

**Minutes of The 2018 Annual General Meeting of Shareholders  
of Phol Dhanya Public Company Limited  
held on Monday April 30, 2018 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 2018 Annual General Meeting was held on Friday April 30, 2018 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 2018 Annual General Meeting and introduced the Company's Board of Directors, Independent Directors, Executive Management and participants who were representatives of the auditor and legal Counsel who were in attendance at the meeting in order to explain and the answering questions from shareholders as well as the proxy on behalf of Thailand Investors Association who attended the meeting.

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

**Attending Directors:**

- |                         |                    |   |
|-------------------------|--------------------|---|
| 1. Assoc.Prof. Ekachidd | Chungcharoen Ph.D. | Independent Director/ Chairman of the Board<br>Chairman of the Nomination and Compensation<br>Committee |
| 2. Mr. Noppadol         | Dheerabutrtrongkul | Independent Director/ Chairman of Audit Committee/<br>Chairman/ Nomination and Compensation Committee   |
| 3. Mr. Santi            | Niamnil            | Independent Director/ Audit Committee   |
| 4. Mr. Teeradej         | Jarutangtrong      | Director/ Chairman of Risk Management Committee   |
| 5. Gen. Chaiwat         | Satondee           | Director/ Nomination and Compensation Committee   |
| 6. Mr. Boonchai         | Suwanvutthiwat     | Director/Risk Management Committee  |
| 7. Mr. Pornsak          | Chunhajinda        | Director/Risk Management Committee  |
| 8. Mr. Thanya           | Wangthamrong       | Director  |

**Non-Attendee**

1. Dr. Pallapa Ruangrog Independent Director/Risk Management Committee

(The Company has 9 directors, 8 directors were present to the meeting accounted 88.88% of all directors and all Chairman of Sub-committee attending the meeting)

**Attending Executive Management:**

1. Mr. Boonchai Suwanvutthiwat Chief Executive Officer  
2. Mr. Pornsak Chunhajinda Vice President Corporate Support/  
Chief Financial Officer/  
3. Mr. Thanya Wangthamrong Vice President Corporate Marketing and Sales  
4. Ms. Kamolphobpan Puapansakul Internal Audit Director  
5. Mr. Paradon Parepatara Sales Director Occupational Safety, Group 1  
6. Mr. Nitipat Pedprasert Sales Director Occupational Safety, Group 1

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

1. Ms. Kultida Pasurakul Auditor, ANS Audit Co., Ltd.  
2. Ms. Jitlada Ramsiri Represent Auditor, ANS Audit Co., Ltd.

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

1. Mr. Peerawat Methkriangchai Legal Counsel Representative

**Right Protection Volunteer**

1. Ms. Umarangsri Charoenchai attorney on behalf Thailand Investors Association attended the meeting.

**Prof. Prof. Ekachidd Chungcharoen, Ph.D.**, Chairman of the Board of Directors, presided as the Chairman of the meeting (the “Chairman”) welcomed the shareholders to the Annual General Meeting of Shareholders for the year 2018 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 250,999,978 (Two hundred-fifty million nine hundred ninety-nine thousand and nine hundred seventy-eight baht) divided in 250,999,978 (Two hundred-fifty million nine hundred ninety-nine thousand and nine hundred seventy-eight) ordinary shares, at par value of Baht 1.00 per share and the Company had paid-up capital of Baht 202,499,982 (Two hundred two million four hundred ninety-nine thousand and nine hundred eighty-two baht) represented 80.67 percent of paid-up capital shares.

At the meeting held on this day, there were representing 15 shareholders by person of total 27,647,785 shares and representing 16 shareholders by proxy of total 87,894,083 shares, both present in person and by proxy, held in total consisting of 31 shareholders representing to 115,541,868 shares or 57.0577 percent of the total paid-up capital shares of 202,499,982 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 2018 was called to order.

Start the meeting, there were additional 4 shareholders with 99,749 shares attending. Therefore, the total number of shareholders attending the meeting was 35 shareholders have 115,641,617 shares with 57.1070 of the total paid-up capital shares of 202,499,982 ordinary shares, summarized as follows:-

Registration	No. of Shareholders (in persons)	No. of shares (Shares)	Percent
Present in person	16	27,652,485	13.6555
Present by proxy	19	87,989,132	43.4514
Total	35	115,641,617	57.1070

**Start the Meeting:**

The Chairman has appointed Miss Saowapa Choorujiporn, the Company Secretary, to perform the duties of Secretary and delegated the Secretary to clarify the procedures for voting to the Shareholders Meeting.

**Company Secretary**, to ensure that the Meeting is conducted in compliance with good corporate governance principles with respect to voting in meetings the Company informed the Meeting of the procedures for voting and counting of the votes as follows:

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. Vote card 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 order to shown on the invitation letter send to the shareholders. Before casing a vote on each agenda item, the Chairman shall allow the persons attending the Meeting to asking questions relevant to that agenda item as appropriate. The shareholders or proxies who wish to raise questions are requested to raise their hands and informed their name and surnames before asking questions or expressing opinions on each occasion.
3. Where shareholders have appointed a proxy or either one independent director to participate the meeting and cast their votes in accordance with her/his instructions, the Company has already entered their votes into the agenda items and recorded on the Minute of Meeting.

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 voting in the Meeting, a shareholders shall have the number of votes counted to the number of shares he/she holds in the Company, whereby one share will be counted as one vote on each agenda and 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 only.

In the interest of expediting the process on each agenda item, with respect to voting on all agenda items, if a shareholder wishes to vote disagreed and abstained from voting, such shareholder shall make under "disagreed" or "abstained" on his/her vote card with the signature affixed on the vote card on each occasion, and raise their hand to signify to the staff to collect the relevant voting card for the purpose of vote counting. The Company shall deduct the votes of disagreed or abstention from the total number of votes and the remaining number shall be treated as votes of approval of that agenda item.

also the meeting resolution shall be passed by a majority vote of the shareholders attending the meeting and entitle right to vote, except

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

Agenda 5 the appointment of directors in replacement of the directors who were to retire by rotation. To be in compliance with the best practice in the convening a shareholders' meeting, voting for this agenda item shall be on an individual basis. With respect to the voting, if a shareholders wishes to vote "disagreed" or "abstained" on his/her vote card and raise their hand to signify to the staff to collect the relevant vote card for the purpose of vote counting. For the counting of votes, the Company shall deduct the number of votes with a vote of "disagreed" or "abstained" from the total number of votes, announcement the resolution to the meeting. The remaining votes shall be considered as vote in approved. For the purpose of transparency, the Company shall collect all vote cards. A shareholder who votes in favor of each agenda item shall keep his/her vote card and return is to the Company's staff after the voting on the appointment of all directors. In the interest of convenience and expediency, the Company's staff shall individually collect the vote card from each shareholder.

Agenda 6. This Agenda item shall be vote of not less than two-third (2/3) of all the votes of the shareholders present the meeting.

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

5. In case the vote card that filled with more than one mark in the space provided or a votes that casts a vote expressing a conflict of intent; or a voting with a vote that has been crossed out without a signature

thereon; or there are votes cast in excess of the entitled votes on vote card, shall be classified as void vote card, except of the Custodian.

6. In case a shareholders or proxy who wishes to leave the Meeting before the Meeting is adjourned is requested to submit the voting card to the staff in advance before he/she leaves the meeting room. Nevertheless, the Company shall deduct the number of shares of such shareholder attending the meeting in person or by proxy once he/she leaves the meeting room before the meeting is adjourned.
7. If a shareholder has questions which are not relating or irrelevant to the agenda item being considered, the shareholder should raise those questions during the agenda item for other matters at the end of the Meeting. Questions raised or opinions expressed should be concise and should not be repetitive in order that other shareholders shall be able to exercise their rights.
8. 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.

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 9 (page 63-65) 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.

The Chairman informed the Meeting that in order to enhance the good corporate governance relating to the rights and equitable treatment of the shareholders during period of October 1, 2017 to December 31, 2017, The Company gave the shareholders an opportunity to propose matters which were considered beneficial and appropriate to be an agenda item in advance for this Meeting as well as to nominate qualified persons to be elected and appointment as a director accordance with the rules and as disseminated on the company's website and notified through the Setportal system of SET. After the end of given period, no shareholder proposed any matter agenda in advance and there was no nomination of other qualified person for appointment as a directors in advance. For the advance questions from shareholders will be answer in the related agenda and other questions unrelated to the agenda, they will be announced in Agenda 9; 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 procedure and counting of votes during the meeting.

In these subject, there was a volunteers from the shareholders attended the meeting, his name is Mr. Wallop Jaruschimpleekul 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. Wallop Jaruschimpleekul Representing by Shareholder attending in person

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

**Agenda 1 To consider and adopt the 2017 Minutes of the Annual General Meeting held on April 28, 2017**

**The Chairman** has proposed to certified the minutes of the 2017 Annual General Meeting of shareholders held on April 28, 2017 which had been sent to the shareholders together with the Notice of Annual General Meeting of Shareholders for 2018. The Company has been submitted the Minutes of Annual General Meeting of shareholders held on April 28, 2017 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 September 12, 2017, which do not appears any objection or request for amendment, the Meeting was proposed to certify the 2017 Minutes of Annual General Meeting of 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 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	35	115,641,617	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000
Void	0	0	0.0000

**Resolution:**

The Meeting considered and certified to adopt the 2017 Minutes of Annual General Meeting of shareholders held on April 28, 2017.

**Agenda 2 To Acknowledge the Company's performance for the year 2017**

**The Chairman** proposed to shareholders attend meeting to acknowledge the operating results of the Company and the annual report for the year 2017, details appears in the 2017 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 2017 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**

The Company recorded revenue from sales and services of 985.84 MB, decreasing 10.21% compared to the revenue from sales and services of 1,097.99 MB in the previous year, due to revenue from construction contracting service of the community water supply project was decreased. In 2017, The Company's gross profit amounted to 139.28 MB, which decreased compare with the previous year due to the extra cost to rush the project completion.

In 2017, Selling and administrative expenses were 269.82 MB comprising 91.62 MB of selling expenses and 178.20 MB of administrative expenses. The mostly of sales and administrative expenses were decrease due to the policy to reduce unnecessary expenses of the Company in the second half. However, some of expenses such as transportation expenses and sales commission were increase according to revenue from sales. Administrative expenses included 59.65 MB of provision for doubtful debt for receivables for penalties arising from delays of construction, 10 MB of allowance for impairment of assets for drilling machines and 4.67 MB of penalties arising from delays of constructions. The Company's loss before financial cost was 121.71 MB and income tax credit balance of 17.50 MB. The Company's consolidate net loss attributable to equity holders of 117.48 MB.

### **Revenue from sales and services**

In 2017, the Company's sales and services were 985.84 MB, decreased by 112.15 MB or 10.21%, compared with 1,097.99 MB in the previous year. Revenue from sales from SAFETY products and CE products were 863.37 MB, increases by 46.84 MB or 5.74%.

Revenue from services was 122.47 MB, decreased by 158.99 MB or 56.49% compared with the previous year due to revenue from construction contracting service of the community water supply project was decreased.

### **Revenue by Products**

Revenue from sales and services of Occupational Safety, Health and Environment Products (SAFETY) was 715.18 MB, increasing by 27.81 MB, or 4.05%, from the previous year. The overall of industrial economics outlook for the year 2017 has continued growth. Total manufacturing sector expanded by almost all industries, supported from both the export sector and domestic consumption demand. In particular, export-oriented production which is recovering in line with global economic. The company's customers which mostly in the key industries such as automotive industry and electronic industry and petrochemical have increased their demand for products and services of the Company, mainly the revenue from sales and services of technical products. In addition, revenue from sales in government sector and new customers were increased.

Revenue from sales and services of Control Environment Products or CE was 163.84 MB, increasing by 33.54 MB or 25.74% compared with the previous year. Major customers are in the electronics industry which has been growth according to market export growth.

Revenue from Water Solution Products or WATER equals 106.83 MB, decreasing by 173.50 MB or 61.89% compared with the previous year, due to revenue recognized from construction contracting service of the community water supply project was decreased and the reversal of penalties arising from delays of constructions was recorded as deduction of revenue from construction and service contracts. However, Revenue from services of water treatment systems in industrial customers were increase compared with previous year.

### **Revenue by Customers**

The company's customers are divided into groups of end users and distributors. In 2017, revenue from end users accounted for 71% and distributors accounted for 29%. End users are distributed in almost every industry segment.

End Users are distributed in almost every industry segment. The Company's major customers accounted for approximately 16% of petrochemical industry, 14% of automotive industry, 12% of electronics industry, 11% of food industry, 3% of construction industry and 8% of government sector.



### **Net Profit and Profitability**

In 2017, the Company's gross profit was 139.28 MB, accounted for gross profit margin 14.13%, decreasing from the previous year due to the extra cost of construction to rush the project completion. However, gross profit margin from sales and services of SAFETY and CE products were increase, due to the increase of sales of high margin products and cost of goods decreased from the appreciation of baht.

Selling and administrative expenses were 269.82 MB comprising 91.62 MB of selling expenses and 178.20 MB of administrative expenses. Administrative expenses included 59.65 MB of provision for doubtful debt for receivables for penalties arising from delays of construction, 10 MB of allowance for impairment of assets for drilling machines and 4.67 MB of penalties arising from delays of constructions. And the company's financial cost was 13.27 MB. In 2017, the company's consolidate loss profit was 117.48 MB, accounted for net loss margin 11.81%. ROE was -39.98% and ROA was -13.92%.

### **Financial Position and Liquidity**

As of December 31, 2017, the Company's total assets equaled 787.48 MB, decreasing by 173.47 MB or 18.05% from December 31, 2016. The decreased assets were mainly from current assets decreasing from 129.67 MB of other receivables from allowance for doubtful debt for receivables for penalties arising from delays of construction. And unbilled receivables and prepaid expenses to the subcontractors for the construction decreased of 160.69 MB. However, cash and cash equivalents were increase of 43.42 MB.

Non-current assets amount to 210.85 MB, mainly increase from 30 MB of restricted deposits with financial institution for short-term loan facility and deferred tax assets increased of 18.53 MB. However, property, plant and equipment – net decrease of 10 MB of allowance for impairment of assets for drilling machines and 6.96 MB of sales of vehicles.

As of December 31, 2017, the Company's total liabilities equaled 553.36 MB, decreasing by 56.59 MB or 9.28% from December 31, 2016. The decreased liabilities mainly due to the decreased of 27.09 MB in short-term loans from financial institutions and 52.11 MB of moving the penalties arising from construction delay to cost of construction. However, trade and other payables were increase by 39.91 MB.

Non-current liabilities were increase mainly due to the increase of 5.75 MB from liabilities under finance lease MB and 7.14 MB of the long-term loans from financial institution. Employee benefit obligations were increase 2.46 MB.

As of December 31, 2017, Total shareholders' equity of the Company was 235.43 MB, decrease due to the resulting from 117.48 MB of net loss for the period.

In 2017, the Company had current ratio of 1.19 and debt-to-equity ratio of 2.35 times

### **Corporate Governance**

In 2017, the Corporate Governance Assessment of the company has been rated “**Excellent CG Scoring**” continuously the past 3 years and the Company received 100 full scores for AGM Quality Assessment Project organized by Thai Investors Association.

### **Anti-Corruption**

The Company had been completed and applied self-evaluation to the CAC Committee and was certified a member of the Collective Action Coalition against Corruption (CAC) on October 14, 2016.

In 2017, the Company had continued to follow up on and encourage policy compliance to prevent and guard against corruption, with the following activities:

- Reviewing the policy and practices to prevent and guard against corruption that has not been revised and updated. The policy booklet was made and distributed to directors, executives, employees and disseminated on the Company’s website for public awareness.

- Organizing internal activities and public relations media to encourage everyone to be aware of the significance of preventing corruption.

- Communicating with suppliers and customers in order for them to acknowledge and comply with the anti-corruption policy and the policy that prohibits receiving and giving of gifts.

### **Sustainability Development**

The Company participates in the sustainability assessment of listed companies organized by the Stock Exchange of Thailand every year, and the results will be used to continuously improve sustainable development activities. In 2017, the Company scored 51, improving from 36 in 2016.

In 2017, the Company prepared the Sustainability Report, which was separated from the Annual Report as prescribed in the Global Reporting Initiative or GRI Batch 4, in order for stakeholders to be informed of the sustainable management directions and the operating performance on social and environmental responsibility.

### **2018 Outlook**

**Vision Missions**, The Company has review Vision Missions as follow:-

#### **Vision**

**“To be a leading and sustainable provider of Safety, Health, Environment (SHE) Products and Services in Thailand and ASEAN”**

### **Missions**

- Be recognized in Thailand and ASEAN
- As a leading company offering high-quality products and services of Safety, Health, Environment with reasonable price, innovation and expertise
- Be equipped with an efficient and modern work system for quickly respond and excellent service
- Be desirable workplace with efficient human management system along with a good working culture
- Create value to stakeholders equally for sustainable growth

### **Growth Strategy**

The organizational strategy focuses on growth, while the business strategy focuses on speed, for instance, rapid improvement of processes to enable fast and effective service provision. In terms of functional strategy, the focus is on becoming an expert, cost and expenditure management.

### **2018 Operational Outlook**

In 2018, the revenue growth has been projected to increased by approximately 10-12% from 2017, or about 1,100 million Baht, with SAFETY products accounting for 78% of the total revenue, expecting to increase by about 20% from 2017. The revenue generated from CE products has been projected to be 16%, increasing by about 10% from 2017. On the other hand, the water business is likely to drop by 6% from about 40% in 2017 due to the delayed delivery of government projects, leading to less projects being taken on.

### **Market Outlook/Opportunities for Growth**

There is a tendency for economic expansion, driven by Thailand 4.0 initiative and the national strategy; Smart Industry + Smart Citi + Smart People, and the New S Curve industrial development that has been developed from existing industries, as well as investment projects in accordance with the Eastern Economic Corridor (EEC) that will facilitate industrial expansion, leading to higher demand of the Company's products and services.

### **SAFETY Products Strategy**

- The focus is to take care of existing customers with continuous purchases by developing professional sales and service approaches, as well as developing new products that require specialized expertise or designing customized products for each customer's unique requirement. Furthermore, the Company aims to approach government sector customers more intensively.

- The penetration of new customer groups is focused on new industrial estates as part of the government projects, as well as customers in the SET and the development of online channel to have more exposure of individual customers.

- Identifying more distributors in the CLMV market and boost sales revenue of the house brand (Synos) in the CLMV market.

### **CE Products Strategy**

The focus is on retaining the existing customer base. The majority of products are used in production and usually disposed after use, thus requiring continuous purchases. The Company then focuses on inventory management to ensure its ability to fulfill demand, product cost management and on-time delivery, as well as collaboration with manufacturers in developing and improving products to meet customers' requirements. The target customers are in the electronics, automotive, pharmaceutical, hospitals and solar panels manufacturing industries.

### **WATER Products Strategy**

The strategy is to focus more on industrial customers, development of human resource and enhancement of process effectiveness, as well as collaboration with manufacturers in designing or using water system technology that suits customers' requirements. The operations can be classified into 3 parts 1) designing and production services in a project format 2) after-sales service and 3) distribution of related products and equipment.

The incorporation of new government projects will be put on hold in order to accelerate completion of existing projects, together with the development of human resources and enhancement of project management effectiveness to be able to accommodate government projects without incurring same issues over again.

**The Chairman**, there have questions in advance from the shareholders by Mr.Kiat Sumongkoltatakul as follows:

1. How much is the compensation expected from the contractor (as revenue) and when is the due date?

The Company has already initiated legal proceedings with problematic contractors. The court proceeding is currently in progress and it is likely to take 2-3 years.

2. Will loss be booked in 2018 from projects that are not yet completed and whose reserves have not been allocated?

From 2016 onwards, the Company has taken on 170 projects. We have to admit that we lack experiences and there have been uncontrollable factors that cause the delay. The Company is accountable for that and is trying to solve problems to accelerate completion of pending projects. Out of 5 pending projects, 2 are now completed and ready to deliver, and 3 are now in the process of negotiating whether or not they can be concluded by May 2018.

For the booking of extraordinary items, from the statement of financial position of 4Q17, the Company has already assessed and allocated the reserve, but there might be additional booking of about 2-3 million Baht in 2018 as mentioned by the CEO on the Opportunity Day.

3. Has any review been made regarding the mistake from this project? (several hundred million Baht over a period of 2 years)

Phol Dhanya PCL has been growing continuously, with the annual gross profit of 40 million Baht. The Safety business still remains the core business with competitive edge. We have to admit that in 2016, when the government initiated projects all over the country, we were of the view that we operate the safety, occupational health and environment-related businesses, as well as water management, and that we had inspected the information before commencing operations. However, we lack experiences and took on 170 projects, which exceeded our capacity, coupled with other factors on climate, environment and shortage of local labor, leading to delays in the operations. The Board of Directors hereby admitted the mistakes and thus called for 6 extra meetings to follow up on the statuses of projects every two weeks, as well as identified protocols to control unnecessary expenses, and prescribed the policy to accelerate completion of pending projects before taking on new ones. At the moment, there has been no plan to incorporate more community water supply projects until existing projects are completely delivered. After that, Company will be assessing the situation again. If the decision is made to take on new projects in the future, we will be ready and are confident in our ability to operate and generate profits.

**The Chairman** expressed the opinion that Phol Dhanya PCL's core competency lies in the Safety and CE products, with satisfied operating performance in 1Q18. Meanwhile, for the water business operated by Phol Water Co., Ltd., the management agreed that the industrial water treatment business has a promising future, as seen from the operations that have already been commenced. Nevertheless, the Company still has to adjust the execution plan and ensures readiness to take on new projects in the future.

4. Will there be any impact on the Company's liquidity and other businesses?

**The Chairman** explained that the Company has gradually been delivering pending projects and collected fees for those that have been completed and delivered. The Company is capable of managing liquidity and there is no impact on the operation of core businesses.

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

**The Chairman** informed that the questions in advance from the shareholders were answered as above and granted an opportunity for the shareholders to ask questions or express any opinions.

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

**Mr. Wallop Jaruschimpleekul**, a shareholder, asked about 61% loss of Phol Water despite good performance of the core business. What is the direction for Phol Water? With 170 projects, how many contractors have been involved? Does it mean that each contractor's workload is too heavy that it impacted project execution?

A suggestion was offered to thoroughly consider before taking on new projects. The shareholder also asked about the status of the lawsuit.

**Mr. Pornsak Chunjajinda** explained that the total number of contractors is about 20. Some of them may have heavier workload than others as they are in the geographical areas that can take on continuous assignments. Initially there were no problems until the impact from local labor shortage took effect. For the lawsuits of almost 40 cases, they have already been submitted to the court and it is now in the process of truth clarification and witness interrogation.

**Mr. Promboon Jarusboonpaisal**, a proxy, asked about the Company's view on the industrial water business given past experiences and the outlook going forward.

**Mr. Boonchai Suwanvutthiwat** explained that the operations of the private sector are different from that of the government sector. Taking on water treatment projects for the private and government sectors also has different limitations, where flexibility and negotiation are possible for the private sector, while the government sector is more strictly attached to the regulations. However, the Company sees the significance of assessing past experiences; risks of project execution, selection of quality and reliable contractors and effective management for good returns to be able to take on new projects in the near future.

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

**Resolution:**

The Meeting acknowledged the Company's performance for the year 2017.

**Agenda 3 To consider and approve the Financial Statements for the year ended December 31, 2017**

**The Chairman** informed that The Company has proposed the said financial position, Statement of Comprehensive Income for the fiscal year ended on December 31, 2017 in which such has already been audited by the auditor with unconditionally opinions. In this regards, the Audit Committee and the Board of Director have endorsed such audited report deemed correct and adequacy, complete and sufficient pursuant to the generally accepted accounting standard which appears in the Annual Report 2017 (pages 108-164) in CD-Rom and Management Discussion and Analysis (page 27-30) has delivered to the shareholders together with the Notification of the 2017 AGM as Chief Executive Officer has summarized report in Agenda 2.

**The Chairman**, was reported the summarized operation results for the year ended December 31, 2017, details as follows:

(unit: million baht)

Descriptions	Consolidated Statement		The Company's Statement	
	2017	2016	2017	2016
Total Assets	787.48	960.95	750.36	926.23
Total Liabilities	553.36	609.96	521.78	569.91
Paid up Capital (shares)	202.50	202.50	202.50	202.50
Shareholders' Equity	235.43	352.31	228.58	356.32
Total Income	958.84	1,097.99	912.12	1,056.40
Total comprehensive income (Loss) for the year	(116.88)	(15.30)	(127.73)	(12.67)
Loss (equity holders of the company)	(117.48)	(15.25)	(127.73)	(12.67)
Earnings per share (baht/share)	(0.58)	(0.08)	(0.63)	(0.07)

**The Chairman** has proposed the shareholders to approve the statement of financial position, statement of comprehensive income for the fiscal year ended December 31, 2017 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 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	35	115,641,617	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000
Void	0	0	0.0000

**Resolution:**

The Meeting approved the Company's Statement of Financial Statement of Comprehensive Income for the fiscal year ended December 31, 2017.

**Agenda 4 To consider the approval of the Suspension of dividend payment for the year 2017**

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 its operational results turn out to a profit and the company’s future plan and investment projects. From the Company’s operational results for the accounting year ended on December 31, 2017 have the loss amounted to Baht 117.48 million, the reversal of penalties arising from delays completion of the construction continuously, the results of delayed occurred made the Company had more penalties arising from the delay projects and cost overrun. The Company has recorded the whole penalties arising from construction delay from contracting service of the community water supply project and the drilling project. However, the Company will recognized penalties as revenue when reclaim penalties from the sub-contractors.

The Board of Director has proposed the Meeting to approve the suspension of dividend payment for the year 2017 refer to the loss of operating result and no appropriated to allocated additional legal reserved in this time by majority vote of the total votes of shareholders attending the meeting and voting on this agenda item.

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

Mr. Wallop Jaruschimplekul, an attending shareholder

What is the company with doubtful accounts and retained earnings, since 2015 have 33 MB Net Profit.

Mr. Pornsak Chunhajinda incharge of Chief Executive Officer inform that the company had total loss end of 31 December 2016 of amount 119.51 MB (including total loss year 2016), also its can’t pay dividend to shareholders.

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

There were 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	34	115,635,846	99.9950
Disagreed	0	0	0.0000
Abstained	1	5,771	0.0050
Void	0	0	0.0000

**Resolution:**

Approved the suspension of dividend payment for the year 2017 and no appropriated to allocated additional legal reserved in this time.



**Agenda 5 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 directors who have complete their tenure and nominated to be re-elected. Since this agenda, Assoc.Prof. Ekachidd Chungcharoen Ph.D, such Chairman is the conflict of interest person to be re-elected director also required Mr. Noppadol Dheerabutrtrongkul as the Nomination and Compensation Committee acting as the Chairman of meeting in this agenda item and proposed the nomination criteria and procedures to the Meeting. Those two directors Mr. Teeradej Jarutangtrong and Assoc.Prof. Ekachidd Chungcharoen Ph.D has left out from the meeting room.

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.

The Chairman explained the case where the tenure of independent directors exceeds 9 years, since the assumption of directorship in 2007, roles and practices of directors have been observed with responsibility and prudence. They perform duties as prescribed by the desired regulations of the capital market, exercising discretion in making decisions, considering inter-related transactions with honesty and care. The Board of Directors mutually prescribes the policies and carefully considers different matters in order for the business to grow and prosper as committed. The Board also offers suggestions to the management in making analyses, decisions and solving problems with care. The risk management protocols are in place to assess risk factors in a comprehensive manner. All in all, the Company's opportunities for sustainable growth do exist, and so would like all shareholders to have confidence in the Company.

Mr. NoppadolDheerabutrtrongkul, in charge of the Nomination and Compensation 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 their rotation namely:

1. Mr. Teeradej Jarutangtrong Director
2. Assoc.Prof. Ekachidd Chungcharoen, Ph.D. Independent Director
3. Dr. Pallapa Ruangrong Independent Director

The Company gave the shareholders an opportunity to propose matters in advance as well as to nominate qualified persons to be elected and appointment as a director accordance with the rules during period 90 days in advance from October 1, 2017 to December 31, 2017 and as disseminated on notified through SET and publicized to the company's website. However, no shareholder proposed any matter agenda in advance and there was no nomination of other qualified person for appointment as a directors in the Shareholder's Meeting for the year 2018.

The Board of Directors (except conflict of interest persons) has considered to complied with the Nomination and Compensation Committee's opinion approved to propose such to the Shareholders' Meeting to consider and approval to re-elected director namely; Mr. Teeradej Jarutangtrong (Director), Assoc.Prof. Ekachidd Chungcharoen, Ph.D. (Independent Director) and Dr. Pallapa Ruangrong (Independent Director), such directors were qualified by law and the company's article of association, duty of care, ethical, capability experience in business related the Company's operation, dedicated voting time to fulfill their duty. Especially, both independent director who had held an independent director for more than 9 years are qualify according to the definition of independent director and related rules and can express freely opinion. The Board has proposed the Shareholders' Meeting to consider and approval to re-elected those three (3) directors to retain their directorships for another term. Therefore the brief profile of the person nominated to be director and company's definition of independent director are attached in Enclosure 3.

**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 conflict directors should be abstained their vote by themselves for this Agenda item. After completion the voting and informed the vote, the company officer was invited such director come back the meeting room.

**1. Mr. Teeradej Jarutangtrong** (as Director)

There were 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	33	114,386,917	98.9150
Disagreed	0	0	0.0000
Abstained	2	1,254,700	1.0850
Void	0	0	0.0000

Remarks: Director who are shareholders of 1,250,000 shares abstained in this agenda.

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

There were 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	31	115,594,297	99.9591
Disagreed	2	12,620	0.0109
Abstained	2	34,700	0.0300
Void	0	0	0.0000

Remarks: Director who are shareholders of 30,000 shares abstained in this agenda.

**3. Dr. Pallapa Ruangrong** (as Independent Director)

There were 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	32	114,224,417	98.7745
Disagreed	0	0	0.0000
Abstained	3	1,417,200	1.2255
Void	0	0	0.0000

**Resolution:**

The meeting approved to re-elected Assoc.Prof. Ekachidd Chungcharoen, Ph.D. (Independent Director) Mr. Teeradej Jarutangtrong (Director) and Dr. Pallapa Ruangrong (Independent Director) to retain their directorships for another term.

**Agenda 6 To consider and approve the director's remuneration for year 2018**

**The Chairman Assoc.Prof. Ekachidd Chungcharoen, Ph.D.** acting as the Chairman of Nomination and Compensation Committee 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.

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 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 2018, totaling not exceeding Baht 5 million (decreased 1MB from last year), which are same as previously criteria, due to abrogated executive committee regarding restructuring of the company's organization, details as follow:

1. Remuneration: meeting allowance per time (attendance)

Board of Director:

- Chairman 22,500 Baht
- Director 15,000 Baht

Sub-Committee: consisting of Audit Committee, Nomination and Compensation Committee and Risk Management Committee.

- Chairman 18,000 Baht
- Director 12,000 Baht

2. Director's Bonus

Year 2017: Omit to pay director's bonus since loss on operation results.

Year 2018: Director's remuneration total budget not exceeding Baht 5 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 Chairman**, the Board of Meeting has resolved voted not to pay director's bonus since loss on operation results in this year. Therefore, the structure of meeting allowances, such as the year 2017, is based on the original framework.

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

**Mr. Veerapong Asavasatien**, a shareholder, mentioned about the economic slowdown in 2017 and asked whether or not it is possible to consider adjusting directors' meeting incentives, given lower profitability figures.

**The Chairman** explained that given the loss in the previous year, in order to alleviate financial burden, the Board of Directors' meeting had agreed upon the cost saving measures to reduce unnecessary expenses from June to December 2017, and extended for another 6 months, ending in June 2018. With this, directors' and committees' meeting incentives have been reduced by 20% (starting from June 2017 to June 2018), and other operating expense control protocols.

**Mr. Boonchai Suwanvutthiwat** added that apart from directors' meeting incentives, directors who are in the management positions are not paid meeting incentives, with strict measures to reduce internal expenses, resulting in almost 30% reduction in transportation expense reimbursement with receipts, fleet cards, telephone and mobile phone expenses. Furthermore, a comparison between air and land transportation must be made prior to making reservations and overseas study trips shall be omitted if the scope is irrelevant to the business.

**Mr. Wallop Jaruschimpleekul**, a shareholder, suggested that the remuneration package details for individual directors should be developed, displaying performance for future reference in case of appointing new directors.

**The Chairman** explained that the same remuneration rate applies in this year, and the meeting incentives were reduced by 20% in 2017 (for each meeting attended). The total amount of directors' remuneration in 2017 is 2.03 million Baht as mentioned before. The meeting attendance of directors and committee members (page 79) and individual directors' remuneration (page 55) are displayed in 2017 Annual Report.

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 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	29	113,909,014	98.5017
Disagreed	1	5,771	0.0050
Abstained	5	1,726,832	1.4933
Void	0	0	0.0000

Remarks: Director who are shareholders of 1,726,832 shares abstained in this agenda

**Resolution:**

The meeting approved the director's remuneration for year 2018 totaling not exceeding Baht 5 million, same as previously criteria and no bonus from the Company's performance year 2015.

**Agenda 7 To consider the appointment of the auditor and determine the auditing fee for the year 2018**

**The Chairman** delegated Mr. Noppadol Dheerabutrpongkul 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 2018.

**Mr. Noppadol Dheerabutrpongkul, The Chairman to the Audit Committee** deem appropriate to appointment the Auditor's name; Mr.Sathien Vongsnan CPA no. 3495 or Ms.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 or Ms.Patcharee Siriwonggsin CPA no. 9037 of "ANS Audit Co., Ltd." as the Company's Auditor in the year 2018 and the Audit fee amounts of Baht 1,490,000 ( One million forty-nine thousand baht only) as the Company's Auditor in the year 2017 base on the good performance is satisfactory, perform their duties, independent audit, the expertise and experience as well as working standard in auditing. One of the auditors shall review and express opinion on the financial statements of the Company. In the event that the above auditor can not perform his / her work, ANS Audit Company Limited shall seek other auditors of the office to audit and express opinion on the financial statements of the Company instead of such auditor. Therefore they 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. And determine the Audits fee of amounts Baht 1,490,000 were included the four-subsidiaries company by consisting of Baht 20,000 for PD Genesis Engineering Co, Ltd., Baht 240,000 for Palladium Co., Ltd., Baht 230,000 for Phol Water Co., Ltd., and Baht 25,000 for Pholdhanya (Cambodia) Co., Ltd. At Cambodia Country. The increasing fee amounts Baht 67,500 or 5% due to more transaction between the Company "Phol Dhanya" and it's subsidiary company, no other non-service fee except the audit fee except addition fees may be charged related to working hours for more information (if any).

**The Chairman,** The Board has considered and approved the proposal same as Audit Committee's opinion to propose the Annual General Meeting of Shareholders to appoint Mr.Sathien Vongsnan CPA no. 3495 or Ms.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 or Ms.Patcharee Siriwonggsin CPA no. 9037 of "ANS Audit Co., Ltd." as the Company's Auditor in the year 2018, and determine the Audits fee of amounts Baht 1,490,000 were included the subsidiaries company.

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

**Mr. Wallop Jaruschimplekul,** a shareholder, asked about Phol Dhanya (Cambodia) that had already been closed down and should not have any auditing fees.

**Mr. Pornsak Chunhajinda** explained that Phol Dhanya (Cambodia) Co., Ltd. has not been closed down but the operations have been put on hold. It is now in the process of observing the regulatory procedures of the Kingdom of Cambodia and it takes a considerable amount of time, which has nothing to do with ANS Audit Co., Ltd. The auditor is only responsible for consolidating financial information with that of the mother company “Phol Dhanya”, thus the operating expense in preparing the financial statement was incurred.

**Mr. Noppadol Dheerabutrvongkul**, Chairman of the Audit Committee, added that since Phol Dhanya PCL must conclude the quarterly financial statement and so had incurred the operating expense in consolidating the financial statement with PHOL. The business has experienced a slowdown with lower number of transactions, resulting in lower auditing expense.

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 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	34	115,629,117	99.9892
Disagreed	1	12,500	0.0108
Abstained	0	0	0.0000
Void	0	0	0.0000

**Resolution:**

The Meeting approved the appointment of Mr. Sathien Vongsanan (Certified Public Accountant No. 3495) or 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) or Ms.Patcharee Siriwonggsin (Certified Public Accountant No. 9037) of ANS Audit Company Limited to be the Company’s Auditor and its subsidiaries company for the fiscal year 2018 and determined the Audit Fees of amounts Baht 1,490,000 including subsidiaries.

**Agenda 8 To consider and approve the revision of the Company’s Articles of Association related to the Public Limited Company Act B.E.2535 (amended) and regulatory**

**The Chairman**, The Board of directors endorsed to propose to the AGM to amendment clause of the Company’s Articles of Association related to the Public Limited Company Act B.E.2535 (amendment) and comply with the Order of the Head of the National Council for Peace and order no.21/2560 as mentioned.

**Article 17.** Regarding how many the Board of Directors of the Company is, it shall be determined in the shareholders' meeting, but not less than five members and not less than half (1/2) of all directors must reside in the Kingdom. Directors may or may not be shareholders of the Company. Also, the directors must be qualified by the law.

The members under the first paragraph must be independent directors at least one-third (1/3) of the total numbers of directors but not less than three (3) members. The independent directors must have qualifications in accordance with the Securities and Exchange Act and other related laws (if any). In addition, at least one (1) independent director must have knowledge and experience in reviewing the credibility of the financial statements.

The Board of Directors has the power and duty to manage the Company in accordance with the objectives, regulations and resolutions of the shareholders' meeting. Each director must perform with caution and honesty for the benefits of the Company.

**Article 36.** The Board of Directors must arrange a shareholders' meeting for the annual general meeting within four months of the fiscal year-end.

A shareholders meeting other than the annual general meeting is called an extraordinary meeting.

The Board of Directors shall convene the shareholders' meeting at any time but shall deem appropriate, or when one or more shareholders holding shares altogether at not less than ten (10) percent of the total numbers of shares sold may entering their names is written a letter asking the Board of Directors to convene the shareholders' meeting as an Extraordinary General Meeting of Shareholders, but the topic, purpose and objective must be clearly stated in the letter. In such case, the Board of Directors must arrange the meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

In case that the Board does not arrange a meeting within the period specified in the third paragraph, shareholders who have been nominated or other shareholders at the required numbers of shares can summon within forty-five (45) days from the date of the expiry of the period under the third paragraph. In such case, the meeting shall be deemed as the meeting of shareholders in which the Company is responsible for all necessary expenses incurred by arranging and facilitating such meeting

In the case that the meeting of shareholders is called for the meeting according to the shareholder under the fourth paragraph, if the numbers of shareholders who attend the meeting do not complete the quorum as stipulated in Article 39, the shareholders under the fourth paragraph shall together be responsible for reimbursing expenses incurred from the holding of such meeting to the Company.

**Article 43.** Unless the Public Limited Company Act provides otherwise, the resolution of the shareholders' meeting shall consist of the following votes.

- (1) In the general case, the majority of votes of the shareholders who attend the meeting and cast their votes shall be considered. If there are equal votes, the Chairman of the meeting shall have another casting vote.
- (2) To determine the Directors' remuneration, it must be not less than two-thirds of the total numbers of votes of shareholders attending the meeting.



- (3) In the following cases, it must be not less than three-fourths of the total numbers of votes of shareholders attending the meeting and having the rights to vote.
- (a) Sale or transfer of a substantial portion of the business of the Company to other persons;
  - (b) Acquisition or acceptance of transfer of business of other public or private companies
  - (c) Modification or termination of contracts relating to a lease of business of the whole or a substantial part of the Company;
  - (d) Entrusting other persons to manage the business of the Company;
  - (e) Merger of business with other persons with a purpose of sharing profit;
  - (f) Amendment of Memorandum or Articles of Association or regulations of the Company;
  - (g) Increasing or decreasing in capital, or debenture issuance;
  - (h) Merging or terminating the business.

**Article 44.** The objectives of the Annual General Meeting of Shareholders shall be as follows:

- (1) To acknowledge the report of the Board of Directors regarding the Company's activities in the past year.
- (2) To consider and approve the statement of financial position statement of profit or loss and other comprehensive income.
- (3) To consider the allocation of dividend payments and funding for legal reserves.
- (4) To elect Directors to replace those retired by rotation and to set the Director's remuneration.
- (5) To appoint the auditor and audit fee.
- (6) Other business.

By cancelling the previous clause, applying the new one and amending the registration process, including amending and/or adding any details and clauses that need to be complied with the order of registrar as it deems fit and suitable and not have any effect on the main part of the amendment of the Articles of Association as proposed.

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

None of the shareholders had any questions or expressed any opinions. The Chairman has proposed the Meeting to approve the vote count of not less than three-fourth of the total numbers of votes who attend the meeting in this agenda.

There were 35 shareholders attend the meeting on this agenda item for a total of 115,641,617 shares

Resolutions	No. of Shareholders (in persons)	No. of Shares	
		Shares	Percent
Agreed	35	115,641,617	100.0000
Disagreed	0	0	0.0000
Abstained	0	0	0.0000
Void	0	0	0.0000

**Resolution:**

The Meeting approved the amendment of the Company's Articles of Association No.17 No.36 No.43 and No.44 related to the Public Limited Company Act B.E.2535 (amended) and regulatory by vote count of not less than three-fourth of the total numbers of votes who attend the meeting in this agenda as mentioned.

**Agenda 9 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 2018, there was any questions which already response in agenda item 2, 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. Pattamum Buranasilp**, a shareholder, asked for a clarification on the business expansion goal in 2018 for SAFETY and CE products.

**Mr. Boonchai Suwanvutthiwat** explained that the key focus will be on the automotive, construction, petrochemical, food and electronic industries, as well as the government sector. Over the past few years, the industrial base has been moved to China and Vietnam due to lower labor costs. However, the government is now exercising the policy to support investment and technological and innovation development in the industrial sector (Industrial 4.0), thus production base has started to move back to Thailand, yielding advantages for the Safety business. There has been higher tendency for industrial investment; infrastructure, automotive spare parts and exports, facilitating the supply and demand mechanism.

**Mr. Wallop Jaruschimpleekul**, a shareholder's suggestion, Thailand is moving towards the ageing society, bringing opportunities to enhance the growth of safety business

**The Chairman**, informed that this regard, the Board of Directors has already incorporated this as an agenda to consider the direction and business objectives in the future

**Mr. Promboon Jarusboonpaisal**, a proxy, suggested that apart from external factors, internal factors should also be looked at in order to determine the plan and direction for business growth, as well as the preparation for the Eastern Economic Corridor (EEC).

**Mr. Boonchai Suwanvutthiwat** explained that the Company adjusted the internal organizational structure; sales strategy, from geographical classification to customer potential segmentation so that salespersons can take care of these customers more effectively to boost sales and increase market share. Moreover, there are active strategies that engage tele-salespersons to work with existing and prospect customers by phone to close sales, as well as the incorporation of online channel as another distribution channel.

**Mr. Promboon Jarusboonpaisal**, a proxy, stated that with the most recent organizational restructuring, with the changes in executive position and the appointment of 2 executives, it would be great if executives can present their vision, strategic direction and operational direction as expected of their roles and responsibilities.

**Mr. Paradon Parepatara, Sales Director Safety Group 1**, stated that he has been working with the Company as the salesperson for 17 years since 2001, responsible for safety products Group 1, mainly serving the eastern region; Chonburi, Rayong, Chanthaburi and Trad. The major industries are Oil & Gas and Automotive.

Operational Direction: To be the expert in providing quality and fast service, understand customers' needs very well, be able to identify customers' requirements to create sales opportunities. Retaining human resources is the critical factor, given the high turnover rate, by way of preparing career path for salespersons, making them realize opportunities for growth and advancement to create engagement, which is something more meaningful than royalty, to align with organizational vision and mission.

**Mr. Nitipat Pedprasert, Sales Director Safety Group 2**, responsible for the northern, eastern, central and southern regions, specifically food, oil and construction industries.

Operational Direction: Focus on the government policy, infrastructure, logistics and access to major contractors in the construction sector, Oil & Gas and food processing industries that have continuous growth. For human resource direction, he shared the same view as Khun Paradon Parepatara, that high staff turnover can make the Company lose sales opportunities as it takes time to build relationship with customers. Moreover, apart from price and product quality, another key focus is on speed in service provision as the competition in the market is very high.

**Mr. Thanya Wangthamrong, Vice President Marketing and Sales**, incorporates sales and marketing to under the same line of supervision to facilitate information sharing and fast decision making.

Operational Direction: Focus on retaining existing (Key Account-Safety) or high potential customers by offering and sourcing new products to satisfy their needs for maximum satisfaction. Meanwhile, we do not neglect other customers and we established the hunting team to identify new customers, maintain relationships with existing customers to generate higher sales. Also, we improve sales and service processes to create customer

satisfaction and willingness to commit to the long-term contract, ultimately to boost sales for every individual customer.

**Mr. Pornsak Chunhajinda, Vice President Corporate Support and Chief Financial Officer**, due to the proactive strategy adjustment, the scope of supervision is on strengthening the support functions to accommodate higher competition, by controlling and reducing costs and expenses for the Company's maximum benefits.

**Mr. Promboon Jarusboonpaisal**, a proxy, expressed that given high tendency for competition in the market, fast service (logistic) has become significant, as seen from some companies partnering with e-commerce platforms, increasing SBU, collaboration with Kerry Logistic to provide fast delivery service, etc. Though the online channel makes it more convenient for customers to look for products, it can be risky for the Company in a way that customers can have direct access to the manufacturers as well, not to mention the use of technology in place of human labor. What is the Company's view or business outlook given these factors?

**Mr. Boonchai Suwanvutthiwat** gave an example of an e-commerce platform such as OfficeMate, which is the Company's customer and supplier. Certain safety products that do not require technical expertise; shoes or gloves, can be sold via online channels to service general customers. However, some products have technical specialties or legal requirements, with regards to users' safety and occupational health. These products cannot be distributed via online channels but via salespersons to present technical aspects to customers directly.

Regarding the use of artificial robots to replace human labor due to higher labor cost, as well as the incorporation of innovation or robots, it might be possible for certain tasks, except industrial works that require special expertise. Thus, the Company sees this point and focuses on developing human resources to have expertise to cope with the rapidly changing technology and to align with the Company's mission. Furthermore, new innovations are to be sought after such as a Safety Machine to enhance the speed of service delivery, from purchasing/procurement, warehouse system, utilization record, stock keeping and fast data processing for both parties.

**Mr. Promboon Jarusboonpaisal** asked Phol Water to consider these matters in laying out business directions and targets in the future.

**The Chairman** informed the Meeting that the Company will arrange Minutes of the Annual General Meeting of Shareholders within 14 days from the date of this meeting and public 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.

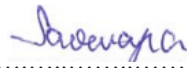
The Meeting was adjourned at 4.46 p.m.



Signed.....Chairman to the Meeting

(Assoc.Prof. Ekachidd Chungcharoen, Ph.D.)

Chairman of The Board



Signed.....Secretary to the Meeting

(Miss Saowapa Choorujiporn)

Company Secretary