, director's name as follows:

1. Assoc.Prof. Seksak Jumreornvong Ph.D. Independent Director
2. Assoc.Prof. Ekachidd Chungcharoen Ph.D. Independent Director
3. Mr. Teeradej Jarutangtrong Director

Agenda 6 To consider and approve the director's remuneration for year 2015

The Chairman informed that the Company has its procedure to propose the remuneration throughout the consideration of the Nominating and Compensating Committee before processing such to the Board of Directors of the Company for their consideration in order to propose such to the shareholders meeting, has assigned Assoc.Prof. Ekachidd Chungcharoen Ph.D, The Chairman of the Nominating and Compensating Committee to clarify more details in this agenda.

Assoc.Prof. Ekachidd Chungcharoen Ph.D, The Chairman of the Nominating and Compensating Committee informed that the Company by considering from the Company's result in overall. The 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 commensurate with each member's responsibility, performance and dividend payment both remuneration and bonus and concluded it is equitable with the market and industry standards, and high enough for qualify director. The committee recommended such remuneration budget through the shareholders' meeting, as details below:-

1. Remuneration

Board of Director

1. Chairman 22,500 Baht per time
2. Director 15,000 Baht per time

Sub-Committee The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee, Risk Management Committee and Executive Committee as follows:-

1. Chairman 18,000 Baht per time
2. Director 12,000 Baht per time

2. Director's Bonus

2.1 Bonus 2014

Director's remuneration for the year 2014 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 2014 of amount 32.40 million Baht equal to Director's Bonus amount in total of Baht 810,000.00 (Eight hundred ten-thousand Baht only) allocated to The Chairman of 1.5 parts and all 8(eight) directors (both non-executive directors and executive director) each one per 1 part same as last year conditions.

2.2 Bonus 2015

To propose the criteria to pay director's bonus 2015 in order to motivated director create more value to the company is divided into two parts as following:

Part 1. Rate 2.5% of dividend payment.

Part 2. Rate 10% of the net profit in case of net profit over the year 2014.

Together Part 1 & part 2 should not exceed 5 million Baht.

Criteria: Allocated to The Chairman of 1.5 parts and all directors each one of 1 part in proportion to the director's period appointed by the shareholders meeting for the year or whose director is appointed to the Board of Director during the year except in case of the period are less than 2 months, no bonus.

This shall be effective on the date of Shreholder's Meeting has approved, on wards.

The Chairman, informed that The Board of Directors has carefully considered the Director's remuneration, taking into the Company's performance and same type of business growth and agreed with the proposal of the Nominating and Compensating Committee approved to proposed to the such shareholders' meeting for consideration and approval the Director's Remuneration (Board Attendance and Director's Bonus) which shall be effective on the Annual General Meeting's resolution onwards.

1. **Remuneration**

Board of Director

- | | | |
|-------------|--------|---------------|
| 1. Chairman | 22,500 | Baht per time |
| 2. Director | 15,000 | Baht per time |

Sub-Committee (consisting of Audit Committee Nominating and Compensating Committee, Risk Management Committee and Executive Committee)

- | | | |
|-------------|--------|---------------|
| 1. Chairman | 18,000 | Baht per time |
| 2. Director | 12,000 | Baht per time |

2. **Director's Bonus**

Year 2014 the amounts of Baht 810,000, allocated as such proposed.

Year 2015 not exceeding 5 million Baht as per above criteria.

This shall be effective on the date of Shareholder's Meeting has approved, on wards.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

Mr. Chao Boonyaman the proxy representative from Thai Investors Association (TIA)

Question: The criteria of the second bonus payment for 10 percent of the incremental profit comparing to the previous year. For instance, the Company had the profit of 38.85 million Baht in 2014, and it increased by 30 million Baht this year. The incremental profit would equal to 10 percent of 30 million Baht, and the total bonus shall not exceed 5 million Baht.

Chairman verified that such calculation was correct.

Mr. Paitoon Phandhuvadeetorn shareholder attending in person

Question: Whether the first bonus accounted for 2.5 percent of dividend payments to shareholders and whether dividend payments in the form of shares were included in the value of bonus payments to directors. Moreover, whether in 2015, the Company would still allocate dividends in the form of shares because such share dividend was not preferred.

Answer: **Chairman** clarified that calculate for 2.5 percent of all dividend payments to shareholders included cash and stock dividend. For the year 2014, it was also calculated from the entire dividend payments of 32.40 million Baht, accounting for Director's bonus 810,000 Baht. Therefore, such shareholder's opinion would be taken into consideration.

Mr. Chavalit Wangthamrong/Director added that the dividend payment in the form of shares did not have any impact on the increase of stock price; therefore, in the future it was unlikely to pay dividend

stock. However, he would like shareholders to focus on the potential growth in the future that could enhance the value of the Company.

Mr. Wallop Jaruschimpleekul shareholder attending in person

admired the Company on the policy of bonus payments paid to directors that it complied with the dividend amounts paid to shareholders. He said that it was quite fair comparing to other listed companies that claimed dividend payments with profits or in some years, although those company were profit, there was not consider dividend payments to the shareholders.

None of the shareholders had any questions or expressed additional opinions

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	43	113,214,176	98.7642
Disagreed	2	310,000	0.2705
Abstained	4	1,082,320	0.9653

Resolution:

The Meeting to considered and resolved by vote not less than two-third (2/3) of the votes cast by the shareholders present the meeting (except independent director was abstained their vote), to approved the bonus payable to the Director/Members of the Committee for the performance for the year 2014 and Remuneration for the year 2015 as above proposed.

Agenda 7 To consider the appointment of the auditor and determine the auditing fee for the year 2015

The Chairman informed that The Board of Director had approved the recommendation of the Audit Committee and proposed to the Meeting to consider and approve the appointment of the Auditor and determine the Auditor’s Fee for the fiscal year 2015, details had been dispatched to the shareholders together with the Notice of Annual General Meeting (Page 10-11). The Chairman assigned Assoc. Prof. Seksak Jumreornvong Ph.D., Chairman to the Audit Committee to advise the Meeting on this Agenda item.

Assoc. Prof. Seksak Jumreornvong Ph.D., Chairman to the Audit Committee informed the meeting that to coply with Section 120 of the Public Limited Companies Act B.E.2535(1992) and Article no.44 of the

Company's Articles of Association which states that "the Annual General Meeting of Shareholders shall annually appoint the company's auditor and determine the audit fee. It is possible for the former auditor to be re-appointed". which the Audit Committee has considered their duties, independent audit, the expertise and experience as well as working standard in auditing and scope of work, recommend to re-appoint the former Auditor's name "ANS Audit Co., Ltd." as the Company's Auditor for another term, as Mr. Sathien Vongsnan CPA Licence no.3495 endorsement to financial statement for the 5th consecutive years, and proposed to approve the Audit fee in amounts of Baht 1,135,000 (One-million and one hundred thirty-five thousand only), which included the four subsidiaries company. The above audit fees are not inclusive of Value Added Tax (VAT), other taxes and other miscellaneous expenses related to the audit.

Auditor's name as following:-

1. Mr.Sathien Vongsnan CPA Licence No. 3495 or
2. Mr.Atipong Atipongsukul CPA Licence No. 3500 or
3. Mr.Vichai Ruchitanont CPA Licence No. 4054 or
4. Ms.Kultida Pasurakul CPA Licence No. 5946

This is because they have good standard in their performance, specialized in auditing, and always well performed in their obligations. In addition, when comparing with the quantity of work the rate of audit fee of other listed companies is the same level, the committee opines that such audit fee is appropriate. And to approve the audit fee for year 2015 in amounts of Baht 1,135,000 (One-million and one hundred thirty-five thousand only) which including the four subsidiaries company consisting of PD Genesis Engineering Co., Ltd., Phol Palladium Co., Ltd. Phol Water Co., Ltd. and Pholdhaya (Cambodia) Co.,Ltd.

In the event that any of nominated auditors 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. Moreover, the said auditors' of ANS Audit Co., Ltd. neither have any relationship 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.

The Chairman proposed the Meeting to consider and appoint ANS Audit Company Limited as an Auditor of the Company and its subsidiaries company, and determination of audit fees for the fiscal year 2015 amounts of Baht 1,135,000.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

Mr. Wallop Jaruschimpleekul shareholder attending in person

Question: He inquired that audit fees for the year 2015 had increased from the previous year. The audit fees of Phol Dhanya Public Company Limited increased by 60,000 Baht, and Phol Water Company Limited had for 115,000 Baht, increasing by 60,000 from the previous year.

Answer: **Chairman** explained that the subsidiary, Phol Water Company Limited, was established on 17 March 2012 and had only few business transactions at the beginning. However, since it was expanded, business transactions increased, the audit fees then increased accordingly. For Phol Palladium Company Limited, it engaged in auctions of government sector and had the tendency of the increasing in business transactions comparing to the previous year. In addition, auditors were requested to consider on the consolidated financial statement of the parent company.

Answer: **Ms. Jitlada Ramsiri Representative of Auditor “ANS Audit Co., Ltd.”**

She informed that in 2014, Phol Water Company Limited had almost none of revenue-generated transactions. However, in 2015, it was expected to have a revenue from the water concession project which had been monitoring and to have more business transactions. Moreover, the auditing period and rearrangement of financial statements in accordance with the new auditing standard would be considerably taken into account.

Mr. Savitr Saengchan shareholder attending in person

He agreed on the increase of audit fees according to the increase of sales and transactions.

None of the shareholders had any questions or expressed any opinions.

There were 49 shareholders attend the meeting on this agenda item for a total of 114,606,496 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares (shares)	Percent
Agreed	47	114,590,896	99.9864
Disagreed	2	15,600	0.0136
Abstained	0	0	0.0000

Resolution:

The Meeting passed a resolution by majority votes to approved the appointment ANS Audit Company Limited as an Auditor of the Company and its subsidiaries company for the fiscal year 2015 and determined the Audit Fees of amounts Baht 1,135,000.

The Auditor's name as following:

1. Mr.Sathien Vongsnan CPA Licence No. 3495 or
2. Mr.Atipong Atipongsukul CPA Licence No. 3500 or
3. Mr.Vichai Ruchitanont CPA Licence No. 4054 or
4. Ms.Kultida Pasurakul CPA Licence No. 5946

In the event that the auditors mentioned above are unable to perform their duties, ANS Audits Co., Ltd. shall assigned other approved auditors of the Company to examine the Company's account and express opinion on the Company's financial statement in place of them

Agenda 8 Others Business (if any)

The Chairman informed the Meeting that the company provided an opportunity for shareholders to submit questions in advance for the Annual General Meeting of Shareholders year 2015 in advance questions, there was no any questions in advance, then granted this opportunity for shareholders to ask questions or express any opinions (if required), no any solution for consideration in this agenda.

Mr.Natee Naktnasukanjn shareholder attending in person

Question: The business practice of water sector for this year and in the future.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** clarified that the business practice of water sector would continue to focus on system sales to private sector in food and automotive industries. There would also be the business expansion from the existing customer base including the hotel group such as to monitor the project in Phuket. As there was the announcement of martial law act leading to the tension of circumstances in the previous year, business activities were affected and slowed down; therefore, the target was not reached. Nonetheless, in 2015, the tourism business industry had been expected to rise due to the cancellation of martial law.

For the water concession project, it was slowed down because the instability of political issue and act related to investments between private and public sectors that delayed the project. From the recent information, the Board of Directors of such private and public investment policy approved to announce the new law that would limit a value of private investment project invested in public affairs. In a general case of non-infrastructure related projects worth less than 1 billion Baht, it would be according to the Ministry's consideration. Consequently, the water concession project at Mae Ga municipality must also be complied with such investment act. During the year of central budget allocation to the Provincial

Waterworks Authority, water was provided to communities covering areas that overlapped with Mae Ga so that such areas were avoided. However, the Company continued to search for more information to reduce a project size to be only a village-sized water project in which this had been in the process of negotiation with municipal authorities. Besides, there was also the small water concession project for the private sector and touristic places. The project would be the investment of wastewater treatment machines and water sales to the private sector. With this regard, the customer group of department stores would be focused for the further business expansion.

Mr. Wallop Jaruschimpleekul shareholder attending in person

Question: He would like to know whether the Company continued doing the water business since drinking water from other brands was provided this year, instead of Phol brand as the last year. Moreover, Phol had planned to do a water filter in front of the Company and product display, but there was no progress.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO**

He clarified that the Company did not engage in bottled water business but only ordered and distributed to customers for the public relations purpose to promote the Company.

Mr. Chavalit Wangthamrong/Director added that that drinking water manufacturer was our customer who bought a water processing machine from our company. However, the minimum order was 50,000 bottles so it would take nearly 3 years, when it would also be the expired date.

Nevertheless, the Company still continued its water business with the production capacity of 6 cubic meters per day with the emphasis of distributions in the areas around the border of Republic of the Union of Myanmar, Cambodia, and neighboring areas.

Chairman explained regarding the plan of showroom in front of the building. The survey showed that the space was too narrow with electric power poles and the Company's logo. The meeting then considered to search for the better suitable nearby area.

Mr. Natee Naktnasukanjn shareholder attending in person

Question: The safety product category accounted for 80 percent of sales. He would like to know the market share of products under house brand comparing to other brands. Also, how house-brand sales would be accelerated.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** informed that house-brand products currently had approximately 10 percent in market share. The Company had reliable premium products from overseas and always maintain the high-end customer group. Meanwhile, house-brand products under "Synos" brand were produced and distributed to middle- to low-level groups of customers in which those products were

constantly accepted by existing customers, and this would also help reduce the risk of losing dealers overseas (if applicable).

Question: Whether the Company had a plan to transform itself into a manufacturer since it was said that there was the negotiation with the manufactory.

Answer: There was such negotiation with overseas glove manufactory, but the Company could not agree with proposals and conditions. However, the Company would not stop searching for business opportunities.

Mr.Chao Boonyaman the proxy representative from Thai Investors Association (TIA)

Question: He would like to know whether the Company had any plan or project to expand branches of both safety and water businesses, and how it would be conducted.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO**

He informed that the Company had planned to expand outlets as mentioned earlier. The Phuket branch would be established to be the prototype of water business since it was the significant touristic place with high water demand, especially in the high tourism season. If this plan succeeded, the prototype of water business would be enlarged into other locations with abundant customers. The plan had still been in the study stage to see the possibility of business expansion to Northeastern and Eastern parts as well as industrial estates. However, most customers would like sales staff to directly offer them products and services rather than searching for products from a store by themselves.

Mr. Savitr Saengchan shareholder attending in person

Question: He asked that since the Company had the sales target of 2,500 million Baht as per the previous year's report, how the Company reconsidered about this plan and the new target.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** clarified that the Company still had the same target. However, since the overall economies of industrial and exporting sectors slowed down plus the automotive industry, in 2015, was still in the poor condition, the Company had attempted to increase exports. Moreover, regarding to the oil and gas sector, even though oil prices decreased, loads of safety equipment were required. More recently, the Company would signed a hire-purchase contract for a gas detector with Chevron. This would also include the additional device testing services of respirator and compressed air tank product categories in order to test the systems and enable to issue the certificate of safety to users. This then could be another option for the Company's business expansion to fully integrated services, and for the water business, opportunities would be continuously searched.

Question: What sales target of the Company and subsidiaries in the next 3 years would be.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** informed that the Company had been studying the dialysis business, the huge market accounting up to 500 places in Thailand. If the negotiation succeeded, there would be another channel to increase an income.

Mr. Propmboon Jaruspaisal the proxy representative attending the meeting

Question: He would like to know the progress of Phol Dhanya (Cambodia) Company Limited.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** clarified that in the past, the management performance of partner was not meet the expectation; however, the management structure was amended by transferring some representatives for the business conduction, and it was also in the process of new business plan. With regard to the new business plan, Phol Dhanya (Cambodia) Company Limited would emphasize on the water business in both system and equipment sales as well as potential sales representative recruitment. In addition, the safety business would focus on distribution channels through distributors for the business expansion in Cambodia.

Chairman added that the Company anticipated the opportunity for the water business in Cambodia; therefore, it entered into the joint venture with the Thai investor who initiated businesses in Cambodia for such a long time, but the result appeared to be inappropriate for the retail business. With this regard, there would be more discussion and negotiation for the share repurchase to adjust the strategy in order to facilitate the water treatment business with fully integrated service. At this moment, the negotiation in appointing potential distributor had been in the process in order to comply with the same pattern of Phol Dhanya Public Company Limited which had grown from Thai distributors.

Question: As per the chance to visit the business with the investor group in the previous year, the Company announced that the water filter business would be expanded into the condominium group with intense residents. However, there had been no progress of such project. In his point of view, it should not be difficult to access the water filter market, and costs should not be so high since there were listed companies engaging in such water filter business in the stock market.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** explained that the Company still continued doing this project and had entered into the Cambodian market, but the product brand was too complicated so the new strategy was adopted by launching our own brand under the “AQUAMEX” brand. In general, electricity would be required for the RO system to operate, but our water filter has the technology beyond other products. In other words, no electricity would be required for the operation in which this would be the distinctive point that could capture the market share in locations where electricity was inaccessible or

inconveniently accessible. Furthermore, such water filter was already distributed in the modern trade and Cambodia, but feedbacks from customers would take some times.

Question: The distribution channel of safety business was also inquired. In addition, whether there would be our own brand since in some provinces, there had been products under the brands of competitors such as Pangolin as well as others, who already set up factories in Thailand.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** informed that the Company already launched products under the house brand “Synos” to reduce the risk in the future if the brand owner would not allow the Company to be the distributor. However, the Company also improved the house brand “Synos” and would expand the market to Rayong, Chiangmai, and Northeastern part.

Question: Whether the Company would be able to create product brand or produce products by itself as at the moment, Phol had been the distributor, but if it could change customers’ perspectives that Phol could develop itself to be a manufacturer, the Company’s image could be improved and this could likely be achieved

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** explained that investment to be a manufacturer, a market demand and market size must be analyzed to see if it would worth for an investment. Moreover, many popular brands did not have their own manufactories. They only researched, developed technology, and ordered for productions. The important point was that if the core business could be extended, there would likely be high opportunity in the future. The customers acknowledged that we had been the distributor of brand premium from overseas along with our own brand of “Synos” which could reflect the image of the Company.

Question: Inquiry about the proportion between sales through the modern trade and as the distributor

Answer: The Company just started with the modern trade, but as the distributor, there had been many channels consisting of 35 percent of distribution channels and 65 percent of direct sales. With this regard, the Company would sustain high-end customers by creating confidence and offering contracts with those customers such as Chevron, Toshiba, Mitsubishi, Toyota, etc. The strategy was that the business would be extended from upstream to downstream.

Question: He would like to see a clear picture of which business would be a main driver in the future.

Answer: The safety sector would be the core business of the Company, and the water business would also be accelerated due to its huge market; however, it also depended on an opportunity and confidence to customers in the long term.

Mr.Propmboon Jaruspaisal the proxy representative attending the meeting



Question: He would like to know the growth strategy regarding the business outlook in the next 5 years.

Answer: **Mr. Boonchai Suwanvutthiwat/CEO** informed that the target would be the water business. Even though it currently could not reach the target, and the same target would remain unchanged.

Mr.Chao Boonyaman the proxy representative from Thai Investors Association (TIA)

Question: He inquired about the progress of CAC certificate for participating in the Private Sector Collective Action Coalition against Corruption.

Answer: **Chairman** explained that he would conduct on the self-assessment application as per the requirement of CAC after the Annual General Meeting of Shareholders. The Board of Directors had confidence that the Company constantly had the good basis of corporate governance so that it was expected to be completed within 1 year.

None of the shareholders had any questions or expressed additional opinions.

The Chairman informed that the Company will prepare Minutes of the 2015 Annual General Meeting of Shareholders within 14 days from the date of this meeting and show on the Company’s website: www.pdgth.com respectively. In case of and omitted error or suggestion be raised up with significance please direct mail to Company secretary at e-mail cs@pdgth.com within 30 days after the publication this report.

The Chairman thanked the shareholders who had sacrificed their time to attend the meeting and expressed various opinions of great benefit to the company. He also requested the shareholders to return all remaining voting card, as evidence to the company’s staff so the company could keep them as evidence for future reference. In this regards pleased to invited the shareholders continuous to the Company visit’s activity after the meeting.

The meeting was adjourned at 16.40 pm.

Prof.Pornchai Chunhachinda, Ph.D.

Signed.....Meeting Chairman

(Prof. Pornchai Chunhachinda, Ph.D.)

Chairman of The Board

Ms. Saowapa Choorujiporn

Signed.....Meeting Secretary

(Miss Saowapa Choorujiporn)

Company Secretary