



**PHOL
DHANYA**



**Letter Invitation to 2019 Annual General Meeting
Pholdhanya Public Company Limited.**

Wednesday April 24, 2019 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.

Enclosure Documents for the 2019 Annual General Meeting

- 1) Letter Notification for Annual General Meeting of Shareholders, held on 24 April, 2019
- 2) Attachment for the Shareholders' Meeting
 - Enclosure 1 Copy Minute of the 2018 Annual General Meeting, held on 30 April 2018
 - Enclosure 2 Annual Report 2018 and Statements of Financial Position, Statement of Comprehensive Income ended December 31, 2018 (QR Code)
 - Enclosure 3 Brief Profile of the candidate for nomination as director
 - Enclosure 4 Brief Information of the appointment a directors for the vacant position
 - Enclosure 5 The Company Auditor's Information and Experience
 - Enclosure 6 Details of Independent Director for Proxy and ID's definition
 - Enclosure 7 Proxy Form (Form B)
 - Enclosure 8 Documents and 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.
 - Enclosure 9 Articles of Association of The Company's Regarding to Shareholders Meeting
 - Enclosure 10 Map of the Shareholders Meeting Venue (Company address)
 - Enclosure 11 Details of Transportation for attending the Shareholder's Meeting
 - Enclosure 12 Annual Report 2018 Requisition Form
 - Enclosure Invitation Letter (QR Code Registration Form) by TSD

Date: March 7, 2019

Subject: Invitation Letter to attend the 2019 Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Copy Minutes of the Annual General Shareholders' Meeting held on April 30, 2018
2. Annual Report and Statements of Financial Position, Statement of Comprehensive Income ended December 31, 2018 (QR Code)
3. Brief Profile of nominate director and proposed to be elected as director.
4. The Company Auditor's Information and Experience.
5. Information of Independent Director for Shareholders Proxy and ID Definition.
6. Shareholder's Proxy Form (Form B)
7. Documents and evidence required to prove the identity of the Shareholder or Shareholder's representative in order to attend the meeting and the process of voting and voting rules.
8. Articles of Associations of the Company relating to the Shareholder's meeting.
9. Location Map where the shareholder's meeting take place (Company address)
10. Invitation Letter (QR Code Registration Form) by TSD (To be taken for the meeting)

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of Shareholders of Phol Dhanya Public Company Limited ("the Company") will be held on Wednesday, April 24, 2019 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:-

Agenda 1 To consider and adopt the 2018 Minutes of the Annual General Meeting held on April 30, 2018

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

Purposes and Rationale: The 2018 Annual General Meeting of shareholders was held on April 30, 2018 which the minutes has certified by the Company's Board of Directors who agreed that the minutes correctly contained the resolution of the Annual General Meeting of Shareholders, therefore submitted such to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the date of Meeting required by law, the minutes have

also been posted on the Company's website (www.pdgth.com) dated May 9, 2018 for the shareholders to acknowledge them within an appropriate time. Nobody raised an objection or requested an amendment.

The Board's Opinion: The Board has recommended that the minutes of the 2018 Annual General Meeting of shareholders was held on April 30, 2018 be adopted because they were completely and accurately recorded as shown in Enclosure 1.

Agenda 2 To Acknowledge the company operating results for 2018

(As this item is for information to shareholders; therefore, a vote is not required)

Purposes and Rationale: The Company has summarized the operating results for 2018 along with the significant changes occurred during the year 2018 (details shown in Annual Report 2018) which is attached together with the notice letter invitation per details in Enclosure 2

The Board's Opinion: The Board has agreed to present on the Company's operating results for 2018 along with the significant changes that occurred during the year 2018, as shown in Enclosure 2.

Agenda 3 To consider and approve the Statements of Financial Position and Comprehensive income and the Auditor's report for the year end of December 31, 2018

(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 prepare 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, 2018 in which such has already been examined by the auditor "ANS Audit Co., Ltd." and approved by the meeting of Audit Committee no. 2/2019 held on February 20, 2019 and the Board of Directors Meeting no. 2/2019 held on February 21, 2019. In this regard, the Audit Committee and the Board of Directors have considered and deemed them correct and adequate, complete and sufficient pursuant to the generally accepted accounting standards, hereby 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, 2018 (as per details appeared in the Enclosure 2.) A summary of the Company's significant financial status and results is shown in the table below.

Selected Information from the Company's Financial Statements

(Unit: million baht)

Descriptions	Consolidated Statement		The Company's Statement	
	2018	2017	2018	2017
Total Assets	652.11	787.48	622.23	750.36
Total Liabilities	379.14	553.36	354.95	521.78
Paid up Capital (million shares) ^{/1}	202.50	202.50	202.50	202.50
Shareholders' Equity	274.28	235.43	267.28	228.58
Total Income	924.45	958.84	866.33	912.12
Total comprehensive income Profit (Loss) for the year	38.85	(116.88)	38.70	(127.73)
Profit (Loss) equity holders of the company	36.51	(117.48)	36.64	(127.73)
Profit (Loss) Earnings per share (baht/share)	0.18	(0.58)	0.18	(0.63)

Remark: ^{/1} The Paid-up capital of amounts 202,500,232 baht from the total registered capital of amounts 250,999,978 baht.

The Company's financial statements are shown on the Annual Report 2018 included with the invitation to this meeting (QR Code) and shown in Enclosure 2.

The Board's Opinion: The Board has agreed to propose such to the Shareholders' meeting for consideration of approval the Statements of Financial Position and Comprehensive Income Statements, and Auditor's Report for the year end of December 31, 2018 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.

Agenda 4 To consider the approval of the Suspension of dividend payment for the year 2018

(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, 2018 have the profit amounted of Baht 36,642,048.02 from separate financial statement, but there still the deficit of Baht 89,259,171.15 from the previous year performance that has been affected of penalties from delay project completion of the construction. Also the company still unable to pay dividend from other type than profit since the deficit and no appropriate to allocate of legal reserved.

Previous Dividend payments from the separate financial statement as follow:

Consolidate Financial	2018	2017
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (Loss) (million baht)	36.42	(127.73)
3. Total shares (million shares) ^{/1}	202.50	202.50
4. Earnings per share (baht/share)	0.18	(0.63)
5. Dividend per share (baht/share)	-	-
5.1 Interim dividend (1 January -30 June)	-	-
5.2 Cash dividend (1 July -31 December)	-	-
6. Total dividend payment (baht)	-	-
7. Dividend payout ratio compared to net (loss) income (%)	-	-

Remarks: ^{/1} By weighted average number of ordinary shares 202,500,024 shares of total ordinary shares 250,999,978 shares at par value of 1.00 Baht.

The Board's Opinion: The Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to suspension of dividend payment as of 31 December 2018 (January-December) because still deficit can not pay dividend according to Section 51 of the Public Act and no appropriate to allocated of legal reserved.

Agenda 5 To consider and approve the appointment of directors replacement those retired by rotation

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

Purposes and Rationale: Under Section 71 of the Public Limited Companies Act B.E.2535, and the Company's Article of Associations No.20 states that in every Annual General Meeting, one-third (1/3) of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from Office of Director in the first year. And at the second year after The Company incorporation, the draw lots process will be in use to find the retire Director. On the subsequent years, the directors who are the longest stay will be out of position. The retired director is eligible to re-elect for another term.

The Nominating and Compensating Committee's Opinion:

In 2019 There are 3 (three) directors to retired by their rotation, namely:

- | | |
|--------------------------------|----------|
| 1. General Chaiwat Satondee | Director |
| 2. Mr. Thanya Wangthamrong | Director |
| 3. Mr. Boonchai Suwanvutthiwat | Director |

(Brief Information about directors who are retired by rotation and proposed to be re-elected Enclosure 3.)

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, 2018 to December 31, 2018 public through SET Community Portal and the Company's website. However, there were no anyone to propose the nominated person to be elected as director in the Shareholder's Meeting for the year 2019.

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 2018 (Enclosure No.2 Management Structure Section), by considering the structure of the Company's director and the qualifications of director in various fields. Individually, those three 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 three candidates have qualifications required by the Public Limited Companies Act B.E.2535 (amendment). Therefore it was deemed appropriate to propose that the three(3) directors by re-elected to retain their directorship for another term.

The Board's Opinion: The Board of directors (excluding those with an interest in this agenda item) considered the opinion of The Nominating and Compensating Committee and agreed that 1) Gen. Chaiwat Satondee 2) Mr. Thanya Wangthamrong and 3) Mr. Boonchai Suwanvutthiwat 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 three(3) 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 are attached in Enclosure 3

Remarks: Please see the details of the Board of Director's responsibility has shown in the Annual Report 2018 ("Management Structure" section) which submitted together with the letter invitation (Enclosure 2)

Agenda 6 To consider and approve the appointment of director of the vacant position

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

Purposes and Rationale: Under the Company's Article of Associations Chapter 4. Board of Director Article 23. In the event that a director's seat is vacant due to other reasons, except for expiration of term, the board of directors must select a qualified individual who does not possess prohibited characteristics according to Article 68 of the Public Company Act B.E. 2535 as a director in the next board meeting, unless the remaining term of the board is less than two months. The aforementioned replacement director shall be a director until the completion of the remaining term of the director he/she has replaced.

The board's decision in clause one must consist of at least three fourths of the votes of the remaining directors.

According to the shareholders' meeting passed a resolution to The Board of Directors of the Company consists of 9 persons, but due to the resignation of 1 director, Mr. Pornsak Chunchajinda effective on 1 November 2018. Now the Nomination and Compensating Committee has considered in accordance with the criteria of nomination of the company, has the opinion to nominate Mr.Chavalit Wangthamrong, has full qualification required by the Public Limited Companies Act B.E. 2535, free of restricted characteristics; e.g. never being punished for the discharge of dismissal due to the fraudulent performance of duty, never being convicted with imprisonment sentence or found guilty relating to the unfaithful acquisition of property, and never being engaged in any business or holder shares in any business in the manner of competing against the Company's business and knowledge, abilities and working experience related the Company's business. The Board agreed to propose as a director instead of the vacant

position, due to the remaining period of the director who must replace less than two months, also the Board of Directors deemed appropriate to propose the shareholders' meeting to approved an appointment, after the resolution approved to appoint the new member from the Shareholders' Meeting, total Board's Structure shall be 9 persons same as previously.

(Brief Information of the appointment a directors for the vacant position Enclosure 4)

The Board's Opinion: The Board of Director has considered the Nominating and Compensating Committee's opinion and agree to propose to the Annual General Meeting of Shareholders to appoint Mr. Chavalit Wangthamrong to the Company's Director for the vacant position.

Agenda 7 To consider and approve the determination of director's remuneration for year 2019

(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 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.

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 2019, details as follow:

Director's remuneration	2019 ¹ (Proposed year)	2018 (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 year 2018 equal to 36.51mb (all remuneration not exceeding 5mb)	223,010 Baht ² (when combined meeting allowance Baht 1.81mb, total remuneration is 2.03mb, not exceeding 5mb)
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 ³		
- Chairman	18,000 Baht/time	18,000 Baht/time
- Director	12,000 Baht/time	12,000 Baht/time
4. Others Benefit	none	none
5. Director's remuneration (total/mb)	not exceeding 5mb	not exceeding 5mb

Remarks:

¹ To Approval of the Annual General Meeting shareholders for the year 2019 held on April 24, 2019

² Compensation Part 2. Incentive 10% of the additional profit from the 2018 operating results (36.51mb) compared to 2015 (34.28mb) amounts 2.23mb, bonus 10% commission of amount 223,010 baht.

³ The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee and Risk Management Committee.

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
(details attached together with the notice letter invitation shown in the Annual Report 2018 per Enclosure 2 "Management Structure")

Agenda 8 To consider the appointment of the auditor and determine their remuneration for year 2019

(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; Mr. Sathien Vongsnan CPA no. 3495 or Mr. Atipong Atipongsukul CPA.no. 3500 or Mr. Vichai Ruchitanont CPA no. 4054 or Ms. Kulthida Pasurakul CPA no. 5946 or Mr. Yuthtapong Chuamuangpan CPA no. 9445 or Ms. Panita Chotesaengmaneekul CPA no. 9575 of “ANS Audit Co., Ltd.” as the Company’s Auditor in the year 2019 and proposed the Audit fee amounts of Baht 1,565,000 (including subsidiaries) as ANS Audit as the Company’s Auditor in the year 2018 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 6 persons are qualified not in accordance with the SEC.

Comparison Information of the Auditors Remuneration of the Company

Amount: Baht

Audit Fee	2019	2018	2017
1) Auditor’s Fee			
- Phol Dhanya Public Company Limited.	1,048,000	975,000	925,000
2) Subsidiaries’ Fee			
- PD Genesis Engineering Co., Ltd.	5,000	20,000	20,000
- Phol Palladium Co., Ltd.	252,000	240,000	205,000
- Phol Water Co., Ltd.	253,000	230,000	240,000
- Pholdhanya (Cambodia) Co., Ltd.	7,000	25,000	32,500
Specific the communications with the Subsidiaries company at Cambodia Country			
Others service fee	-	-	-
Total Audit Fee (Baht)	1,565,000	1,490,000	1,422,500

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 2019 and proposed the Auditing fee of the company and subsidiaries total amounts Baht 1,565,000 (One million five hundred sixty-five thousand baht only) which already included the four-subsiaries company by consisting of Baht 5,000 for PD Genesis Engineering Co, Ltd., Baht 252,000 for Palladium Co., Ltd., Baht 253,000 for Phol Water Co., Ltd., and Baht 7,000 for Pholdhanya (Cambodia) Co., Ltd. At Cambodia Country. The increasing fee of amounts Baht 75,000 or 5% from last year due to more transaction of the Company.

In 2019, no other non-service fee, excluding direct expenses and additional fee according to the law that the company is responsible such expenses (if any).

Auditor's name as below:-

Auditor's Name	Certificate Public Account Number	No. of year as the Company's Auditor
1. Mr. Sathien Vongsnan ^{/1}	3495	1 year (2018)
2. Mr. Atipong Atipongsukul	3500	-
3. Mr. Vichai Ruchitanont	4054	-
4. Ms. Kulthida Pasurakul ^{/2}	5946	2 years (2016-2017)
5. Mr. Yuthtapong Chuamuangpan	9445	-
6. Ms. Panita Chotesaengmaneekul	9575	-

Remarks: ^{/1} Item 1. Being the Auditor to signed the company's financial statement for the year end of 31 December 2018 and had been signed the company's financial statement year 2011-2015 respectively.

^{/2} Item 2. The Auditor to be signed the company's financial statement year ended 2016-2017

^{/3} Item no.2, 3, 5 and 6 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 six(6) 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 2018 of total 8 years in the company auditing.

Agenda 9 To consider and approve transfer the share premium to compensate the deficit of the Company, details are as follows:

(Required Vote: The resolution in this Agenda shall be passed by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.)

Purposes and Rationale: Under Section 119 of the Public Limited Companies Act B.E.2535 once approved by the shareholders’ meeting, the Company will transfer other reserves which are not reserve under section 51 of section 116 to compensate the deficit of the company.

The Company has deficit in the amount of Baht 89,259,171.15 according to the Company’s Statement of Financial Position as of December 31, 2018. In order to prepare the Company to declare dividend in future. The Company has sufficient net profits and cash flow, by transfer the share premium at the amount of Baht 16,200,000 of legal reserved (section 116) and Baht 137,843,939.03 of premium of ordinary shares (section 51) to compensate the deficit of the Company, the Company’s premium on share will be at amount of Baht 64,787,767.88 The shareholders will be benefit from this process since the Company will be able to declare dividend instantly. Regardless of the Company’s performance at the earliest once the Company gain profit and has enough cash flow, to avoidance of doubt.

Shareholder’s equity composition as of 31 December 2018:

Shareholder’s equity	In Baht
Share Capital Registered	250,999,978.00
Share capital issued and Fully paid-up	202,500,232.00
Share Premium	137,843,939.03
Appropriated legal reserves	16,200,000.00
Deficit	(89,259,171.15)
Total Shareholder’s equity	267,284,999.88

However, this resolution to transfer the legal reserved at the amount of Baht 16,200,000 and the share premium at the amount of Baht 137,843,939.03 to compensate the deficit of the Company shall be approved by not less than three-fourths of the votes of the shareholders present at the Shareholders Meeting. Consequently, the amount of deficit of the Company is at Baht -0- according to the Company’s Statement of Financial Position. This transfer of the share premium will not impact the shareholders’ equity since it is only the offset in according transactions which can be elaborated as follows:

Shareholder's equity composition as of 31 December 2018:

Shareholders' Equity Composition	Before the elimination the deficit (In Baht)	After the elimination the deficit (In Baht)
Share capital Registered	250,999,978.00	250,999,978.00
Share capital issued and Fully paid-up	202,500,232.00	202,500,232.00
Share Premium	137,843,939.03	64,787,767.88
Appropriated legal reserves	16,200,000.00	-
Deficit	(89,259,171.15)	-
Total Shareholders' equity	267,284,999.88	267,284,999.88

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the Shareholders meeting for consideration to transfer the legal reserved at the amount of Baht 16,200,000 and the share premium at the amount of Baht 137,843,939.03 to compensate the deficit at the amount of Baht 89,259,171.15 Thus, the Company's share premium will be at amount of Baht 64,787,767.88

Also approval the authorization of the Chairman of the Board or authorized person by the Chairman of the Board to be authorized to perform any action which is necessary and related to the transfer of legal capital reserve and the share premium to compensate deficit of the Company and/or to perform any action with government agencies or any other relevant agencies, and authorized to appoint grantee of the power of attorney to perform the act.

Agenda 10 To consider and approve, the decreasing of the capital registration amount of Baht 40,499,746.00 from the capital registration Baht 250,999,978.00 to be Baht 210,500,232.00 by cancellation of 40,499,746 unallocated shares at par value of Baht 1.00 remained from ordinary shares reserved for the rights of warrants to purchase the ordinary shares of the Company No.1 (PHOL-W1)

(Required Vote: The resolution in this Agenda shall be passed by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.)

Purposes and Rationale: According to the company issuing new ordinary shares to support the exercise of warrants no. 1 (PHOL-W1) 40,499,996 shares at par value of 1.00 baht per share, which has completed the exercise of rights since 31 October 2018, there are unallocated shares of 40,499,746 shares at par value of Baht 1.00 remained from ordinary shares reserved for the rights of warrants to purchase the ordinary shares of the company no.1 (PHOL-W1). The Company therefore requested to reduce the registered capital of the Company in the amount of Baht 40,499,746.00 by cutting off the shares that have not been issued, which is the remaining shares from the exercise of

the warrants to purchase ordinary shares of the Company no. 1 (PHOL-W1) unallocated 40,499,746 shares at par value of Baht 1.00 that has expired since 1 November 2018. The registered capital of the Company decrease from amount of Baht 250,999,978.00 to amount of Baht 210,500,232.00

The Board's Opinion: The Board of Directors deemed it appropriate to propose to the Shareholders meeting to consider and approved the decreasing of the capital registration amount of Baht 40,499,746.00 (Forty million four hundred ninety-nine thousand seven hundred forty-six) by cancellation of 40,499,746 (Forty million four hundred ninety-nine thousand seven hundred forty-six) unallocated shares at par value of Baht 1.00 (one baht) from the capital registration Baht 250,999,978.00 (Two hundred fifty million nine hundred ninety nine thousand nine hundred seventy- eight baht) to be Baht 210,500,232.00 (Two hundred ten million five hundred thousand two hundred thirty-two baht)

Agenda 11 To consider approving the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

(Required Vote: The resolution in this Agenda shall be passed by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.)

Principle and Rationale: In order to be in line with the decrease of the Company's registered capital in Agenda 9 as aforementioned, consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's capital registration as follows:

“Clause 4. Registered capital of	210,500,232.00 Baht	(two hundred ten million five hundred thousand two hundred thirty-two baht)
divided into	210,500,232 shares	(two hundred ten million five hundred thousand two hundred thirty-two shares)
with a par value of	1.00 Baht	(one baht)
	categorized into:	
ordinary shares	210,500,232 shares	(two hundred ten million five hundred thousand two hundred thirty-two shares)
preferred shares	- shares	(-)

The meeting assigned Mr. Pornsak Chunchajinda to be the proxy to carry out the registration of amendment of the Memorandum of Association at the Department of Business Development, the Ministry of Commerce, shall be authorized to change and revise wordings as instructed by the Registrar.

The Board's Opinion: The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

Person(s) entrusted by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall be authorized to change and revise wordings as instructed by the Registrar.

Agenda 12 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 Company has provided the opportunity for shareholders to exercise their rights to put forward an AGM agenda in advance through the company website (www.pdgth.om). It appears that none of the proposed agenda.

All shareholders are cordially invited to attend the 2019 Annual General shareholders' Meeting to be held on Wednesday, April 24, 2019 at 2p.m. at the Company's Conference room Floor 3, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150. The registration will be available from 12a.m. onwards.

The company has fix Record Date on March 7, 2019 to entitle rightful shareholders to attend the 2019 Annual General Meeting of Shareholders and disclosed such invitation letter AGM i.e. notification and attachment proxy Form A Form B and Form C publicized at the Company's website (www.pdgth.com)

As a shareholder attending the meeting in person, kindly show your identification card upon your attendance. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form as appeared in Enclosure 7 (affix 20 baht duty stamp company provided) and enclose documents or evidences of the shareholder or proxy holder entitled to attend the shareholders' meeting, then submit them to our officer for registration or put in envelope attachment directly to company, prior to the convening of the meeting.

For foreign shareholders who appointed a Custodian in Thailand to manage your account, please use any of Proxy Form C. (download from company website: www.pdgth.com), affix 20 baht duty stamp company provided.

Shareholders who wish to grant proxy to the Company's independent director (only one) to attend and vote on your behalf (Proxy holder ID's information appeared in the Enclosure 6)

The Company would ask you to know and comply with the condition and registration for attendance method proxy and voting rule (Enclosure 8). In order to faster registration process, shareholders and proxies shall bring along letter-registration form TSD (QR Code) and evidences to attend the meeting.

Any inquiries regarding the agenda of the meeting or matters related to propose the meeting in advance, may submit via email: cs@pdgth.com or ir@pdgth.com or Fax: 02-7910100

Yours faithfully,

By the order of the Board of Directors



Assoc.Prof. Ekachidd Chungcharoen, Ph.D.

Chairman

**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

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
Chairman of the Nomination and Compensation
Committee |
| 2. Mr. Noppadol | Dheerabutrtrongkul | Independent Director/ Chairman of Audit Committee/
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 Dheerabutrvongkul 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. NoppadolDheerabutrvongkul, 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 Dheerabutrongsul 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 Dheerabutrongsul, 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 Chunjinda 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 Dheerabutrtrongkul, 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 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 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.

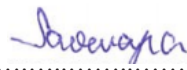
The Meeting was adjourned at 4.46 p.m.



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

Enclosure 2

Annual Report 2018 (QR Code)

Information about directors who are retired by rotation and proposed to be re-elected
--

Name	: General Chaiwat Satondee	
Age	: 65	
Nationality	: Thai	
Proposed Position	: Director	
Position	: Director	
Appointment as Director date	: October 12, 2015	
No. of years The Board	: 3 years 2 months (as December 31, 2018)	
Number of Shares Held (As December 31, 2018)	: Personally : 248,250 Shares Person under Section 258: - Shares (equal to 0.12% of total issue shares)	
Family relationship among Director and Executive	: None	
Educational Background	: - Bachelor of Science, Chulachomklao Royal Military Academy - Command and General Staff College Class 65 - National Defense College Class 2007	
Training	: Thai Institute of Directors (IOD) - Nomination Director Event 1/2017 "Nomination Committee Best Practice Guideline" - Director Certification Program (DCP) class 216/2016	
Position at present	: 2019 – Present The Thai-Myanmar Culture and Economic Cooperation Association 2017 – Present Nomination and Compensation Committee, Phol dhanya Plc. 2017 – Present Chairman of the Board, Phol Water Co.,Ltd 2015 – Present Director, Phol dhanya Plc. 2015 – Present Advisor to Board of Security and Military Affairs, The National legislative Assembly.	
Work Experiences	: 2012 - 2014 Director General of War Veteran Organization of Thailand 2008 Deputy Director of Defence Industry and Energy Centre 2007 Chief of Military Affairs Co-ordinations Officers of the National Security Council	

2003	Chief of Staff in The Joint Security Council in Ache Monitoring Mission in Indonesia
1998 - 2001	Defense Attach to The Royal Thai Embassy in Yangon
1991 - 1994	Assistance Army Attach to The Royal Thai Embassy in Beijing

Other directorship position / Other position at present

- Subsidiaries company** : 1 place
- Chairman of the Board, Phol Water Co.,Ltd
- Other listed company** : None
- Non-listed company** : 2 places
- Advisor to Board of Security and Military Affairs, The National
legislative Assembly
- The Thai-Myanmar Culture and Economic Cooperation Association

Meeting Attendance 2018

	<u>No. of Meeting Attendance</u>	<u>Equal</u>
The Board of Director	12/13	92.31%
Nomination and Compensation Committee	2/2	100%

Have a conflict of interest in any matter to be consider at the Agenda of the 2019 Shareholders' Meeting:

- Agenda 5: The Board of Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation
- Agenda 6: Consider the Director's Compensation

Information about directors who are retired by rotation and proposed to be re-elected
--

Name	: Mr. Thanya Wangthamrong	
Age	: 39	
Nationality	: Thai	
Proposed Position	: Director	
Position	: Director/Vice President Marketing and Sales	
Appointment as Director date	: April 30, 2013	
No. of years The Board	: 5 years 8 months (as December 31, 2018)	
Number of Shares Held (As December 31, 2018)	: Personally : 15,147,433 Shares Person under Section 258: 5,280,000 Shares (equal to 10.09% of total issue shares)	
Family relationship among Director and Executive	: None	
Educational Background	: - Master of Business Administration (International), Thammasat University - Bachelor of Architecture, Chulalongkorn University	
Training	: Thai Institute of Directors (IOD) - Director Certification Program (DCP) class 180/2013	
Position at present	: 2018 - Present Vice President Marketing and Sales , Phol Dhanya Plc. 2013 - Present Director, Phol Dhanya Plc. 2006 – Present Director, Guzz Media Co., Ltd	
Work Experiences	: 2010 - 2017 Executive Director/Chief Marketing Officer, Phol Dhanya Plc. 2011 - 2017 Director, Wilsiri Intertrade Co, Ltd. 2006 - 2017 Director, PDF Supply Co., Ltd 2015 Chief Information Technology Officer, Phol Dhanya Plc. 2014 Director – Environment Business Division, Phol Dhanya Plc. 2009 - 2010 Manager - Marketing Division, Phol Dhanya Plc. 2007 - 2009 Manager – Marketing Communication Department Phol Dhanya Co.,Ltd.	

Other directorship position / Other position at present**Subsidiaries company** : None**Other listed company** : None**Non-listed company** : 1 Place

Director, Guzz Media Co., Ltd


Meeting Attendance 2018

	<u>No. of Meeting Attendance</u>	<u>Equal</u>
The Board of Director	13/13	100%


Have a conflict of interest in any matter to be consider at the Agenda of the 2019 Shareholders' Meeting:

- Agenda 5: The Board of Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation
- Agenda 6: Consider the Director's Compensation

Information about directors who are retired by rotation and proposed to be re-elected

Name	: Mr. Boonchai Suwanvutthiwat	
Age	: 56	
Nationality	: Thai	
Proposed Position	: Director	
Position	: Director/Risk Management Committee/Chief Executive Officer	
Appointment as Director date	: April 30, 2013	
No. of years The Board	: 5 years 8 months (as December 31, 2018)	
Number of Shares Held (As December 31, 2018)	: None	
Family relationship among Director and Executive	: None	
Educational Background	: - Bachelor of Arts in Political Science (Major in Public Administration), Ramkhamhaeng University	
Training	: - Capital Market Academy Leadership Program, Capital Market Academy (CMA) Class 20/2015 - Advanced Certificate Course in Public Economics Management for Executives, King Prajadhipok's Institute Class 11/2013 - Thai Institute of Directors (IOD) - Driving Company Success with IT Governance (ITG) class 3/2016 - Successful Formulation and Execution of Strategy (SFE) class 26/2016 - Anti-Corruption: The Practical Guide Program (ACPG) class 21/2015 - Director Certification Program (DCP) class 155/2012	
Position at present	: 2013 – Present Director/ Chief Executive Officer, Phol Dhanya Plc. 2014 - Present Risk Management Committee, Phol Dhanya Plc. 2018 - Present Director, Phol Palladium Co.,Ltd. 2014 - Present Director, Phol Water Co.,Ltd. 2013 – Present Director, Pholdhanya (Cambodia) Co., Ltd	
Work Experiences	: 2010 - 2017 Executive Director, Phol Dhanya Plc. 2010 - 2012 Senior Director – Central Industrial Zone Department, Phol Dhanya Plc. 2007 – 2010 Director of Sales Department Group 2, Phol Dhanya Plc.	

Brief Information of the appointment a directors for the vacant position

Name	: Mr. Chavalit Wangthamrong	
Age	: 66	
Nationality	: Thai	
Proposed Position	: Director	
Position	: None	
Appointment as Director date	: September 12, 2007	
No. of years The Board	: 9 Years 7 Months (as April 30, 2017)	
Number of Shares Held (As December 31, 2018)	: Personally : 18,744,555 Shares Person under Section 258: 18,015,979 Shares (equal to 18.16% of total issue shares)	
Family relationship among Director and Executive	: Mr. Thanya Wangthamrong's Father	
Educational Background	: - Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Engineering, Chulalongkorn University	
Training	: Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) Class 67/2007	
Position at present	: 2018 - Present Director, Thai Biolex Co., Ltd 2018 – Present Director, Supreeya 999 Co., Ltd. 2013 – Present Director, Pholdhaya (Cambodia) Co., Ltd. 2009 - Present Director, Thai Yonok Logistics Co., Ltd 2006 - Present Director, PDF Supply Co., Ltd. 2006 - Present Director, Guzz Media Co., Ltd 2005 - Present Director, N.H.L. (Thailand) Co., Ltd 1996 - Present Director, VSV Asia Co., Ltd	
Work Experiences	: 2014 - 2017 Nomination and Compensation Committee, Phol Dhanya Plc. 2007 - 2017 Director, Phol Dhanya Plc. 2014 - 2017 Director, Phol Water Co., Ltd 2013 - 2016 Chairman of Executive Committee, Phol Dhanya Plc. 1977 - 2012 Chief Executive Officer, Phol Dhanya Plc. 2009 - 2008 Chairman of the Board, PD Genesis Engineering Co., Ltd 1992 - 2009 Director, P.D. Marketing & Manufacturer Co., Ltd	

Other directorship position / Other position at present

- Subsidiaries company** : 1 Place
- Director, Pholdhanya (Cambodia) Co., Ltd
- Other listed company** : None
- Non-listed company** : 7 Places
- Director, Thai Biolex Co., Ltd.
- Director, Supreeya 999 Co., Ltd.
- Director, Thai Yonok Logistics Co., Ltd
- Director, PDF Supply Co., Ltd.
- Guzz Media Co., Ltd
- N.H.L. (Thailand) Co., Ltd
- Director, VSV Asia Co., Ltd

Criminal offense record during the past ten years	Qualification	
1. Have judged to be a criminal act or criminal prosecution	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
2. Have not been found adjudged bankrupt or a receiver is appointed	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
3. As the management or control of companies and partnerships that are judged to be bankrupt or insolvent.	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None

ข้อมูลผู้สอบบัญชีของบริษัท (Auditor's Details)


บริษัท เอเอ็นเอส ออดิท จำกัด / ANS Audit Co., Ltd.

 100/72, 22nd FL, 100/2 Vongvanij Bldg. B., Rama 9 Road, Huaykwang, Bangkok 10310, Thailand Tel: (662) 6450109 Fax: (662) 6450100

Auditors' Name	Auditor's Profile
<p>1. นายเสถียร วงศ์สนั่น Mr. Sathien Vongsnan ผู้สอบบัญชีรับอนุญาต (CPA) ทะเบียนเลขที่ 3495</p>	<p>Email address: sathien@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● Member of the Federation of Accounting Professions of Thailand (FAP) ● BBA (Accountancy) from Thammasat University ● MBA (International Program) from Bangkok University ● Lecturer and guest speaker ● SEC Authorized Auditor <p>Experience:</p> <ul style="list-style-type: none"> ● Senior Audit Partner of ANS Audit Co., Ltd. since 2001 ● The Deputy Financial Controller for Christiani & Neilsen (Thai) PCL ● Accounting Manager at Ericsson Thai Networks ● Senior Auditor at SGV Na Thalang Co., Ltd.
<p>2. นายอติพงศ์ อธิพงศ์สกุล Mr. Atipong Atipongsukul ผู้สอบบัญชีรับอนุญาต (CPA) ทะเบียนเลขที่ 3500</p>	<p>Email address: atipong@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● Member of the Federation of Accounting Professions of Thailand (FAP) ● Instructor, lecturer and guest speaker ● MBA, Thammasat University & BBA in Accounting, Thammasat University ● SEC Authorized Auditor ● Board Member of Auditing Standards of Federation of Accounting Professions (FAP) during 2007 to 2010 <p>Experience:</p> <ul style="list-style-type: none"> ● January 1, 1992 to December 30, 2000: Worked with KPMG - Bangkok providing auditing and advisory services to various multinational companies ● 1982 to 1991: Working with SGV Na Thalang Co., Ltd (Arthur Andersen).
<p>3. นายวิชัย รุจิदानนท์ Mr. Vichai Ruchitanont ผู้สอบบัญชีรับอนุญาต (CPA) ทะเบียนเลขที่ 4054</p>	<p>Email address: vichai@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● SEC Authorized Auditor ● Member of the Federation of Accounting Professions of Thailand (FAP) ● MBA, Thammasat University ● BBA in Accounting, Thammasat University ● LLB from Sukothai Thammathirat Open University <p>Experience:</p> <ul style="list-style-type: none"> ● Senior Audit Partner of ANS Audit Co., Ltd. since 2001

Auditors' Name	Auditor's Profile
	<ul style="list-style-type: none"> ● Finance and Accounting Director, Corporate Planning Director at DATA IT & ComputeTech Group. ● Finance and Accounting Manager at Kangwal Textiles Co., Ltd. ● Senior Auditor at SGV Na Thalang Co., Ltd.
<p>4. นางสาวกุลธิดา ภาสุรกุล Ms. Kultida Pasurakul ผู้สอบบัญชีรับอนุญาต (CPA) ทะเบียนเลขที่ 5946</p>	<p>Email address: kultida@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● SEC Authorized Auditor ● Certified Public Accountant of Thailand ● Member of The Federation of Accounting Professions of Thailand (FAP) ● Bachelor of Law, Thammasat University ● BBA in Accounting, Thammasat University <p>Experience:</p> <ul style="list-style-type: none"> ● Ms. Kultida started her audit profession at KPMG Thailand in 1995. After working with KPMG for 7 years as an assistant manager, she had been working at Nestle Thailand as tax compliance during 2002 to 2004 and then ran her own accounting firm till 2008. She joined ANS Audit Co., Ltd. as audit partner since 2008.
<p>5. นายยุทธพงษ์ เชื้อเมืองพาน Mr. Yuttapong Chuamuangpan ผู้สอบบัญชีรับอนุญาต (CPA) ทะเบียนเลขที่ 9445</p>	<p>Email address: yuttapong@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● SEC Authorized Auditor ● Member of The Federation of Accounting Professions of Thailand (FAP) ● Master degree in accounting, MAP from Thammasat University ● BBA in accounting from Ramkhamhaeng University ● Bachelor degree in business economics from Sukhothai Thammathirat Open University <p>Experience:</p> <ul style="list-style-type: none"> ● Mr. Yuttapong has been working in Audit practice for 14 years at ANS Audit Co., Ltd. He serves the audit service to various local clients including the publicly interest entities.
<p>6. นางสาวปณิศา โชติแสงมณีกุล Ms. Panita Chotesaengmaneekul ผู้สอบบัญชีรับอนุญาต (CPA) ทะเบียนเลขที่ 9575</p>	<p>Email address: panita@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● SEC Authorized Auditor ● Member of The Federation of Accounting Professions of Thailand (FAP) ● M.Sc.in IT in Business (MIS), Chulalongkorn University ● BBA in accounting from Ramkhamhaeng University <p>Experience:</p> <ul style="list-style-type: none"> ● Miss Panita jointed ANS Audit Co., Ltd since September 2004. she serves the audit service to various local and multinational clients including the publicly interest entities.

Details of Independent Director (Proxy for Shareholders)

<p>Name : Mr. Noppadol Dheerabutrpongkul</p> <p>Position : Independent Director/Chairman of Audit Committee and Nomination and Compensation Committee</p> <p>Age : 52</p> <p>Nationality : Thai</p> <p>No. of years The Board : 11 Years 3 Month (As December 31, 2018)</p> <p>Number of Shares Held : 30,000 Shares (included person under Section 258)</p> <p>(As December 31, 2018) equal to 0.01% of total issue shares</p> <p>Address : 21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170</p> <p>Educational Background : - Master of Science (Finance), University of Colorado at Denver - Bachelor of Accounting, Thammasat University - Certified Public Accountant (CPA) No.4570</p> <p>Training : Training programs of Thai Institute of Directors (IOD) - Role of the Nomination and Governance Committee (RNG) Class 3/2012 - Director Accreditation Program (DAP) Class 68/2008 - Audit Committee Program (ACP) Class 23/2008</p> <p>Work Experience : 2019 – Present Independent Director /Chairman of Audit Committee/ Nomination and Compensation Committee, Sunshine International Company Limited</p> <p style="padding-left: 100px;">2018- Present Chairman of Audit Committee, BJC Heavy Industries Plc.</p> <p style="padding-left: 100px;">2017 - Present Chairman of Audit Committee, Phol Dhanya Plc.</p> <p style="padding-left: 100px;">2016 - Present Nomination and Compensation Committee, Phol Dhanya Plc.</p> <p style="padding-left: 100px;">2007 - Present Independent Director /Audit Committee, Phol Dhanya Plc.</p> <p style="padding-left: 100px;">2013- Present Independent Director /Audit Committee, BJC Heavy Industries Plc.</p> <p style="padding-left: 100px;">2007 - Present Executive Director IFAC Co., Ltd</p> <p style="padding-left: 100px;">2013- 2014 Audit Committee, Zemash Corporation Co., Ltd.</p> <p style="padding-left: 100px;">2011 - 2013 Independent Director /Audit Committee BJC Heavy Industries Co., Ltd</p> <p style="padding-left: 100px;">2005 - 2007 Business Controller, Siam City Cement Plc.</p>	
--	---

Have a conflict of interest in any matter to be consider at the Agenda of the 2019 Shareholders' Meeting:

- Agenda 6. Consider the Director's Compensation

Details of Independent Director (Proxy for Shareholders)

Name	:	Mr. Santi Niarnil	
Position	:	Independent Director and Audit Committee	
Age	:	50	
Nationality	:	Thai	
No. of years The Board	:	2 Years 8 Month (As December 31, 2018)	
Number of Shares Held (As December 31, 2018)	:	None	
Address	:	99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110	
Educational Background	:	- Bachelor of Laws, Ramkhamhaeng University - Attorney-At-Law License 995/2537	
Training	:	- Training programs of Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) Class 80/2552	
Work Experience	:	2016 – Present Independent Director /Audit Committee, Phol Dhanya Plc. 2009 - Present Independent Director/Audit Committee, Sanko Diecasting (Thailand) Plc. 2015 - Present Attorney-At-Law, B&P Law Ltd. 2014 – 2015 Managing Director , Anek Advocate Co., Ltd. 2004 - 2015 Partner, Attorney-At-Law. Anek & Associates Lawyers Co., Ltd. 2003 – 2013 Director, Yusen Air & Sea Service Management (Thailand) Co., Ltd. 1995 - 2003 Attorney-At-Law. Anek & Associates Lawyers Co., Ltd.	

Have a conflict of interest in any matter to be consider at the Agenda of the 2019 Shareholders' Meeting:

- Agenda 6. Consider the Director's Compensation

Details of Independent Director (Proxy for Shareholders)

<p>Name : Dr. Pallapa Ruangrong</p> <p>Position : Independent Director and Audit Committee</p> <p>Age : 65</p> <p>Nationality : Thai</p> <p>No. of years The Board : 1 Year 3 Months (As December 31, 2018)</p> <p>Number of Shares Held : None (As December 31, 2018)</p> <p>Address : No. 699 Soi Ladprao 62, Ladprao road, Wangthonglang, Bangkok 10310</p> <p>Educational Background : - Doctor of Philosophy (Energy Management & Policy), University of Pennsylvania, USA - Master of Science (Energy Management & Policy), University of Pennsylvania, USA - Master of Science (Economic Development), National Institute of Development Administration (NIDA) - Bachelor of Arts (Economics), Chiang Mai University, Thailand</p> <p>Training : Training programs of Thai Institute of Directors (IOD) - Director Certification Program (DCP) class 17/2002</p> <p>Work Experience : 2019 – Present Chairperson of Agricultural and Natural Resources State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee</p> <p style="padding-left: 100px;">2018 – Present Chairperson of Revolving Funds Performance Appraisal Sub-committee</p> <p style="padding-left: 100px;">2017 – Present Independent Director /Audit Committee, Phol Dhanya Plc.</p> <p style="padding-left: 100px;">2017 – Present Member of Transportation State-owned Enterprise Problem Remedy Working Group</p> <p style="padding-left: 100px;">2016 – Present Member of State-owned Enterprise Performance Appraisal Committee</p> <p style="padding-left: 100px;">2016 – 2019 Chairperson of Transportation State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee</p> <p style="padding-left: 100px;">2013 - 2016 Transportation State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee</p> <p style="padding-left: 100px;">2008 - 2014 Commissioner – Economics/Energy Management Energy Regulatory Commission</p> <p style="padding-left: 100px;">2006 - 2008 Director, State Enterprise Development Division State Enterprise Policy Office, Ministry of Finance</p> <p style="padding-left: 100px;">2006 - 2007 Board Member, State Railway of Thailand</p> <p style="padding-left: 100px;">2003 - 2011 Board Member, District Cooling System and Power Plant Co., Ltd.</p> <p style="padding-left: 100px;">2001 - 2003 Board Member, Eastern Water Resources Development and Management Plc.</p> <p style="padding-left: 100px;">2000 - 2004 Board Member, Provincial Waterworks Authority</p>	
--	---

Have a conflict of interest in any matter to be consider at the Agenda of the 2019 Shareholders' M

- Agenda 6. Consider the Director's Compensation

Remark:

All 3 Independent Directors are independent directors who meet the SEC/SET requirements refer: Independent Director's Qualification "The Company's Independent Director must hold company's shares not more than 1% (one) of the total shares with voting rights".

Definition of Independent Directors:

1. holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, subsidiary company, affiliate company, major shareholder or controlling person, including shares held by related persons of such Independent Director;
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than 2 years prior to the submission of the request to the Office. Such prohibited characteristic shall not include the case where the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of executive's child, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
4. neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the submission of the request to the Office of the SEC;
5. neither being nor used to be an auditor of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the submission of the request to the Office of the SEC;
6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiary company, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the submission of the request to the Office of the SEC;
7. not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder of the Company;
8. not undertaking any business in the same nature and significantly in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and significantly in competition to the business of the Company or its subsidiary company; and

9. Not having other qualifications that will interfere with an independent judgment on the performer business counterparty. After being appointed, independent directors may be delegated authorization to the Board of Directors to make collective decision on business transaction with counterparties, subsidiaries, same-level subsidiaries, affiliate, major shareholders or the company's controlling persons.

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

อากรแสตมป์
20 บาท
Duty Stamp
20 Baht

เลขทะเบียนผู้ถือหุ้น.....

Shareholder's Registration No.

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Address

Road

Sub-District

อำเภอ/เขต.....จังหวัด.....ไปรษณีย์.....

District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ผลชัยญะ จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Phol Dhanya Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares and are entitled to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and are entitled to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares and are entitled to vote equal to votes

(3) ขอมอบฉันทะให้/hereby appoint

1. ผู้แทนของผู้ถือหุ้นเป็นผู้รับมอบฉันทะ (The proxy holder of shareholder)

ชื่อ (name).....อายุ (age).....ปี (years)

อยู่บ้านเลขที่.....ถนน (Road).....ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ (Amphur/Khet).....จังหวัด (Province).....รหัสไปรษณีย์ (Postal Code).....หรือ/or

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันพุธที่ 24 เมษายน 2562 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6)

1. นายนพดล ธีระบุตรวงศ์กุล อายุ 52 ปี ที่อยู่: 21/51 หมู่ที่ 2 ถ.พุทธมณฑลสาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพฯ 10170

Mr. Noppadol Dheerabutrongskul age 52 years address: 21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170

2. นายสันติ นิยมนิล อายุ 50 ปี ที่อยู่: 99/719 หมู่ 8 ต.บางรักพัฒนา อ.บางบัวทอง จ.นนทบุรี 11110

Mr. Santi Niamnill age 50 years address: 99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110

3. ดร.พัลลภา เรืองรอง อายุ 65 ปี ที่อยู่: 699 ซอยลาดพร้าว 62 แขวงและเขตวังทองหลาง กรุงเทพฯ 10310

Dr. Pallapa Ruangrong age 65 years address: 699 Soi Lad Phrao 62, Wang Thonglang, Wang Thong Lang, Bangkok 10310

Appoint anyone of the following independent directors one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the 2019 Annual General Meeting of Shareholders held on Wednesday 24th April, 2019 at 2.00 p.m. at The Company's Conference room 3rd Floor, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 or such other date, time and place as the meeting may be adjourned. (details of independent directors as shown in the enclosure 6)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the Proxy to vote on my/our behalf in the meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(b) To grant my/our proxy to consider and vote on my/our behalf as appropriate in a respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

วาระที่ 1 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561 เมื่อวันที่ 30 เมษายน 2561**

Agenda No.1 To Consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders held on April 30, 2018

เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

วาระที่ 2 **รับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2561**

Agenda No.2 To acknowledgement the Company's Operating Results 2018

เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

วาระที่ 3 **พิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จ และรายงานของผู้สอบบัญชี สำหรับรอบปีบัญชี สิ้นสุดวันที่ 31 ธันวาคม 2561**

Agenda No.3 To consider and approve the Statements of Financial Position and Comprehensive income and Auditor's report for the year end of December 31, 2018

เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

วาระที่ 4 **พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลประกอบการปี 2561**

Agenda No.4 To consider the suspension of dividend payment for the operating results 2018

เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

วาระที่ 5 **พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดต้องออกตามวาระ**

Agenda No.5 To consider the approval of the retiring directors who shall retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the voles on my behalf at its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my instructions, as follows;

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ (โดยอนุมัติเป็นรายบุคคล)

To consider electing directors in place of those to be retired by rotation (appoint by individual person)

ก) เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด
Approve the appointment of all directors

ข) เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the appointment of each individual director as follows:

5.1 พลเอก ชัยวัฒน์ สathondee (General Chaiwat Satondee)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.2 นายบุญชัย สุวรรณวิวัฒน์ (Mr. Boonchai Suwanvutthiwat)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5.3 นายธัญญา หวังธำรง (Mr. Thanya Wangthamrong)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณาอนุมัติแต่งตั้งกรรมการแทนตำแหน่งกรรมการที่ว่างลง

Agenda No.6 To consider and approve the appointment a director for replacement

6.1 นายชวลิต หวังธำรง (Mr. Chavalit Wangthamrong)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2562

Agenda No.7 To consider and approve the determination of director's remuneration for year 2019

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชีประจำปี 2562

Agenda No. 8 To consider the appointment of the auditor and determine their remuneration for year 2019

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณาและอนุมัติโอนทุนสำรองตามกฎหมายและส่วนเกินมูลค่าหุ้นเพื่อชดเชยผลขาดทุนสะสมของบริษัท

Agenda No.9 To consider and approve transfer the share premium to compensate the deficit of the Company

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทจำนวน 40,499,746.00 บาท จากทุนจดทะเบียนเดิมจำนวน 250,999,978.00 บาท เป็นทุนจดทะเบียนจำนวน 210,500,232.00 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่าย คงเหลือจากการเพิ่มทุนเพื่อรองรับการใช้สิทธิใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 1 (PHOL-W1) จำนวน 40,499,746 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท

Agenda No.10 To consider and approve, the decreasing of the capital registration amount of Baht 40,499,746.00 from the capital registration Baht 250,999,978.00 to be Baht 210,500,232.00 by cancellation of 40,499,746 unallocated shares at par value of Baht 1.00 remained from ordinary shares reserved for the rights of warrants to purchase the ordinary shares of the Company No.1 (PHOL-W1)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 11 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda No.11 To consider approving the amendment of Clause 4. of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 12 เรื่องอื่น ๆ (ถ้ามี)
Agenda No.12 Other business (if any)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
The voting of the proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as He/She may appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any action undertaken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

กรุณาแนบสำเนาบัตรประชาชน
พร้อมเซ็นรับรองสำเนาถูกต้อง
Please enclose a certified copy of ID card

ลงนาม ผู้มอบฉันทะ
Signature (_____) Grantor

ลงนาม ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงนาม ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงนาม ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หมายเหตุ / Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. ผู้รับมอบฉันทะสามารถแยกลงคะแนนเสียงได้ ทั้งนี้หากข้อความที่ระบุมีจำนวนเกินกว่าที่ระบุไว้ข้างต้นก็สามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
4. กรณีหากมีข้อกำหนดหรือข้อบังคับให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (7)

Remarks:

1. The shareholder appointing a Proxy must authorize only one Proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. Shareholders will appoint an equal number of shares specified in paragraph (2) or grant only part less than the amount specified for optional..
3. The proxy may split the votes. In this regards, if the content is too long, it can be specified in the attached along of the proxy form.
4. If there is any rule or regulation requiring the proxy to may any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may make the statement or provide evidence by specifying in clause (7)

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Annex to the Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ผลชัยญะ จำกัด (มหาชน)

The appointment of Proxy by a shareholder of Phol Dhanya Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันพุธที่ 24 เมษายน 2562 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่พึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For The 2019 Annual General Meeting of Shareholders held on Wednesday 24th April, 2019 at 2.00p.m. at The Company's Conference room 3rd Floor, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 or any adjournment at any date, time and place thereof

วาระที่..... เรื่อง

Agenda No..... Subject:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่..... เรื่อง

Agenda No..... Subject:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่..... เรื่อง

Agenda No..... Subject:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่..... เรื่อง

Agenda No..... Subject:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่..... เรื่อง

Agenda No..... Subject:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อผู้มอบฉันทะ

Signed (.....) Grantor

วันที่/Date.....

ลงชื่อผู้รับมอบฉันทะ

Signed (.....) Proxy Holder

วันที่/Date.....

**Documents or evidence required for Proxy rights transfer method, registration, identification
for attendance and voting of Shareholders' Meetings**

According to the policy of the board of directors of the Stock Exchange of Thailand on registered company shareholders' meeting regulations with the objective of becoming a good practice guideline for registered companies, which will build confidence in shareholders, investors and all parties concerned, and to ensure that shareholders' meetings for registered companies are conducted with transparency, legitimacy and in the interests of shareholders, the company has deemed it fitting to designate documents or proof of shareholders indicating shareholder status or the status of shareholder proxies entitled to attend the meeting for the adherence and practice of shareholders. The company reserves the right to exempt the submission of documents or evidence of shareholder status or shareholder proxy status for people entitled to attend the meeting as deemed fitting by the company.

1. Documents that Attendees must show before attending the Meeting

Individual

1. Shareholders who are individuals

Shareholders attending the Meeting in person are requested to present valid documentation issued by an official agency with a photograph of the Shareholder that has no expired, such as an Identification Card, Government ID Card, driver's license or passport and provide evidence of changing the name-surname (if any)

2. Proxy holder to attend the Meeting on behalf

2.1 Proxy Form as attached with the invitation letter to attend the Meeting (Form B), filled out correctly and completely and signed by the Proxy transferor and Proxy holder.

2.2 Photocopy of documentation issued to the Shareholder by an official agency as per the details in items 1. duly signed and certified by the Proxy transferor.

2.3 Documentation issued to the Proxy holder by an official agency as per the details in item 1.

Juristic Person

1. Shareholders who are juristic persons (Authorized Director) attending the Meeting

1.1 Valid evidence of the authorized director(s) issued by the governmental authorities similar to those of natural person specified in item 1.

1.2 Copy of Shareholder's Letter of Certification Certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.

2. Proxy holder attending the Meeting

2.1 One of the proxy Form B. as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.

2.2 Copy of Shareholder's Letter of Certification (not exceeding 90 days) certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.

- 2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form as specified in item 1.
- 2.4 Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in item 1.
3. The provisions as per item 1 and item 2 above apply with exemption for Shareholders who are Foreign Investors appointing the Custodian for depositor of shares or juristic persons established in accordance with foreign laws. Shareholders or attendees at the Meeting, as the case may be, subject to the following conditions:
 - 3.1 Proxy Form has signing the authorized to act on behalf of the Shareholder whose Foreign Investors appointing The Custodian.
 - 3.2 Custodian's letter of affirmation that the person signing in the Proxy Form has been authorized to operate as a custodian business.

The juristic person's originals of the documentation to presented and shown in the English language must be translated, wherein such translation is to be certified by the juristic person's representative.

2. Proxy Method

The company has sent Proxy Form B related to the form of Department of Business Development. Ministry of Commerce has set Shareholders who are Foreign Investors and appointed the Custodian in Thailand to be the depositor of shares, shall be download proxy Form C. from the company website: www.pdgth.com
Shareholders are unable to attend the shareholders' meeting in person can appoint a proxy, as follows:

1. Choose to use either one of proxy form only, as follow:
 - 1.1 Shareholders may choose to use only one proxy Form A or Form B
 - 1.2 The shareholder appears by registration book is a foreign investors and appoints a Custodian in Thailand to be the depositor of shares, can choose to use one of those 3proxies form (Form A Form B or Form C)
2. Proxy for any person according to the wishes of the shareholders or choose to appoint an independent director of any company, only one person to be a proxy holder in attending the such meeting
3. Affix 20 baht duty stamp and strike out the date on proxy is made, to be accurate and legally binding and the company's facilities to provide 20 baht duty stamp for proxies holder to attend the meeting.
4. Send the Proxy form by mail 1 days in advance or at least 2 hours to allow the staff to have time to check the document before starting the meeting.

Also shareholders cannot divide the number of shares by appointing several proxies to divide the votes, equal to his/her hold the number of shares, except Custodian whose Foreign Investors are appointed depositor of shares according to proxy Form C.

3. Registration

The Company will started registration to attend the Meeting at least 2 hours or 12.00am on Wednesday, 24 April 2019 at The Company's Conference room on the 3rd Floor, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 refer Map attachment.

4. Voting at the Shareholders' Meeting

Voting Criteria:

1. For voting in each agenda, the number of votes counted is one share one vote on each agenda and the shares may not be split the votes; Approve Disapprove or Abstain (except Custodian's vote)
2. In case Proxy
 - 2.1 The Proxy must votes as specify by the proxy in proxy form only, voting of proxies for any agenda, which isn't specify in the proxy form shall be deem that the vote is not correct and doesn't constitute a vote of the shareholders.
 - 2.2 If the proxy doesn't specify the intention to vote in any agenda in the proxy form or not specify clearly. In the even that the meeting has consider or vote any matter other than those specify in the proxy form including any change or additional to the facts proxy have the right to consider and vote on their behalf as appropriate.
3. In counting the votes for each agenda item, the company shall count only the number of votes for "Disapproved" and "Abstain" and deduct from the number of total votes for the attending shareholders, the number of shares for the most recent meeting attendants will be used.

The Resolution of Shareholders' Meeting shall consist of following vote:

1. Normal case; must be Majority vote of the shareholders who attend the meeting and cast their vote
2. Others; by law or company regulations are different from normal case, the resolution will be accordance with the laws or regulations. The Chairman will inform the shareholders in the meeting to acknowledge before voting in each agenda.
 - 2.1 If the vote are equal, the Chairman of the meeting shall have additional vote as a casting vote.
 - 2.2 Shareholders or proxy holder have a special interest in any particular matter, don't vote that matter, and the Chairman may invite those shareholders or proxy holder temporary leave the meeting, except for voting elect director.

Shareholders can confirm the number of shares holding at Thailand Securities Depository Company Limited ("TSD") who acts as the Company's Securities registrar by submitting a letter together with your personal documents to:

Thailand Securities Depository Company Limited ("TSD")

The Stock Exchange of Thailand Building (beside China Embassy)

93 Rachadapisek Road, Dindaeng, Dindaeng, Bangkok 10400

Attention: Ms.Orathai Puttabuttinakul

Tel: 02-009 9383 Email: orathai.p@set.or.th

**Articles of Association of The Company's Vote Counting Rules which Relating to
The General Shareholder's Meeting 2019**

Chapter 4. Board of Director

19. The shareholders' meeting shall elect the directors according to the following criteria and methods:

- (1) All shareholders shall be entitled to votes equal to the number of shares held by each shareholder, with no multiplication by the number of directors to be elected.
- (2) Each shareholder may use all available votes according to Clause (1) to elect an individual or individuals as directors. The votes may not be divided in terms of how many votes can be granted any certain person. In the event of the election of multiple directors, each shareholder may vote for no more directors than required for election by the shareholders' meeting.
- (3) The individuals receiving the highest number of votes shall be the ones elected as directors in order of number of votes received, and the number shall be equal to that which the shareholders' meeting must elect. In the event that a person in lower order has the same number of votes [as the person above him/her in order], but exceeds the number of directors to be elected by the shareholders' meeting, the chairman of the meeting must cast an additional decisive vote.

20. In the annual general meeting, one third of the directors shall be released from office. If the number of directors cannot be divided evenly into thirds, the number nearest one third of the number of directors shall apply. Directors who must be released from office in the first and second years following company registration shall be determined by drawing lots regarding who shall be released from office. For subsequent years, the directors who have remained in office longest shall be the ones released from. Directors who have been released from office may be re-elected.

23. In the event that a director's seat is vacant due to other reasons, except for expiration of term, the board of directors must select a qualified individual who does not possess prohibited characteristics according to Article 68 of the Public Company Act B.E. 2535 as a director in the next board meeting, unless the remaining term of the board is less than two months. The aforementioned replacement director shall be a director until the completion of the remaining term of the director he/she has replaced.

The board's decision in clause one must consist of at least three fourths of the votes of the remaining directors.

24. The shareholders' meeting may pass a resolution to have any director be released his/her office before the term has expired with at least three fourths of the number of attending shareholders who are entitled to vote and have no less than half of the of the number of shares held by the attending shareholders who are entitled to vote.

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.

26. The board of directors must elect one of the directors as the chairman of the board. If deemed appropriate, the board of directors may elect one or more directors as the vice chairman of the board. The vice chairman is obligated with the duties according to regulations in matters designated by the chairman of the board.

Section 5. Shareholders Meeting

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.

37. In calling a shareholders' meeting, the board of directors must arrange meeting notification letters specifying dates, times, meeting agendas, and topics to be presented to the meeting along with details and clear specifications indicating whether the topics shall be presented for acknowledgement, approval or consideration, including opinions of the board of directors on the aforementioned topics. Meeting notifications must be sent to shareholders and the Registrar no less than seven days in advance of the meeting date and notifications of meeting schedules must be advertised in newspapers for no less than three consecutive days before the meeting date. The venues to be used as meetings locations according to the first paragraph must be on the premises where the company's main offices are located, nearby provinces, or other places as the board of directors deems proper.
38. Shareholders have the right to participate in the meeting and vote in the meeting of shareholders. Shareholders may authorize other legal adults to participate in the meeting and vote as proxies on behalf of the shareholders. Authorizations must be made in writing and signed with the name of the authorizing person according to forms designated by the registrar. Letters of authorization must be given to the chairman of the board of directors or

persons assigned by the chairman of the board of directors at the place of the meeting before the authorized persons enter the meeting.

39. In shareholders' meetings, there must be no less than twenty-five shareholders and proxies authorized by shareholders (if any) or no less than half of all shareholders at meetings with a total share count of no less than one-third of all shares sold in order to have a complete quorum.

In cases where any shareholders' meeting fails to meet the requirements for a meeting quorum one hour after the scheduled time as specified in the first paragraph, the meeting must be canceled if the meeting was called at the request of shareholders. If the shareholders' was not called at the request of shareholders, the meeting must be rescheduled and meeting notifications must be sent to shareholders no less than seven days prior to the meeting date. The subsequent meeting does not require a meeting quorum.

40. The chairman of the board of directors is the chairman of the shareholders'. In cases where the chairman of the board of directors is not at the meeting or is unable to perform his/her duties, the vice-chairman (if any) shall be the chairman. If there is no vice-chairman, or if the vice-chairman is unable to perform his/her duties, shareholders who attend the meeting must elect a shareholder as the chairman of the meeting.

41. The chairman of the shareholders' has the duty of conducting the meeting according to company regulations and proceeding with the meeting according to the order of meeting agenda items specified in meeting notifications, unless the meeting passes a resolution to change the order of agenda items with a vote of no less than two-thirds of the number of shareholders present at the meeting.

42. Votes, regardless of voting methods, must count one share as one vote. Shareholders determined by the meeting to be stakeholders with special gains or losses in any topics shall have no right to vote on that topic, except for votes to elect directors.

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.

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 businesses.

Section 6. Accounts, Finances and Audits

49. Dividends derived from monetary forms other than profits must not be shared. In cases where the company continues to have accrued losses, no dividends can be shared.

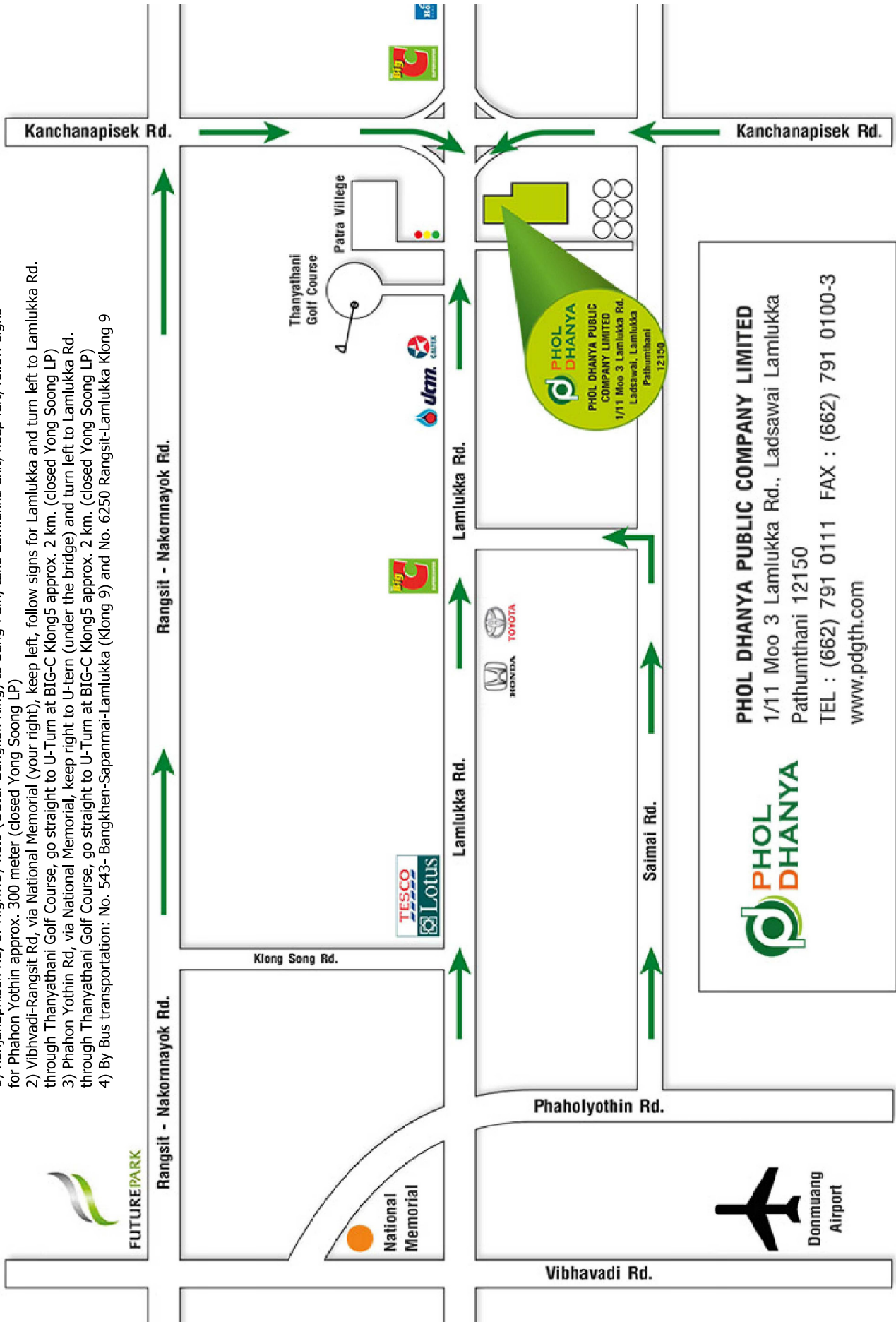
Dividends must be shared according to number of shares at an equal amount per share.

The board of directors may occasionally pay interim dividends to shareholders when the board of directors deems the company to have sufficient profits to do so and accompanied by reports to the next meeting of shareholders following dividend payments.

50. The company must keep a part of annual net profits as reserve funds amounting to no less than five percent of annual net profits deducted from accrued losses carried over (if any) until this reserve fund amounts to no less than ten percent of the registered capital.

The board of directors may propose that the general meeting pass a resolution on the allocation of other reserve funds as deemed in the interest of the company's businesses.

- Remarks:Route
- 1) Kanjanaphisek Rd, or Highway no.9 (Outer Bangkok Ring) to Bang-Pain, take Lamlukka exit, keep left, follow signs for Phahon Yothin approx. 300 meter (closed Yong Soong LP)
 - 2) Vibhavadi-Rangsit Rd, via National Memorial (your right), keep left, follow signs for Lamlukka and turn left to Lamlukka Rd. through Thanyathani Golf Course, go straight to U-Turn at BIG-C Klong5 approx. 2 km. (closed Yong Soong LP)
 - 3) Phahon Yothin Rd, via National Memorial, keep right to U-turn (under the bridge) and turn left to Lamlukka Rd. through Thanyathani Golf Course, go straight to U-Turn at BIG-C Klong5 approx. 2 km. (closed Yong Soong LP)
 - 4) By Bus transportation: No. 543- Bangkokhen-Sapanmai-Lamlukka (Klong 9) and No. 6250 Rangsit-Lamlukka Klong 9



Attention: Shareholders

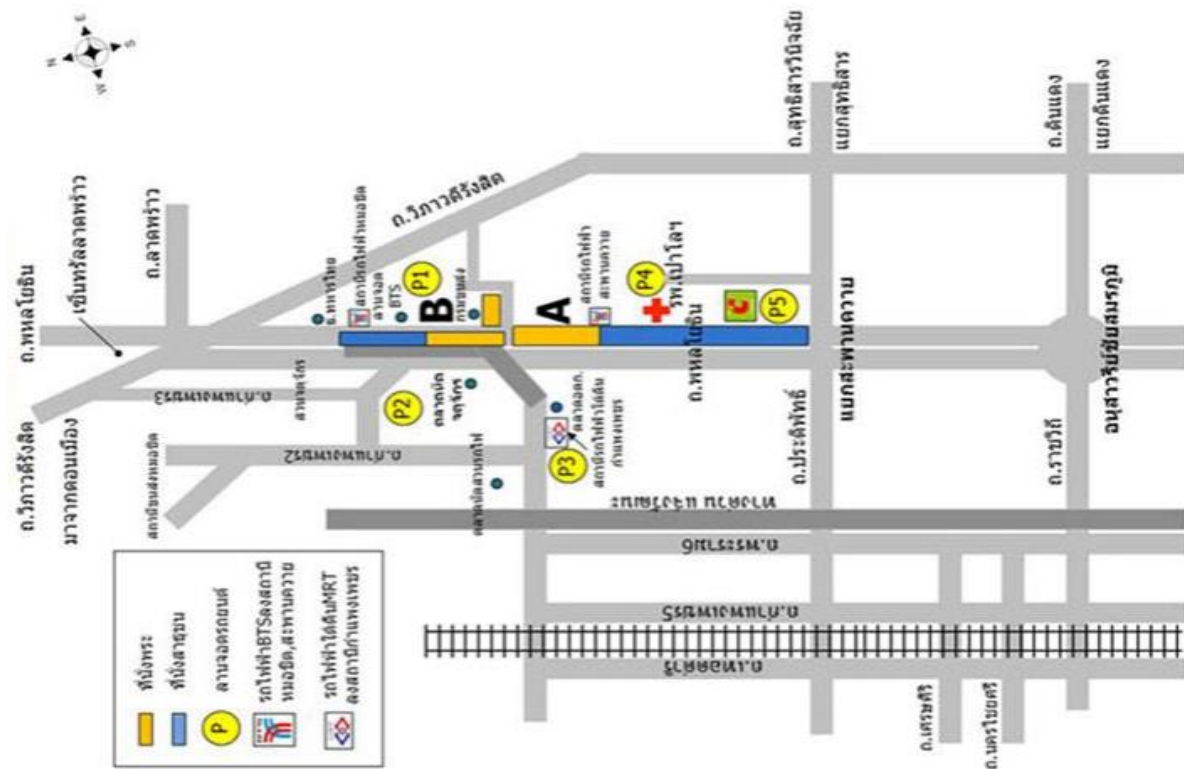
Re: Transportation Service for AGM2019

According to Phol Dhanya Pcl. has convene the 2019 Annual General Meeting held on 24 April, 2019 at 2pm. (registration from 12am. onward) at the Conference room #3rd Floor of PHOL’s Bldg. No.1/11 Moo3 Lamlukka road, Ladsawai, Lamlukka, Prathumthani 12150

The company provides van-pickup services near by BTS parking lot area, Morchit BTS Station (Chatuchak) (P1) taking care to the Shareholders Meeting at Phol Dhanya Pcl. From 11.00-12.30hrs. and taking back to the BTS station at Morchit after the meeting.

Any shareholders, would like to use the shuttle service for the shareholders meeting, please be informed in advance within April 10, 2019 contact: Investor Relation Tel: 02-7910111 Ext.206 or Email: ir@pdgth.com or cs@pdgth.com

Map BTS Morchit (Chatuchak)



2018 Annual Report Requisition Form
--

Please send the 2018 Company's Annual Report in hard copy to:

Shareholder Name:

Address:

.....

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

Telephone: Mobile:

E-mail address:

Suggestion/Opinion:

If you have any question or concern about the Agenda, the Board of Director will explained the matter to you on the date o Meeting, pleased to send questions in advance to address: cs@pdgth.com or Fax: 02-791 0100

Questions:.....

.....

.....

.....

.....

.....

.....



บริษัท ผลธัญญา จำกัด (มหาชน)

1/11 ม.3 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150

โทรศัพท์ : (02) 791-0111 โทรสาร : (02) 791-0100

WWW.PDGTH.COM