



**Minutes of The 2016 Annual General Meeting of Shareholders  
of Phol Dhanya Public Company Limited  
held on Tuesday April 26, 2016 at 2.00 p.m.**

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

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**Date, Time and venue**

The 2016 Annual General Meeting was held on Tuesday April 26, 2016 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)

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



- |                 |                    |  |
|-----------------|--------------------|--|
| 7. Mr. Pramuk   | Vongtanakiat, M.D. | Independent Director/Risk Management Committee |
| 8. Gen. Chaiwat | Satondee           | Director                                       |
| 9. Mr. Boonchai | Suwanvutthiwat     | Director/Chief Executive Officer               |

**Attending Executive Directors:** (4 persons)

- |                    |              |  |
|--------------------|--------------|--|
| 1. Mr. Pornsak     | Chunhajinda  | Managing Director/Senior Chief Financial Officer |
| 2. Ms. Prapaipit   | Viriyabhupha | Senior Chief Operation Officer                   |
| 3. Ms. Nutchomkorn | Puapansakul  | Chief Internal Audit Officer                     |
| 4. Mr. Thanya      | Wangthamrong | Chief Marketing Officer                          |

**Executive Director's Absent:** (1 person)

- |                 |           |                            |
|-----------------|-----------|----------------------------|
| 1. Mr. Payotorn | Mungthong | Senior Chief Sales Officer |
|-----------------|-----------|----------------------------|

**Representative of Auditors from ANS Audit Co., Ltd.**

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

**Representative of Legal Counsel from Dherakupt Law Office Ltd.**

- |                 |                |                              |
|-----------------|----------------|------------------------------|
| 1. Mr. Peerawat | Methkriangchai | 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 2016 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 Ninety-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 15 shareholders by person of total 46,764,559 shares and representing 23 shareholders by proxy of total 66,796,260 shares, both present in person and by proxy, held in total consisting of 38 shareholders representing to 113,560,819 shares or 70.0993 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 2016 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	16	46,804,559	28.8917
Present by proxy	24	66,796,380	41.2323
Total	40	113,600,939	70.1240

**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 explained to the Shareholders regarding the vote counting method pursuant as per the invitation letter to the shareholders in advance, as followed:-

**Company Secretary**, informed the voting method with following details:

1. The Shareholder were advised of the governing rules for the meeting included voting process for the agenda items to be voted by shareholders attending in person and by proxy. Ballots were distributed to each Shareholders at registration point, however, they couldn't also be provided upon request to Shareholders who raise their hands.
2. The Meeting considered each item of the agenda in the order shown on the invitation letter. Shareholders were given a chance to ask questions before voting on each item. Shareholders or proxies were requested to raise their hands and informed their name to the meeting prior to asking any question or making comments.
3. 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.

4. For the counting of vote, 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 the votes. In vote counting, except the person authorized to act on behalf of a juristic persons' representative (custodian) to attends the meeting should be used only Proxy Form C. also the meeting resolution shall be passed by a majority vote-of the shareholders attending the meeting and entitle right to vote. In the absence of any objection or any comment provided otherwise, it shall be deemed that the Meeting agree to assume or approved unanimously,

**except** Agenda 2 and Agenda 4 which are for acknowledgement only and there will therefore, be no voting, and

Agenda 7 This Agenda item shall be vote of not less than third-four (3/4) of the total votes of the shareholders attend the meeting.

In Agenda 6 and Agenda 7, 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 counting first, then will collect "Approve" vote card for all elected directors at the end of the meeting.

Agenda 8 This Agenda item shall be vote of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

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 end of the meeting.

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.

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

5. 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.
6. 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 60-64) in the notice of the meeting.

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.

Upon completion, the Secretary has invited the Chairman to commence the agenda 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 12, 2015 to January 12, 2016, The Company provided 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 10; Other Business (if any).

Then, the Chairman informed that in accordance to adhering the best practice regarding the guideline of Annual General Meeting of Shareholders by Securities and Exchange Commission, the Chairman was invited the meeting inspector to ensure that the meeting carried out with compliance; 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 method and counting of votes during the meeting.

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

1. Mr. Peerawat Methkriangchai      Representing Dherakupt Law Office Ltd.
2. Ms. Jitlada Ramsiri                Representing by Auditor from ANS Audit Co., Ltd.
3. Mr. Kati Laopatarakasem        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 2015 Annual General Meeting of Shareholders held on April 28, 2015**

**The Chairman** has proposed to certified the minutes of the 2015 Annual General Meeting of shareholders held on April 28, 2015 as detailed shown copy of Minutes of the 2015 Annual General Meeting of Shareholders which had been sent to the shareholders together with the Notice of Annual General Meeting of Shareholders for 2016. The Company has already sent the Minutes of the 2015 Annual General Meeting of the shareholders to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days comply period by law and published on the Company’s website (<http://www.pdgth.com>) since May 12, 2015, which do not appears any objection or request for amendment, the Meeting was proposed to certify the Minutes of the 2015 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 that the Shareholders vote by majority votes cast on this agenda. The Meeting resolved as follow;

There were 38 shareholders attend the meeting on this agenda item for a total of 113,560,819 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	38	113,560,819	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

**Resolution:**

The Meeting considered and certified to adopt the Minutes of the 2015 Annual General Meeting of Shareholders, held on April 28, 2015.

**Agenda 2 To Acknowledge the Company's performance for the year 2015**

**The Chairman** proposed to shareholders attend meeting to acknowledge the operating results of the Company and the annual report for the year 2015, details appears in the 2015 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 2015 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:-

**Overview:**

In 2015, Phol Dhanya Public Company Limited (the company) shows revenue from sales and services of 915 million baht, increasing by 112 million baht or 14%, compared with 803 million baht of previous year, The increase of revenue is sales of Occupational Safety, Health and Environment Products and revenue from services of Water Treatment Products for both public and private sectors.

However, the company's average gross profit margin was decline and selling and administrative expenses were increase ,so the company's consolidate net profit (attributable to owners of the parent) was 34 million baht, decreasing by 4.5 million baht or 11.7%, compared with 38.8 million baht of the previous year.

**Revenue by Products:**

The company's revenue structure in 2015, as follows:

Revenue from sales and services of Occupational Safety, Health and Environment Products (SAFETY) were 715 million baht (representing 78%), increasing by 6%, due to the increase revenue of sales to government sector. In addition, the increase in the revenue was from new products and services to petrochemical industry and from new customers in new areas.



Revenue from sales of Control Environment Products (CE) were 105 million baht (representing 12%), increasing by 7%. Main customer of CE products were in electronics industry. Eventhough, some companies had been relocated to other regions and the whole electronic industry had shrunk, revenue from CE sector was still growing as we can keep good potential existing customers.

Revenue from Water Treatment Product (WATER) were 95 million baht (representing 10%), increasing by 225%, due to the increase of Water Treatment Projects for both public and private sectors.

Revenue from House Brands

In 2015, Revenue from House Brands products were 90 million baht, increasing by 40%. The company also continuously aims to improve new products to expand market continuously.

**Profitability:**

The Company's consolidate net profit (attributable to owners of the parent) was 34 million baht, which decrease from the previous year, mainly because of the rising gross profit margins in Occupational Safety, Health and Environment products, and lower gross profit margins generated from the water purification system projects of the government sector, resulting in 26.26% gross profit margins in 2015.

On the other hand, with increasing sales and administrative expenses, from staff compensation and loss on impairment of asset 5.93 million baht from the Maeka Municipality project.

And financial costs was increase, due to the increase in short-term loan from financial institution by issuing Bill of Exchange to support the water treatment business.

The Company's net profit margin is 3.74% with the return on equity of 10.61%, and the return on asset of 7.72%.

**Financial Position and Liquidity:**

As at December 31, 2015, the company's financial position shows 667 million baht of assets, 346 million baht of liabilities and 321 million baht of the shareholders' equity.

Current assets were increase, mainly due to the increase in cash and cash equivalent, trade account receivable, unbilled receivables and advance payment to sub-contractors from water treatment projects.

The company's liabilities were increase, mainly due to the increase in short-term loan from financial institution from bill of exchange amount to 100 million baht for working capital to construction on the water treatment projects.





The company had current ratio of 1.85 times and debt to equity ratio was 0.78 times, with in the normal range.

**Corporate Governance:**

In 2015, The Company was range “Excellent CG Scoring” or “5 Stars” according to the Corporate Governance Report of Thai Listed Companies 2015

The Company has been graded Level 3 in the Anti-Corruption Progress Indicator from the Securities and Exchange Commission.

And Board of Directors has been awarded the consolation prize “MAI Board of Directors 2015” from Board of the Year Awards 2015.

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.

There was no further question raised by the shareholder on this Agenda item, therefore No voting for this Agenda.

**Resolution:**

The Meeting acknowledged the performance of the Company for 2015.

**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**

**The Chairman** informed that The Company has proposed the said financial position, Statement of Comprehensive Income for the fiscal year ended on December 31, 2015, 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 2015 (CD-Rom), pages 107-109 has delivered to the shareholders together with the Notification of the 2016 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, 2015 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. There was no any question raised in connection with this Agenda.

There were 39 shareholders attend the meeting on this agenda item for a total of 113,600,819 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	39	113,600,819	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

**Remarks:** After the meeting starting this Agenda 3, there were additional 1 shareholders with 40,000 shares attending. Therefore, the total number of shareholders attending the meeting was 39 shareholders have 113,600,819 shares. and the Company still allowed them to have the right to vote. Therefore, the number of vote in this agenda has increased accordingly.

**Resolution:**

The Meeting approved the Company's Statement of Financial Statement of Comprehensive Income for the fiscal year ended December 31, 2015.

**Agenda 4. To acknowledge the distribution of interim dividend**

**The Chairman** advised that at the Board of Meeting No. 5/2015 held on August 10, 2015, the Board of Directors resolved to approve an interim dividend payment from first half of 6(six) months performance (Start 1 January, 2015 to 30 June, 2015) to the Shareholders listed in the share registered at August 26, 2015 at the rate of Baht 0.08 per share, amounting to Baht 12.96 million made out of the profit subject to corporate income tax at rate 20 percent and the Company paid this interim dividend payment on September 7, 2015. To proposed the Meeting to acknowledge the distribution of interim dividend at the rate of 0.08 Baht to those shareholders.

There being no further enquiries from the Meeting, the Chairman proposed that Shareholders to acknowledge the distribution of interim dividend.

**Resolution:**

To acknowledge the distribution of interim dividend, according to the Board of Director's proposed.

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

The **Chairman** advised that the Company has a policy to allocate the annual profit for the dividend distribution 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, taking into account 1) its operational results turn out to a profit, 2) there remain no accumulated losses, 3) the cash flow is sufficient for dividend payment and 4) where there is a future plan of any investment projects is necessary for future. However, a dividend payment depends on the Company's financial plans. From the Company's operational results for the accounting year ended on December 31, 2015, the net profit amounted to Baht 34.31 million or earning per share of 0.21 Baht.

The Board of Director has considered to proposed the shareholder Meeting to approve the allocation of annual profit of the year 2015 as the dividend payment to the shareholders whose names are in the share register book as at May 10, 2016, i.e. the date on which the Board determined the record date for dividend payment, at the rate of Baht 0.12 per share amounting Baht 19.44 million made out of the profit subject to corporate income tax at rate 20 percent and the Company shall be paid the said dividend on May 23, 2016. And as a legal reserve of 10 percent has been fully reserved, the Company is not required to make an additional reserve.

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

**Mr. Wallop Jaruschimpleekul** shareholder attend in person.

Question: Expressed appreciation towards the Board of Directors for effectively administering the business and yielding satisfactory operating performance, as well as inquired about existing backlog items and the increase/decrease in the profitability rate.

Answer: **Mr. Boonchai Suwanvutthiwat**, Chief Executive Officer, responded in appreciation to the shareholder and informed that the current backlog is worth approximately 300 million Baht, or 130 projects. It has been anticipated that more projects will be won from the bidding in 2016 and everything is running as planned. Regarding the operating performance, we need to wait until the closing of the 1Q16 financial statement and we will keep shareholders informed accordingly.

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

The **Chairman** has proposed the Meeting to approve the dividend payment of profits from the business performance for year ended December 31, 2015 by majority vote of the total votes of shareholders attending the meeting and voting on this agenda item.

There were 39 shareholders attend the meeting on this agenda item for a total of 113,600,819 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	39	113,600,819	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

**Resolution:**

Approved the dividend payment of profits from the business performance of the year 2015, according to the Board of Director's proposed.

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

The Chairman informed that regarding to comply with good corporate governance principles this agenda item is for election of directors. To allow the shareholders to fully provide their opinions and cast their votes, those three Directors who have complete their tenure and nominated to be re-elected, namely; Prof. Pornchai Chunhachinda Ph.D., Mr. Boonchai Suwanvutthiwat and Gen. Chaiwat Satondee will temporarily depart from the meeting room and wait in another room and will come back after the voting on this agenda is completed. Also given Assoc.Prof. Seksak Jumreornvong Ph.D., the Chairman of Audit Committee acting as the Chairman in this agenda.

Assoc.Prof. Seksak Jumreornvong Ph.D in charge of the Chairman on behalf of Prof. Pornchai Chunhachinda Ph.D informed that for the good governance practices according to the Corporate Governance Policy, those three Directors who have complete their tenure and nominated to be re-elected has left out from the meeting room, also required the Chairman of Nominating and Compensating Committee to provide the nomination criteria and procedures to the Meeting in this agenda item.

In this agenda item, 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.

Assoc.Prof. Ekachidd Chungcharoen Ph.D, as the Chairman of Nominating and Compensating Committee advised that to pursuant to Article 20 of the Company's Articles of Association, one-third of the director must retire from office at each shareholders' general meeting and those directors who have been longest in office must retire first. The director so retire may be re-elected to resume their office.

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

1. Prof. Dr. Pornchai Chunhachinda                      Director
2. Mr. Boonchai Suwanvutthiwat                         Director
3. Gen. Chaiwat Satondee                                   Director

**The Nominating and Compensating Committee** has considered under the nomination criteria and procedure, which appear in Annual Report 2015 (Enclosure 2. Management Structure), taking into the Company's structure of directors and director's qualifications. The shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors as required by the recruitment process 90 days in advance from 12 October, 2015 to 12 January 2016 and public through Setportal of SET and the Company website. There appeared that there was no shareholder proposing the nomination of any appropriate persons for the election as a director for the 2016 Annual General Meeting.

**The Nominating and Compensating Committee** has considered to complied with and followed the nomination criteria and procedure, Board Structure and their qualification, moreover have knowledge, capability experience in business related to the Company's operation and the Company's performance in the past year. To proposed the Shareholders' meeting to consider and approval to re-appoint those three persons as director for another term.

The Board of Director (excluding of those director who might have conflict of interest on this item) has considered and agreed 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, dedicated to working in full capacity. The Board of Directors, therefore, approved to propose such to the Shareholders' Meeting for consideration the approval to re-elected namely; Prof. Dr. Pornchai Chunchachinda (Director), Mr. Boonchai Suwanvutthiwat (Director) and Gen. Chaiwat Satondee (Director) to retain their directorships for another term.

**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 to vote for each director by individually by majority of the votes cast and collect all the ballots. Those three director should be abstained their vote by themselves for this Agenda item.

**1. Prof. Dr. Pornchai Chunhachinda** (as Director)

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	39	112,290,939	98.8468
Disagreed	0	0	0.0000
Abstained	1	1,310,000	1.1532

**2. Mr. Boonchai Suwanvutthiwat** (as Director)

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	40	113,600,939	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000

**3. Gen. Chaiwat Satondee** (as Director)

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	38	113,397,339	99.8208
Disagreed	1	5,000	0.0044
Abstained	1	198,600	0.1748

Remarks: This Agenda 6, there were additional 1 shareholders with 120 shares attending. Therefore, the total number of shareholders attending the meeting was 40 shareholders have 113,600,939 shares. and the Company still allowed them to have the right to vote. Therefore, the number of vote in this agenda has increased accordingly.

**Resolution:**

The meeting approved to re-elected Prof. Dr. Pornchai Chunhachinda (Director), Mr. Boonchai Suwanvutthiwat (Director) and Gen. Chaiwat Satondee (Director) to retain their directorships for another term. After completion the voting and informed the vote, the company officer was invited those three director come back the meeting room.

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

The **Chairman**, Prof. Dr. Pornchai Chunhachinda Chairman of the Board, who have been elected to assume his directorships for another term, recall as the Chairman of the meeting for this agenda item and for the good governance practices, two nominated candidates i.e. Mr. Pornsak Chunhajinda and Mr.Thanya Wangthamrong are required to temporarily depart from the meeting room and will come back after the voting on this agenda is completed. Also given the Chairman of Nominating and Compensating Committee to present further information for this agenda item.

**Assoc.Prof. Ekachidd Chungcharoen Ph.D, as the Chairman of Nominating and Compensating Committee** Advised that the Nominating and Compensating Committee has considered taking into 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 Director, 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

The Nominating and Compensating Committee and the Board of Director has considered those two(2) candidates 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. Also proposed to the Shareholders' Meeting to approve and appointed those 2 members, provides shareholders to vote individually person and collect all the ballots, name as follows:

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

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

**Mr. Wallop Jaruschimpleekul** shareholder attend in person.

Question: Inquired about the necessity of proposing 2 new directors; if the appointment of new directors is put on hold, will there be any significant impact to the Company? The reason being is that the size of the business is not very large and 9 directors shall be adequate. If the Company has initiatives to develop a large number of new projects, we can wait until then to appoint new directors, and thus is of the view that expenses concerning the appointment of new directors shall not be incurred for the time being, coupled with the decreased gross profit.

Answer: **The Chairman** stated to the meeting that Mr. Pornsak Chunhajinda, who is now in the position of Managing Director of a subsidiary, Phol Water Co., Ltd., has succeeded in expanding the water business. He has also been appointed Managing Director of Phol Dhanya PCL. in the beginning of 2016. On the other hand, Mr. Thanya Wangthamrong has been assigned to take charge of a subsidiary, Phol Dhanya (Cambodia) Co., Ltd., in which Phol Dhanya PCL. has 100% ownership. The Company plans to expand the business in Cambodia, giving opportunities for new generation executives to join the team, in anticipation of goal achievement and stable financial position.

As for the decreased gross profit, it is mainly due to the expansion of the water business, with the gross profitability rate of approximately 10-12%, causing the average gross profit to drop in relation to the increasing revenue from the water business. Nonetheless, a clearer picture can be sought after from the separate financial statement and financial ratio analyses of each business unit.

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

**Chairman** proposed the Shareholders meeting casting their vote on this agenda item of not less than three-fourth (3/4) of all the votes of the shareholders present the meeting.

**1) Mr.Pornsak Chunhajinda** (as Director)

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	38	113,466,839	99.8820
Disagreed	0	0	0.0000
Abstained	2	134,100	0.1180



**2) Mr.Thanya Wangthamrong** (as Director)

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	39	113,600,839	99.9999
Disagreed	0	0	0.0000
Abstained	1	100	0.0001

**Resolution:**

The meeting to resolved and appointed newly members; 1) Mr. Pornsak Chunhajinda and 2) Mr. Thanya Wangthamrong as the Company's Director.

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

**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, as the Chairman of Nominating and Compensating Committee** Advised that the Nominating and Compensating Committee and the Board of Director has considered 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 and same as previously criteria standard. The Board of Director proposed the Shareholders' meeting to approve the director's remuneration for the year 2016, totaling not exceeding Baht 6 million, details 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

amounts Baht 1 million upon 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 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.

**Chairman** proposed the Shareholders casting their vote on this agenda item of not less than two-third (2/3) of all the votes of the shareholders present the meeting.

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	36	113,467,839	99.8828
Disagreed	0	0	0.0000
Abstained	4	133,100	0.1172

**Resolution:**

The meeting approved the director's remuneration for year 2016 totaling not exceeding Baht 6 million. And the bonus of director for the Company's performance year 2015 of amounting Baht 810,000.- as proposed.

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

**The Chairman** delegated Assoc. Prof. Seksak Jumreornvong Ph.D., who is the Chairman to the Audit Committee/Independent Director to present this agenda item for the approval of the appointment of the Company's Auditor and fix his/her determine the auditing fee for the year 2016.

**Assoc. Prof. Seksak Jumreornvong Ph.D., The Chairman to the Audit Committee** addressed to the Meeting that according to the Notifications of the Securities Exchange and Commission, Re: The Rotation of the Auditors every 5 years whereby Mr. Sathien Vongsnan (Certified Public Accountant No.3495) of ANS Audit Co., Ltd.

Have served the Company as the auditors for 5 years, from 2010-2015 where he had completed 5-years term as the Company's Auditor in order to comply with such Notifications. The Audit Committee has taken into account the qualifications of 4 other auditor candidates from ANS Audit Co., Ltd. to replace the auditors who completed the term.

**The Board of Director** having considered the qualifications of such auditor candidates from ANS Audit Co., Ltd. who have working experiences, independent and satisfactory performance where such those 4 auditor candidates have never carried out any auditing work for the Company and they possess the qualifications which are not contrary to the requirements of the Stock Exchange of Thailand. Therefore, it is deemed appropriate to appoint Ms. Kultida Pasurakul (Certified Public Accountant No.5946) or Mr. Atipong Atipongsakul (Certified Public Accountant No.3500) or Mr. Vichai Ruchitanont (Certified Public Accountant No.4054) or Mr. Yuthapong Chuamuangpan (Certified Public Accountant No.9445) of ANS Audit Co., Ltd. as the Company's auditor for the year 2016 (for the first year of the term).

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-subsiaries 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 110,000 for Specific 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 Chairman** granted an opportunity for the shareholders to ask questions or express any opinions.

**Mr. Wallop Jaruschimpleekul** shareholder attend in person

Question: Inquired about the audit fees which include that of subsidiaries as well. Does that mean the mother company will be responsible for the total expenditure which provides an explanation for increased audit fees?

Answer: **The Chairman** explained that the Company’s audit fees as specified in the consolidated financial statements already included that of the subsidiaries. Each company will pay for the fees as proposed by the auditor.

Answer: **Mr. Pornsak Chunjajinda**, Managing Director/Executive Director – Accounting and Finance, explained that in 2016, the auditor did assess the amount of transactions which has increased from those 130 projects, accounting for a backlog of 300 million Baht. Thus, fees have been adjusted to be coherent with the increased workload and the agreed rate is the result of the negotiation.

Answer: **Ms. Jitlada Ramsiri**, Representative of Auditor from ANS Audit Co., Ltd., mentioned that due to the increased workload from roughly 130 community water supply projects, it is necessary for the audit team to inspect the project progress and assess the project success, as well as adjust the auditors’ report format to satisfy criteria of the new auditing standards.

None of the shareholders had any questions or expressed any opinions. The Chairman has proposed the Meeting to approve by majority votes in this agenda.

There were 40 shareholders attend the meeting on this agenda item for a total of 113,600,939 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	39	113,600,839	99.9999
Disagreed	0	0	0.0000
Abstained	1	100	0.0001

**Resolution:**

The Meeting approved the appointment of Ms. Kultida Pasurakul (Certified Public Accountant No.5946) or Mr. Atipong Atipongsakul (Certified Public Accountant No.3500) or Mr. Vichai Ruchitanont (Certified Public Accountant No.4054) or Mr. Yuthtapong Chuamuangpan (Certified Public Accountant No.9445) of ANS Audit Company Limited to be the Company’s Auditor and its subsidiaries company for the fiscal year 2016 and determined the Audit Fees of amounts Baht 1,270,000.

**Agenda 10 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 2016, 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.

Shareholders asked the question and comments as follows:-

**Mr. Anan Leungnarumitchai**, a representative from Thai Investor Association (TIA)/ Shareholders' Rights Protection Volunteers.

Question: Inquired the Company's progress in the announcement of intention to participate in the Community Action Coalition (CAC). What is the current status of the project and what are the next steps?

**The Chairman** assigned Mr. Teeradej Jarutangtrong, Chairman of the Risk Management Committee, to clarify the matter.

Answer: **Mr. Teeradej Jarutangtrong**, Chairman of Risk Management Committee, reported to the meeting that the Company is currently preparing to get a membership certification from CAC. The information submission due date is within 2Q16 and the execution plan can be segregated into 4 phases as follows:

Phase 1 Identification of anti-corruption policy and the announcement of intention in July 2014

Phase 2 Declaration to join the CAC in January 2015

Phase 3 Self-assessment and preparation to obtain membership certification from CAC. The process is

comprised of 4 steps as follows:

- 1) Propose for the approval of the anti-corruption policy and practices (February 2016)
- 2) Propose the information to the Audit Committee for consideration and approval (March 2016)
- 3) Staff training to acknowledge the anti-corruption policy and practices to prevent and stand against corruption of all sorts (April 2016)
- 4) Obtain approval from the Board of Directors to submit the documentation for accreditation from the CAC (within June 2016)

Phase 4 Obtain an approval from the Board of Directors to submit the documents to the IOD (Project Secretary) for accreditation. The document submission is expected on June 15, 2016.

**The Chairman** informed the meeting that Phol Dhanya PCL "PHOL" has been graded 5 stars for three consecutive years and the Company got selected to join the Corporate Sustainability Advisory Program Year 2 to improve its performance and potential in social responsibility for companies registered in the Market for

Alternative Investment (MAI). In this regard, the Stock Exchange of Thailand will be the sponsor in seeking the consulting team, training and consulting service for the Company. The execution is currently in progress (January 2016 to March 2017). The Chairman assigned the CEO to report the progress to the meeting.

**Mr. Boonchai Suwanvutthiwat**, Chief Executive Officer, explained that, with regards to “sustainability”, assessment criteria are based upon the Company’s business operations with an awareness of both internal and external stakeholders; economy, society and environment in the Company’s mainstream business activities, in order for the business to grow economically in parallel with the social and environmental development, under the principle of good governance. With that, PHOL is listed in the MAI and is qualified to join in the program, and the expenses are not overly high, so this is considered a great opportunity to improve organizational performance.

Also, the Stock Exchange of Thailand has publicized the invitation to apply for the sustainability assessment program 2016 (voluntarily) for listed companies. In this regard, criteria have been specified; the assessment score shall be at least half of the full score in each dimension, or getting selected as the member of Dow Jones Sustainability Index (DJSI) in the annual result announcement when the sustainability assessment is made. Nevertheless, the Company is not in anticipation of the awards but rather sees this as an opportunity to capitalize knowledge to improve the business and gear towards becoming sustainable stocks, profitable company and co-existence with the society and community, while at the same time maintaining the viability of the environment.

**The Chairman** added that due to the fact that the Company’s business is relevant to safety and water purification system and is included in the category of environmental protection, it is then the Company’s focus to incorporate the operational processes to benefit all groups of stakeholders.

**Mr. Wallop Jaruschimpleekul**, a shareholder;

Question: 1) Previously, PHOL has its own branded drinking water as provided in the AGM. Is the production still on-going at the moment?

Answer: **Mr. Boonchai Suwanvutthiwat**, Chief Executive Officer, stated that the Company is not a manufacturer of drinking water but distributes the water purifier. The Company only made an order for drinking water for distribution in the event and for general customers. The order is usually made in a big lot since a considerable quantity is required for each production. 2) The Annual Report has been requested and to be attached together with the meeting invitation letter since studying the information from the CD-ROM is not convenient.

Answer: **The Company Secretary** informed that the Company has sent out the meeting invitation letter ahead of time together with the Annual Report in the CD-ROM format, as well as an annual report requisition form with the return envelope (stamps attached) in order to facilitate shareholders in need of a hard copy. Furthermore, the Annual Report can be requested via other available channels; telephone, e-mail, or on the website addressed to the Company Secretary or the Investor Relations Department. On this occasion, however, Mr. Wallop Jaruschimpleekul's request for a hard copied Annual Report has duly been recorded so that next year's Annual Report will be sent accordingly.

**Mr. Kati Laopatarakasem**, a shareholder;

Question: Inquired about the operating performance with the decreasing profit every year. Over the course of the past 3 years, debt burden has also increased, what are the Company's strategies to tackle the issue and to lift profitability level?

Answer: **The Chairman** explained that in 2015, the impairment for investment of 5 million Baht (Maeka Municipality Project) had been allocated as well as an impairment reserve for non-current assets. Even safety products' lifetime is rather long, the auditor still utilizes the standardized criteria in accounting to consider the product turnover rate. Products with low turnover rate are considered depreciated and last year the impairment of products totaled 6 million Baht, resulting in lowered profitability by about 11 million Baht. Originally, safety business's gross profit is approximately 28% while that of the water business is around 10-12% of the project values; contributing to a drop in the Company's profitability. However in 2016, there are none of the impairment reserves and it is the management's accountability to classify revenue, expenses and profit margin of each business unit, so that a clearer picture can be expected.

**The Chairman** also addressed that the increased debt burden is caused by the community water supply project, which is project-based, with the execution period of approximately 180 days, coupled with the fact that there are more than 100 projects on hand from the bidding. Thus, it has become necessary to rely on long-term loan of 100 million Baht as a circulating fund for the project. However, from the financial statement, it can be noticed that the debt-to-equity ratio is not overly high.

Question: Regarding the impairment reserves for products and investment of approximately 11 million Baht that has been debited, what are the Company's risk management protocols in 2015? Also, the issuance of B/E involves higher interest rates compared with the issuance of bonds, as commonly practiced by other

companies to raise funds to circulate in the business. So it seems like bond issuance is the method that requires lower costs and widely used by other companies.

Answer: **Mr. Pornsak Chunjajinda**, Managing Director, informed that upon comparison between the issuance of B/E and bonds, the latter requires higher costs because a rating arrangement needs to be done prior to proposing for loan amount. If the loan amount is not big, it will not be worth the expenses incurred which can reach up to millions of Baht. On the other hand, B/E issuance is usually short-termed with moderate interest rate of approximately 3.5%. Additionally, the debt-to-equity ratio is not too high; 1.07 times (the ratio regulated by the bank shall not exceed 2 times) and the Company is fully capable of paying back the loan.

Since it is a short-term project with the duration not exceeding 180 days, so there is no need to utilize long-term loan. The Company can also make use of this loan as a circulating fund in new projects, except when the Company gets large-scale assignments, requiring 3-5 years to complete, such as Maeka Municipality project, then consideration is made on a case-by-case basis.

**Mr. Wallop Jaruschimpleekul**, a shareholder;

Shared an opinion that Phol Dhanya PCL does not appear much in the news and public relation activities seem to be quite inconsistent and not very frequent, for instance, the Company's different projects, which can have positive impact on the stock price.

**Mr. Boonchai Suwanvutthiwat**, Chief Executive Officer, explained that the Company regularly engages in meetings with shareholders via the Stock Exchange of Thailand's channels such as the Opportunity Day, which is held twice a year in the first and the third quarters, as well as mai Forum and Money Channel occasionally. Proper communication is arranged on a continuous basis but however, the Company would like to express gratitude for invaluable suggestions from shareholders and the Company shall use them as input for future improvement.

There being no further enquiries from those present at the Meeting, the Chairman informed the Meeting that the Company will prepare Minutes of the 2016 Annual General Meeting of Shareholders within 14 days from the date of this meeting and show on the Company's website: [www.pdgth.com](http://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 address: [cs@pdgth.com](mailto:cs@pdgth.com) within 30 days after the publication this report.





**The Chairman** expressed the sincere thankful to the shareholders for their valued time to present in 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 could keep them as evidence for future reference.

The Meeting was adjourned at 3.57 p.m.

*Prof. Dr. Pornchai Chunchachinda*

Signed.....Chairman to the Meeting

(Prof. Pornchai Chunchachinda, Ph.D.)

Chairman of The Board

*Ms. Saowapa Choorujiporn*

Signed.....Secretary to the Meeting

(Miss Saowapa Choorujiporn)

Company Secretary