



Letter Invitation to 2016 Annual General Meeting
Pholdhanya Public Company Limited.

Tuesday April 26, 2016 at 2.00 p.m.

The Company's conference room at the third Floor 1/11 Moo 3
Lamlukka Rd, Ladsawei, Lumlakka, Pathumthani 12150

To facilitate the registration process, Shareholders or proxies to attend the meeting,
Please bring the registration form and the proxy (Proxy) with identification together.



Date: March 21, 2016

Subject: Invitation Letter to attend the 2016 Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Copy Minutes of the 2015 Annual General Shareholders' Meeting held on April 28, 2015
2. 2015 Annual Report of the Board of Directors and Statements of Financial Position, Statement of Comprehensive Income ended December 31, 2015 (CD-ROM)
3. Brief Profile of nominate director and proposed to be elected as director
4. The Company Auditor's Information and Experience
5. Information of The Independent Director for Shareholders Proxy
6. Shareholder's Proxy Form (Form B)
7. Documents or evidence required to prove the identity of the Shareholder or Shareholder's representative in order to attend the meeting and the process of voting and voting rules.
8. Articles of Associations of the Company relating to the Shareholder's meeting.
9. Registration Form (To be taken by the shareholders for the meeting).
10. Location Map where the shareholder's meeting take place (Company address)

NOTICE IS HEREBY GIVEN that the 2016 Annual General Meeting of Shareholders of Phol Dhanya Public Company Limited ("the Company") will be held on Tuesday April 26, 2016 at 2.00 p.m. at The Company's Conference room on the third Floor, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 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 October 12, 2015 to January 12, 2016, However no shareholder submitted such agenda during the period.

Agenda 1 To consider and adopt the Minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015

(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 2015 was held on April 28, 2015 which the minutes has certified by the Company's Board of Directors who agreed that the minutes correctly contained the resolution of the Annual General Meeting of Shareholders, therefore submitted such to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the date of Meeting required by law, the minutes have also been posted on the Company's website (www.pdgth.com) dated May 12, 2015 for the shareholders to acknowledge them within an appropriate time. Nobody raised and objection or requested and amendment.

The Board's Opinion: The Board has recommend that the minutes of the Annual General Meeting of shareholders for 2015, held on April 28, 2015 be adopted because they were completely and accurately recorded as shown in Enclosure 1.

Agenda 2 To Acknowledge the company operating results for 2015

(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 2015 along with the significant changes occurred during the year 2015 (details shown in Annual Report 2015) 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 2015 along with the significant changes that occurred during the year 2015, as shown in Enclosure 2.

Agenda 3 To consider and approve the 2015 Annual Statements of Financial position, Statement of Comprehensive Income and Auditor's report ended on December 31, 2015

(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 has prepared the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of December 31, 2015 in which such has already been examined by the auditor and approved by the meeting of Audit Committee no. 2/2016 held on February 23, 2016 and the Board of Directors Meeting no. 2/2016 held on February 23, 2016. In this regard, the Audit Committee and the Board of Directors have considered and deemed them correct and adequacy, complete and sufficient pursuant to the generally accepted accounting standards,



hereby by to propose that the Annual General Meeting of Shareholders to consider for approved the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of December 31, 2015 (as per details appeared in the Enclosure 2.)

Selected Information from the Company's Financial Statements

(Unit: million baht)

Descriptions	Consolidated Statement		The Company's Statement	
	2015	2014 ¹	2015	2014 ¹
Total Assets	667.40	550.37	667.52	551.02
Total Liabilities	346.10	229.69	343.54	222.81
Paid up Capital (shares) ²	162 ²	162 ²	162 ²	162 ²
Shareholders' Equity	324.13	322.89	323.97	328.11
Total Income	914.90	803.01	880.71	789.19
Profit from operation	33.01	37.65	28.16	39.17
Net Profit (equity holders of the company)	34.28	38.84	28.16	39.12
Earning per share (baht/share)	0.21	0.24	0.17	0.24

Note: ¹ Revision refer to the Statements of Financial Position and Statements of Comprehensive Income end of December 31, 2014

² Calculated by weighted average shares 162,000,000 ordinary shares in the year 2015

The Company's financial statements are shown on the Annual Report 2015 included with the invitation to this meeting and shown in Enclosure 2.

The Board's Opinion: The Board has agreed to propose such to the Shareholders' meeting for consideration of approval the Statements of Financial Position and Comprehensive Income Statements, and Auditor's Report for the year end of December 31, 2015, which the Audit Committee and the Board of Directors have considered and deem that correct and adequacy, complete and sufficient pursuant to the generally accepted accounting standards, hereby proposed to the shareholders' meeting for approval. A summary of the Company's significant financial status and results is shown in the table below.

Agenda 4 To acknowledge the distribution of interim dividend

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

Purposes and Rationale: Section 115 of the Public Limited Companies Act B/E.2535 and Article 49 of the Company's Articles of Association allow the Board to distribute an interim dividend to shareholders at any time



when it sees that the Company has a sufficient profit to afford the interim dividend payment. In that even, the Board of Directors must report to notify the shareholders in the next General Meeting. Therefore the dividend payment shall be made within one month from the date of the Annual General Meeting of Shareholders, Committee votes on the case.

The Board of Directors deemed appropriate to notify the interim payment to the shareholders, since the Board of Directors' Meeting no. 5/2015 held on 10 August, 2015 has resolve to approved the interim dividend payment for the operation result of first six months of year 2015 (January 1, 2015 to June 30, 2015) to the shareholders whose names are in the share register book at 26 August, 2015 at the rate of Baht 0.08 per share, amounting of Baht 12.96 million, paid from profit under tax rate 20 percent. The Company paid the interim to those shareholders on 7 September, 2015.

The Board's Opinion:

The Board of Directors deemed appropriate to notify the shareholders to acknowledge the prelim dividend payment.

Agenda 5 To consider the approval of the dividend payment for the year 2015

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

Purposes and Rationale:

Under Section 115 of the Public Limited Companies Act B/E.2535 and Article 49 of the Company's Articles of Association allow the company to pay out dividend from profit only. Under Section 116 and Article 50 of the Company's Articles of Association that the Company must allocate not less than 5(five) percent of its net profit after tax less any accumulated losses brought forward (if any) until the legal reserve is not less than ten percent of the share capital.

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, the cash flow is sufficient for dividend payment, if no need for another reasons conditions and future plan of any investment and other relevant factors without any affected or impacted to the Company operation upon Board consider.

Considering the Company's operational results for the accounting year ended on December 31, 2015 the net profit amounted to Baht 34,312,608.32. Therefore, the Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders consider and approve the dividend payment for 2015 at the rate of Baht 0.20 per share from paid-up capital of ordinary share 161,999,986 shares, total amounts Baht 32.40 million, equal to



94.42 percent of net profit year 2015. Therefore the Company had been paid the interim dividend on 7 September, 2015 at the rate of Baht 0.08 per share, total amounts Baht 12.96 million. Also the Company shall be paid the balance dividend at the rate of Baht 0.12 per share or totally amounts of Baht 19.44 million, in whole year shall be equivalent to the dividend payment per share at Baht 0.20, total amounts Baht 32.40 million or payout ratio at 94.42 percent from the operation result of year 2015. Therefore the company has completed to allocate the legal reserve fund and the Company's Articles of Association.

The Dividend mentioned in this payment from net profit after the deduction of income tax. Therefore individual shareholders who receive the dividend will be entitled to a tax credit rate 20/80 of dividend payment as stipulated in Article 47bis.

By specifying the list of shareholders who are entitled to receive the dividend on May 9, 2016 and collection the name of shareholders, according to Section 225 of the Securities and Stock Exchange Act. (amended B/E.2551) by the day of closing the registration book of suspend the transfer of share on May 10, 2016 and fixing the date of dividend payment will be made on May 23, 2016.

Previous Dividend payments from the consolidated financial statement as follow:

(unit : million baht)

Consolidate Financial	2015	2014
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (million baht)	34.31	38.85
3. Total shares (shares)	162	162
4. Earning per share (baht/share)	0.21	0.24
5. Dividend per share (baht/share)	0.20	0.20
5.1 Interim dividend (1 January -30 June 2015)	0.08	0.20
5.2 Cash dividend (1 July -31 December 2015)	0.12	0.12
6. Total dividend payment (baht)	32.40	32.40
7. Dividend payout ratio compared to net income (%)	94.42	83.39

Remarks:

The said right is also uncertain due to pending for approval from the shareholders meeting held on April 26, 2016

The Board's Opinion:

The Board of Directors deemed appropriate to propose that the Annual General Meeting of Shareholders consider and approve the distribution of annual profit derived from the business performance of the



year ended December 31, 2015 as a dividend payment at the rate of Baht 0.20 per share, calculated in combination with the interim dividend payout rate at September 7, 2015 of Baht 0.08 per share. Therefore the total dividends are not exceeding Baht 32.40 million. The dividend payout rate is 94.42 percent of the net profit after corporate income tax, which is comply with the Company's dividend policy.

Agenda 6 To consider the approval of the retiring directors who shall retire by rotation

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

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 re-elect for another term.

The Nominating and Compensating Committee's Opinion:

In this year, there are three(3) directors who must retire by rotation name as follows:

- | | |
|-------------------------------------|----------|
| 1. Prof. Dr. Pornchai Chunchachinda | Director |
| 2. Mr. Boonchai Suwanvutthiwat | Director |
| 3. Gen. Chaiwat Satondee | Director |

The shareholders were given the opportunity to proposed the agenda in advance and nominate the names of qualified persons for being considered to be elected as directors as required by the recruitment process during 90 days in advance from October 12, 2015 to January 12, 2016 public through SET Community Portal and the Company's website. However, there were no anyone to proposed the nominated person to be elected as director in the Shareholder's Meeting for the year 2016.

The Nominating and Compensating Committee has considered under the nomination criteria and procedures, which are detailed in the Annual Report 2015 (Enclosure No.2 Management Structure Section), taking into account the Company's structure of directors and individual directors' qualifications in various aspects. The Nominating and Compensating Committee found that all the three(3) directors are fit to work for the Company as the directors by reason of their; qualifications, knowledge, abilities, experience and working performance in the past year including their devotion and support to the Company's business operation for the Company's benefit. Therefore it was deemed appropriate to propose that the three(3) directors by re-elected to retain their directorship for another term.



The Board's Opinion:

The Board of directors (excluding those with an interest in this agenda item) considered the opinion of The Nominating and Compensating Committee and agreed that 1) Prof. Dr. Pornchai Chunhachinda 2) Mr. Boonchai Suwanvuthiwat and 3) Gen. Chaiwat Satondee has qualifications required by the Public Limited Companies Act. B/E 2535, with knowledge, ability and experience relating to the Company business, ethics & integrity, duty of care and duty of loyalty, working in fully capacity. Therefore it was deemed appropriate to proposed the Shareholder's Meeting to re-elect those three(3) directors to retain their directorship for another term. Therefore the brief profiles of those re-elected directors are appear on the Enclosure 3

Remarks: Please see the details of the Board of Director's responsibility has shown in the Annual Report 2015 ("Management Structure" section) which submitted together with the letter invitation (Enclosure 2)

Agenda 7 To consider and approved the appointment of the additional new directors

(Required Vote: Majority Vote of not less than three-fourth (3/4) of all the votes of the shareholders present the meeting)

Purposes and Rationale:

According to the Articles of Association Chapter 4 of Article 17 The Company's Board of Directors shall be elected by the Shareholders' Meeting, and shall consist of not less than five(5) and not less than half (1/2) of the total number of directors. All directors shall have residence in the Kingdom of Thailand. It is not required that directors shall be the shareholders of the Company.

The Nominating and Compensating Committee has considered to the Company's structure of directors in various aspects, deemed it appropriate to appoint a marketing expertise and investment to support business growth in the future. Therefore, it should nominate to added two(2) new members from the Top Management as the Board of Directors, after the resolution approved to appoint the new member from the Shareholders' Meeting, total Board's Structure should be increase from 9 persons to 11 persons consisting of; Director (Non-Executive Board) 3 persons, Independent Director 4 persons and Director (Executive Board) 4 persons

Furthermore, all the two(2) directors have full qualifications required by the Public Limited Companies Act B/E.2535. They are free of restricted characteristics, e.g. never being punished for the discharge of dismissal due to the fraudulent performance of duty, never being convicted with imprisonment sentence or found guilty relating to the unfaithful acquisition of property, and never being engaged in any business or holder shares in any business in the manner of competing against the Company's business and knowledge, abilities and working experience related the Company's business



Names of nominated candidate to the newly appointed two(2) members, name as follows:

- 1) Mr. Pornsak Chunhajinda as Director
- 2) Mr. Thanya Wangthamrong as Director

(The brief profiles of those nominated directors are appear on the Enclosure 3)

The Board's Opinion: The Board of Director has considered the Nominating and Compensating Committee's opinion and agree to propose to the Annual General Meeting of Shareholders to appoint newly name;
1) Mr.Pornsak Chunhajinda 2) Mr. Thanya Wangthamrong to the Company's Director.

Agenda 8 To consider and approve the director's remuneration for year 2016

(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 Company's Articles of Association No.25: The Company's directors are entitled to receive remuneration for duties performed. The remuneration includes salary, meeting allowances, allowances, bonuses, rewards or other forms of benefits according to the regulations or by the consideration of the shareholders' meeting, which may be set at a definite amount, or set as a policy for each time, or to be consistently effective until there any changes are made. In addition, the directors shall receive allowances and benefits according to the Company's regulations.

The content of clause one shall not affect the right of employees or staff elected as directors to receive remuneration and benefits as Company staff or employees.

The Nominating and Compensating Committee's Opinion: The Nominating and Compensating Committee has taking carefully to considered the criteria in the appropriate best practices commensurate scope of responsibility and performance of the directors and the Company's operation performance by comparing with other companies in the same industry standard and high enough for qualify director with covering survey report of directors' remuneration prepared by Thai Institute of Director (IOD) and it was shown that the Company's average director's remuneration is close to the market rate. Also opined that the shareholders meeting should approve the previously criteria standard for the remuneration as follow:

1. Remuneration: meeting allowance per time (Attendance)
2. Director's Bonus

Year 2015: Amounted Baht 810,000.00 (rate 2.5 percent from the 2015 dividend payment)



Year 2016: Director's remuneration total budget not exceeding Baht 6 million (increasing budget since meeting allowance per time and Board's members are increased)

3. Other Benefit: None

Criteria: To determine director's bonus payments as well as last year. 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, The Director's Remuneration details as follows:

Director's remuneration	2016 ^{/1} (Proposed year)	2015 (Past year)
1. Director's Bonus	1. Rate 2.5% of dividend payment. 2. Rate 10% of the net profit in case of net profit over the year 2015 (All Director's remuneration should not exceed Baht 6 million.)	1. Rate 2.5% of dividend payment amounts Baht 810,000.00 ^{/1} 2. Rate 10% of the net profit year 2015 (none-not comply to criteria) (Total remuneration year 2015 paid Baht 3.33 million, not exceed Baht 5 million as per AGM2015 solution)
2. Board Attendance		
- Chairman	22,500 Baht/time	22,500 Baht/time
- Director	15,000 Baht/time	15,000 Baht/time
3. Sub-Committee Attendance ^{/2}		
- Chairman	18,000 Baht/time	18,000 Baht/time
- Director	12,000 Baht/time	12,000 Baht/time

Remarks:

^{/1} To Approval of the Annual General Meeting shareholders for the year 2015 held on April 28, 2015

^{/2} The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee, Risk Management Committee and Executive Committee

(details attached together with the notice letter invitation shown in the Annual Report 2015 per Enclosure 2 "Management Structure")



The Board's Opinion: The Board of Directors has carefully considered the Director's remuneration, taking into the Director's performance, Company's performance, the dividend allocation paid to the shareholders, and comparing with other companies in the same industry standard and business growth, agree to propose to the Annual General Meeting of Shareholders to consider and approve the Director's Remuneration for the year 2016.

Agenda 9 To consider the appointment of the auditor and determine the auditing fee for the year 2016

(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.

Under the Notification of the Securities and Exchange Commission No. Kor Chor 39/2005 refer Rules, conditions and procedures for information disclosure relating to the financial condition and operating results for issuing companies, and issuing company must ensure the rotation of its auditor if any auditor has been appointed to conduct the audit work for more than five(5) consecutive accounting years. However, the requirement of rotation does not mean a change of the audit firm; in other words, other members working for the same audit firm as the existing auditor may be elected to replace the existing auditor.

The Company's Auditor have worked for five(5) years consecutive accounting year since 2010-2015, to comply with such Notification of the Securities and Exchange Commission. The Audit Committee considered to elect other 4 auditors from ANS Audit Co., Ltd. to replace the former auditor "Mr.Sathien Vongsnan" (CPA no.3495). The Audit Committee considered and appropriate to elect Mrs. Kulthida Pasurakul (CPA no.5946) or Mr. Atipong Atipongsukul (CPA no.3500) or Mr.Vichai Ruchitanont (CPA no.4054) or Mr.Yuthapong Chuamuangpan (CPA no.9445) of ANS Audit Co., Ltd as the Company's Auditor in the year 2016 (the first year.) They have never been the auditors of the Company .

The auditing fee for the year 2016 that ANS Audit Co., Ltd. proposed its amounts of Baht 1,270,000 (One million two hundred seventy thousand baht only) which already included the four-sub-subsidiaries company by consisting of Baht 30,000 for PD Genesis Engineering Co., Ltd., Baht 185,000 for Phol Palladium Co., Ltd., Baht 145,000 for Phol Water Co., Ltd. and amounts Baht 50,000 for Specic the communications with the Subsidiaries with Pholdhanya (Cambodia) Co., Ltd. company at Cambodia Country under Phol Dhanya Plc. responsibility. The increasing fee amount Baht 135,000 since there are more transactions of the Company and its subsidiaries from the previous year.



Also, The auditors do not give other services to the Company and have no any relationship with and/or conflict of interest with the Company and/or its subsidiary companies, its management, major shareholders, or involved 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 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.

The Audit Committee's Opinion: The Audit Committee has recommend to the Board to considered and appoint the previously Auditor's name "ANS Audit Co., Ltd." as the Company's Auditor in the year 2016 since his perform their duties, independent audit, 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 Company's Auditors for the year 2016.

2. Auditor's Name recommend to propose 4 auditors namely below:-

Auditor's Name	Certificate Public Account Number	No. of year as the Company's Auditor
1. Ms. Kulthida Pasurakul	5946	-
2. Mr. Atipong Atipongsukul	3500	-
3. Mr. Vichai Ruchitanont	4054	-
4. Mr. Yuthapong Chuamuangpan	9445	-

Remarks: All four(4) auditors haven't yet sign the company's financial statement

(see the information about the Company's Auditor details is shown on Enclosure 4)

The auditors do not give other services to the Company and have no any relations and/or conflict of interest with the Company/ its management/ major shareholders or involved persons.

3. Audit Fee year 2016 The audit fee of the Company for the year 2016 accounting period being an amounts of Baht 1,270,000 (One million two hundred seventy thousand baht only) which already included the four-subsiidiaries company amounts Baht 470,000.



Comparison Information of the Auditors Remuneration of the Company

Amount : Baht

Audit Fee	2016	2015	2014
1) Auditor's Fee			
- Phol Dhanya Public Company Limited.	800,000	700,000	640,000
2) Subsidiaries' Fee			
- PD Genesis Engineering Co., Ltd. ^{/1}	30,000	30,000	30,000
- Phol Palladium Co., Ltd. ^{/2}	185,000	180,000	150,000
- Pholdhanya (Cambodia) Co., Ltd. ^{/3}			
Specific the communications with the Subsidiaries company at Cambodia Country	145,000	110,000	110,000
- Phol Water Co., Ltd. ^{/4}	110,000	115,000	55,000
Others service fee	-	-	-
Total Audit Fee (Baht)	1,270,000	1,135,000	985,000

Remarks:

^{/1} The Subsidiary Company "PD Genesis Engineering Co., Ltd." processed dissolution with the ministry of commerce since November 7, 2013 and currently liquidated.

^{/2} The subsidiary has been established since January 22, 2013 by Phol Dhanya Public Company Limited hold 99.99 percent of total shares.

^{/3} The subsidiary company "Pholdhanya Cambodia Co., Ltd." is newly established in Cambodia since September 5, 2013 and Phol Dhanya Pcl. hold 70 percent of total shares

The company has appointed "Crowe Horwath (KH) Limited , Office Suite 17 Ground Floor, Hotel Cambodiana, 313 Sisowath Quay, Phnom Penh, Kingdom of Cambodia as the Auditor's of Pholdhanya Cambodia

By resolution of the Board of Directors Meeting No. 9/2558 held on December 14, 2015 has approved the acquisition of the remaining 30 percent of the joint venture parties at book value of Baht one(1), completed deals in December 2015.

^{/4} Phol Water Co., Ltd. has been established since March 17, 2014 capital registered of Baht 10 million, by Phol Dhanya Public Company Limited hold 99.99 percent of total shares.

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 2016 accounting period and proposed the Auditing fee of the company and subsidiaries total amounts Baht 1,270,000 (One million two hundred seventy thousand baht only) for the 2016 accounting period as per the Audit Committee's recommendation either one name as follows:



- | | |
|--------------------------------|----------------|
| 1. Ms. Kultida Pasurakul | CPA no.5946 or |
| 2. Mr. Atipong Atipongsakul | CPA no.3500 or |
| 3. Mr. Vichai Ruchitanont | CPA no.4054 or |
| 4. Mr. Yuthtapong Chuamuangpan | CPA no.9445 |

Agenda 10 Others Business (if any)

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

Purposes and Rationale: This agenda is for shareholders to query (if any) and/or for the Board of Directors to give answer or clarification (if any) to the shareholders. No any other business will be considered and approved or resolved under this agenda item.

The Board's Opinion: The shareholders are free to ask any questions and the Board will answer their enquiries (if any).

The Company is pleased to invite the shareholders to attend the 2016 Annual General shareholders' Meeting on Tuesday, April 26 2016 at 2p.m. at The Company's Conference room Floor 3, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150. The registration will be available from 12a.m. onwards.

The company has fix Record Date on March 9, 2016 to entitle rightful shareholders to attend the 2016 Annual General Meeting of Shareholders and the closing date of share register book is one March 10, 2016 under Section 225 of the Securities and Exchange Act (Amended B/E. 2551)

Should you unavailable to participate the meeting yourself, you may appoint and person or any one of proxy holder or the Company's independent directors whose name listed appear in Enclosure 5, to attend the meeting and vote on your behalf. You should complete the proxy Form B. as set out in Enclosure 6 attached (Company provided affix stamp baht 20 for proxy). Please send that proxy with supporting documents via mail following the company address 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).



Otherwise, Shareholders and proxies must bring along TSD-Registration form with barcode printed as in Enclosure 9 and present at registration desk; otherwise, shareholders will not be entitled to attend meeting.

The foreign shareholders who have appointed a custodian in Thailand shall download the Proxy Form (Form C) the Company's website (www.pdgth.com).

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

A handwritten signature in black ink that reads 'P. Chindo' with a long, sweeping flourish extending to the right.

Yours faithfully,
Prof. Dr. Pornchai Chunhachinda
Chairman



Remarks:

1. Shareholders who wish receive the book of the 2015 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 7 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 2015 Annual Report.
2. The Company has disclosed the Thai and English version of invitation to the 2016 Annual General Meeting of Shareholders online at the Company's website (www.pdgth.com) within March 25, 2016 except Annual Report 2015 shall be upload on website on March 25, 2016 all data information is the same issue with invitation letter from AGM.
3. Any inquiries regarding the agenda of the meeting, please send the prior questions to the meeting in advance within April 22, 2016, directly 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 or ir@pdgth.com



2015 Annual Report request Form

Please send the 2015 Company's Annual Report in hard copy to:

Shareholder Name

Address.....

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

Telephone: Mobile:

E-mail address: