



**Letter Invitation to 2017 Annual General Meeting**

**Phol Dhanya Public Company Limited.**

Friday April 28, 2017 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.

The Company, would like to inform that there will be o complimentary gifts provided at the 2017 AGM in accordance with the “No Give” policy of SEC and the “No Gift” Campaign of Thai Investors Association, which both requested that No Listed Company should use any external factors to persuade the shareholders to attend the meeting, of which the primary purpose is to exercise their rights to vote and decide for the business directors and to acknowledge business operating reports, performance and Code of Conduct. However, the company will provide a set box and drinks for the shareholders or their attending proxies.



Letter Invitation for the AGM 2017

Certification No. 107551000088

Date: March 20, 2017

Subject: Invitation Letter to attend the 2017 Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Registration Form (To be taken by the shareholders for the meeting).
2. Copy Minutes of the Extraordinary General Shareholders' Meeting No.1/2016 held on August 29, 2016
3. Annual Report of the Board of Directors and Statements of Financial Position, Statement of Comprehensive Income ended December 31, 2016 (CD-ROM)
4. Brief Profile of nominate director and proposed to be elected as director
5. The Company Auditor's Information and Experience
6. Information of The Independent Director for Shareholders Proxy
7. Shareholder's Proxy Form (Form B)
8. 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.
9. Articles of Associations of the Company relating to the Shareholder's meeting.
10. Location Map where the shareholder's meeting take place (Company address)

**NOTICE IS HEREBY GIVEN** that the 2017 Annual General Meeting of Shareholders of Phol Dhanya Public Company Limited ("the Company") will be held on Friday April 28, 2017 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 1, 2016 to December 31, 2016, However no shareholder submitted such agenda during the period.

**Agenda 1 To consider and adopt the Minutes of the Extraordinary General Meeting No.1/2016 held on August 29, 2016**

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

Purposes and Rationale: The Extraordinary General Meeting of shareholders No. 1/2016 was held on August 29, 2016 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](http://www.pdgth.com)) dated September 12, 2016 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 Extraordinary General Meeting of shareholders No. 1/2016 was held on August 29, 2016 be adopted because they were completely and accurately recorded as shown in Enclosure 2.

**Agenda 2 To Acknowledge the company operating results for 2016**

(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 2016 along with the significant changes occurred during the year 2016 (details shown in Annual Report 2016) which is attached together with the notice letter invitation per details in Enclosure 3

The Board's Opinion: The Board has agreed to present on the Company's operating results for 2016 along with the significant changes that occurred during the year 2016, as shown in Enclosure 3.

**Agenda 3 To consider and approve the 2016 Financial Statements for the year ended December 31, 2016**

(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, 2016 in which such has already been examined by the auditor "ANS Audit Co., Ltd." and approved by the meeting of Audit Committee no. 2/2017 held on February 28, 2017 and the Board of Directors Meeting no. 2/2017 held on February 28, 2017. 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, 2016 (as per details appeared in the Enclosure 3.) as below details:

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

(Unit: million baht)

Descriptions	Consolidated Statement		The Company's Statement	
	2016	2015 <sup>1</sup>	2016	2015
Total Assets	960.95	667.40	926.23	667.52
Total Liabilities	609.95	346.10	569.91	343.54
Paid up Capital (shares) <sup>2</sup>	202.50 <sup>2</sup>	162.00	202.50 <sup>2</sup>	162.00
Shareholders' Equity	352.31	322.59	356.32	323.98
Total Income	1,097.99	914.90	1,056.40	880.71
Total comprehensive income (Loss) for the year	(15.30)	33.01	(12.67)	28.16
Profit (Loss) (equity holders of the company)	(15.25)	34.31	(12.67)	28.16
Earnings per share (baht/share) <sup>3</sup>	(0.08) <sup>3</sup>	0.21	(0.07) <sup>3</sup>	0.17

**Note:** <sup>1</sup> Revision refer to the Statements of Financial Position and Statements of Comprehensive Income end of December 31, 2016

<sup>2</sup> The Extraordinary General Meeting no. 1/2016 held on 29 August 2016 has resolved to issue capital increased 88,999,992 shares at par value 1.00 baht. From the company register capital Baht 161,999,986 (after decrease the Company's registered capital of Baht 14.00 from the existing registered capital of Baht 162,000,000 to Baht 161,999,986), totally registered capital amounts Baht 250,999,978 and paid-up 40,499,996 shares at par value 1.00 baht, totally paid-up capital amount Baht 202,499,982 (as October 7, 2016). The purpose to offer the existing shareholder proportion 40,499,996 shares reserved for the exercised of Warrant PHOL-W1 40,499,996 shares and ESOP-Warrant 8,000,000 shares accordingly.

<sup>3</sup> Calculated by weighted average number of ordinary shares 194,977,476 shares.

The Company's financial statements are shown on the Annual Report 2016 included with the invitation to this meeting and shown in Enclosure 3.

**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, 2016, 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 consider the approval of the Suspension of dividend payment for the year 2016 and acknowledge the distribution of interim dividend**

(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.

From the Company's operational results for the accounting year ended on December 31, 2016 have the loss amounted to Baht 15.25 million, due to recorded as a provision for penalties arising from delays of construction in Quarter 4/2016 and to proposed suspension of dividend payment for the second half operating result 2016 (July-December) and no appropriated to allocated additional legal reserved in this time.

Therefore the Company had been paid the interim dividend from the first half of 6 months (January-July 2016) of the operation result, total 161,999,986 ordinary shares at the rate of Baht 0.08 per share, total amounts Baht 16.20 million (income tax rate 20%) paid on 7 September, 2016 Also the Company proposed to suspension of dividend payment for the second half operating result (July-December 2016).

**Previous Dividend payments from the consolidated financial statement as follow:**

Consolidate Financial	2016	2015
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net (Loss) Profit (million baht)	(15.25)	34.31
3. Total shares (million shares) <sup>/1 and /2</sup>	202.50	162.00
4. Earnings per share (baht/share)	(0.08)	0.21
5. Dividend per share (baht/share)	0.10	0.20
5.1 Interim dividend (1 January -30 June 2016)	0.10	0.08
5.2 Cash dividend (1 July -31 December 2016)	-	0.12
6. Total dividend payment (baht)	16.20	32.40
7. Dividend payout ratio (%)	-	94.42

**Remarks:**

- 1) The Company has issue capital increased amounts Baht 88,999,992 from the existing capital of Baht 161,999,986 (after decrease the company's registered capital of Baht 14.00) to the new registered capital of Baht 250,999,978 by issue the new ordinary shares of 88,999,992 shares at par valued 1.00 baht for the purposed to offer the existing shareholder proportion and reserved for the exercised of Warrant PHOL-W1 and ESOP-Warrant.
- 2) The Company has registered paid-up capital of 40,499,996 shares by issued and rights offering of new ordinary shares to the existing shareholders at a ratio of 4 (four) old shares to 1 (one) new share, at an offering price of Baht 2.00 (two baht) per share of amounts Baht 80,999,982 Also the company has received fully paid-up amount of shares and registered the Ministry of Commerce on October 7, 2016. The Company has registered paid-up capital amount Baht 202,499,982 from the total capital of amount Baht 250,999,978

**The Board's Opinion:**

The Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to suspension of dividend payment for the second half of the year 2016 (July-December) due to the operating result has been loss and no appropriated to allocated additional legal reserved in this time, which is comply the company's dividend policy. Please be informed the shareholders to acknowledge the distribution of interim dividend at the rate Baht 0.10 per share, total amount Baht 16.20 million, had been paid on September 7, 2016

**Agenda 5 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 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 1, 2016 to December 31, 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 2017.

The Nominating and Compensating Committee's Opinion:

In 2017 There are 4(four) director to retired by their rotation, namely:

1. Mr. Noppadol Dheerabutrpongkul Independent Director
2. Mr. Chavalit Wanthamrong \* Director
3. Mr. Pramuk Vongtanakiat, M.D. \* Independent Director
4. Mr. Santi Niamnil Independent Director

There have 2(two) directors didn't renewal a director namely; Mr.Chavalit Wangthamrong and Mr. Pramuk Vongtanakiat, M.D. The Nominating and Compensating Committee has consider that, if the Board's Structure is reduced to 9(nine) persons and the proportion of independent director is not less than one-third of the number of directors. This is appropriate for the size of our business and has no impact on corporate governance. Also should be proposed to the Shareholder's Meeting to consider the appointment of two retiring directors.



The Nominating and Compensating Committee (excluding of those directors who might have conflict of interest on this item) has considered under the nomination criteria and procedures, which are detailed in the Annual Report 2016 (Enclosure No.3 Management Structure Section), by considering the structure of the Company's director and the qualifications of director in various fields. Individually, the both two 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. Those two candidates have qualifications required by the Public Limited Companies Act. B.E 2535 (amendment) and qualified as independence directors according to the Company's definition of independence and are expected to freely express their views at meeting. Therefore it was deemed appropriate to propose that the two(2) 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) Mr. Noppadol Dheerabutrtrongkul 2) Mr. Santi Niamnil has qualified candidates is in line with regulations, good corporate governance code of conduct and Articles of Association, 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 two(2) directors to retain their directorship for another term. Therefore the brief profiles of the persons nominated to be directors in replacement of the directors who are due to retire by rotation and the Company's definition of independent Director are attached in Enclosure 4

Remarks: Please see the details of the Board of Director's responsibility has shown in the Annual Report 2016 ("Management Structure" section) which submitted together with the letter invitation (Enclosure 3)

**Agenda 6 To consider and approve the director's remuneration for year 2017**

(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 proposed to 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 2016: Omit to pay director's bonus since loss on operation results.

Year 2017: Director's remuneration total budget not exceeding Baht 6 million same as previously criteria, details as follow:

Part 1 Rate 2.5% of dividend payment regarding the company's performance.

Part 2 Incentive 10% of extra profit from the 2015 operation result, in case of net profit over year 2015 shall be added such incentive bonus.

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,

3. Other Benefit: None

The Director's Remuneration details as follows:

Director's remuneration	2017 <sup>1</sup> (Proposed year)	2016 (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.)	No Bonus  (Total remuneration year 2016 paid Baht 4.125 million, not exceed Baht 6 million as per AGM2016 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 <sup>2</sup>		
- Chairman	18,000 Baht/time	18,000 Baht/time
- Director	12,000 Baht/time	12,000 Baht/time

**Remarks:**

<sup>1</sup> To Approval of the Annual General Meeting shareholders for the year 2017 held on April 28, 2017

<sup>2</sup> 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 2016 per Enclosure 3 "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 2017.

**Agenda 7 To consider the appointment of the auditor and determine the auditing fee for the year 2017**

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

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

**The Audit Committee's Opinion:** The Audit Committee has recommend the Board of Director to consider and appointment the Auditor's name; Ms. Kulthida Pasurakul CPA no. 5946 or Mr. Atipong Atipongsukul CPA.no. 3500 or Mr. Vichai Ruchitanont CPA no. 4054 or Mr. Yuthtapong Chuamuangpan CPA no. 9445 of "ANS Audit Co., Ltd." as the Company's Auditor in the year 2017 and proposed the Audit fee amounts of Baht 1,422,500 (One million four hundred twenty-two thousand and five hundred baht only) as ANS Audit as the Company's Auditor in the year 2016 based on the good performance is satisfactory, perform their duties, independent audit, the expertise and experience as well as working standard in auditing, especially those 4 persons are qualified not in accordance with the SET

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

Amount : Baht

Audit Fee	2017	2016	2015
1) Auditor's Fee			
- Phol Dhanya Public Company Limited.	925,000	800,000	700,000
2) Subsidiaries' Fee			
- PD Genesis Engineering Co., Ltd.	20,000	30,000	30,000
- Phol Palladium Co., Ltd.	205,000	185,000	180,000
- Pholdhanya (Cambodia) Co., Ltd.	32,500	145,000	110,000
Specific the communications with the Subsidiaries company at Cambodia Country			
- Phol Water Co., Ltd.	240,000	110,000	115,000
Others service fee	-	-	-
<b>Total Audit Fee (Baht)</b>	<b>1,422,500</b>	<b>1,270,000</b>	<b>1,135,000</b>

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 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 accounting period 2017 and proposed

the Auditing fee of the company and subsidiaries total amounts Baht 1,422,500 (One million four hundred twenty-two thousand and five hundred baht only) which already included the four-subsiaries company by consisting of Baht 20,000 for PD Genesis Engineering Co, Ltd., Baht 205,000 for Palladium Co., Ltd., Baht 240,000 for Phol Water Co., Ltd., and Baht 32,500 for Pholdhanya (Cambodia) Co., Ltd. At Cambodia Country. The increasing fee amounts Baht 152,500 or 12% due to more transaction of the subsidiary company.

In 2017, no other non-service fee except the audit fee.

Auditor's name as below:-

Auditor's Name	Certificate Public Account Number	No. of year as the Company's Auditor
1. Ms. Kulthida Pasurakul <sup>1</sup>	5946	1 year (Start 2016-present)
2. Mr. Atipong Atipongsukul	3500	-
3. Mr. Vichai Ruchitanont	4054	-
4. Mr. Yuthtapong Chuamuangpan	9445	-

Remarks: <sup>1</sup> Item no.1 The Auditors to be signed the company's financial statement year ended 31 December 2016

<sup>2</sup> Item no.2 3 and 4 haven't sign the company's financial statement.

(see the information about the Company's Auditor details is shown on Enclosure 5)

In Regards, Those four(4) 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.

Such Company "ANS Audit Co., Ltd." has appointed to the Company's Auditor since 2011 until 2016 of total 6 years in the company auditing.

#### **Agenda 8 Others Business (if any)**

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 Shareholders who cannot attend the meeting may grant proxy to other person who is at least 20 years old, or



Letter Invitation for the AGM 2017

to one of the Company's independent directors whose name listed appear in Enclosure 6, to attend the meeting and vote on your behalf of shareholders by filling up the proxy form (Form B) as attached in Enclosure 7 and Foreign shareholders who have custodians in Thailand please use the proxy Form C (available to download at the company's website ([www.pdgth.com](http://www.pdgth.com))) (Company provided affix stamp baht 20 for proxy), together with details of evidence required for shareholders or proxy to attend the meeting as attached in Enclosure 8.

Otherwise, Shareholders and proxies must bring along TSD-Registration form with barcode printed as in Enclosure 1 to present at registration desk; otherwise, shareholders will not be entitled to attend meeting.

The Company is pleased to invite the shareholders to attend the 2017 Annual General shareholders' Meeting on Friday, April 28, 2017 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.

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

<b>Notice for Shareholders</b>
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1. The company has fix Record Date on March 14, 2017 to entitle rightful shareholders to attend the 2017 Annual General Meeting of Shareholders and the closing date of share register book is one March 15, 2017 under Section 225 of the Securities and Exchange Act (Amendment)
2. Shareholders who wish to grant proxy to the Company's independent director should select only one independent director's name stated in a proxy form. The proxy form, required documents, and the evidence of shares (details described in Enclosure 8) must be signed. Certified documents and submit to the company, envelope attached prior the meeting, address:  
Company Secretary/Secretary Office,  
Phol Dhanya Plc. Address 1/11 Moo 3 Lamlukka Rd, Ladsawai, Lamlukka Pathumthani 12150 per envelope attachment (prior the meeting).
3. The Foreign Shareholders who have appointed a custodians in Thailand shall download the proxy (From C) at the Company's website (www@pdgth.com)
4. Shareholders who wish receive the book of the 2016 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 8 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 2016 Annual Report.
5. The Company has disclosed the Thai and English version of invitation to the 2017 Annual General Meeting of Shareholders online at the Company's website (www.pdgth.com) within March 27, 2017 except Annual Report 2016 (English) shall be upload on website upon finished, all data information is the same issue with invitation letter from AGM.
6. Any inquiries regarding the agenda of the meeting, please send the prior questions to the meeting in advance within April 21, 2017, 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

### **Enclosure Documents for the 2017 Annual General Meeting**

- 1) Letter Notification for Annual General Meeting of Shareholders, held on 26 April, 2016 Enclosure Documents for EGM
- 2) Attachment for the Shareholders' Meeting
  - Enclosure 1 Registration Form (TSD)
  - Enclosure 2 Copy Minute of the Extraordinary General Meeting No. 1/2016, held on 29 August 2016
  - Enclosure 3 Annual Report 2016 and Statements of Financial Position, Statement of Comprehensive Income ended December 31, 2016 (CD-ROM)
  - Enclosure 4 Brief profile of the candidate for nomination as director and Independent Director definition
  - Enclosure 5 The Company Auditor's Information and Experience
  - Enclosure 6 Details of Independent Director (Proxy for Shareholders)
  - Enclosure 7 Proxy Form (Form B.)
  - Enclosure 8 Documents and Evidence of Identification, Registration and Voting Methods
  - Enclosure 9 Articles of Association of The Company's Regarding to Shareholders Meeting
  - Enclosure 10 Map of the Shareholders Meeting Venue (Company address)