

Criteria for Shareholders to propose Agenda in advance and Nominee Director**for the Annual General Meeting of the Year 2020****Phol Dhanya Public Company Limited**

In order to enhance the good corporate governance regarding the rights and equitable treatment and transparency for shareholders, Phol Dhanya Public Company Limited invites the minority shareholders to propose an agenda in advance for the 2020 Annual General Shareholders' Meeting and to nominate the candidate for directors. Therefore provided criteria and procedure for proposing agenda in advance and nominated the candidate for directorship, the criteria are as following:

1. The Qualifications of Shareholders

- 1.1 Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders.
- 1.2 Having the right to vote counted should hold not less than 5% of shares of total voting right of the Company.

2. Proposal of the Agenda

2.1 Shareholders who have qualifications send the proposed agenda form with fully information for consideration and specify as for acknowledgement, for consideration, or for approval. The proposal must be sent to the Company secretary during November 11, 2019 to December 30, 2019

2.2 The Proposals that Company reserve the right will not be placed on the Agenda are as follows:

(1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the good corporate governance of the Company.

(2) A proposal related the Company's normal business operation and of which the proposing shareholders does not illustrate any reasonable suspicion on irregularity thereof;

(3) A proposal that is beyond the Company's control.

(4) A proposal which has already been proposed to the Shareholders' Meeting during the past 12 months and such as a resolution voted for by less than ten percent of the total voting rights of the company and the fact relating to which has not been changed significantly.

(5) A proposal that is not beneficial to the company's business operation or for specific benefit of individual person or group of persons or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed as an agenda

(6) A proposal provided from the unqualified person, documents are incomplete, inadequate information or not in timely basis.

(7) A proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general.

(8) A usually matters required by law to be determined by the Annual General Meeting of Shareholders, which the company has set an agenda meetings.

(9) The company has been operated that matters.

3. The Nomination of the Company's Director

3.1 Shareholders who have qualifications send the proposed nominee for Director position form with fully information for consideration under the Company's nominating procedure, to the Company secretary within January 3, 2020

3.2 Those who are nominated for the Company's directors should have the following qualifications:

a) Must qualified and not disqualified as follows:

1. Have the qualifications according to the Public Company Act, Securities and Exchange Act and related laws, regulations, together the Good Corporate Governance of the Company. A company director shall have full qualifications according to the law on public companies limited and other related laws as well as the notifications of the Office of Securities and Exchange Commission.
2. No way implies a lack of the right to be put in to the board to the public company according to Section 89/3 of the Securities and Exchange Act B.E. 1992, as amended by the Securities and Exchange Act (Amendment no.4) B.E.2008, the Securities and Exchange Commission No. KorJor. 3/2017 Determination of Untrustworthy Characteristics of Company Directors and Executives of the company, effective from 16 February 2017 onward.

b) In case the properties are independent of a) also requires specific qualifications on independence as specified by the Company and in line with the Notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand on the Qualifications and Scope of Operations of an Audit Committee Member. (see Appendix)

3.3 Additional qualification as follows:

3.3.1 Being knowledgeable, capable, independent to perform director's duties with care and loyalty. The candidate must be able to attend the director's meeting regularly, study meeting agendas in advance and participate beneficial opinions to the company, must also be a good experience with integrity and recognized by the society.

3.3.2 Having strong interest on the Company's business, being able to dedicate oneself to perform the duties and not performing any action in a way that affect the interest or benefit of the Company or in a way that would be beneficial to particular individual of entity for oneself or other persons' benefits.

4. Channels and Period of Time for submitting proposed agenda and nominate the Company's Directors

The shareholders send the proposal period during November 11, 2019 to December 30, 2019 through email address or the company website http://www.pdgth.com/ir_index.php in advance and the original documents by registered mail within January 3, 2020 attention to:

Email address: cs@pdgth.com

Company Secretary

Phol Dhanya Public Company Limited

1/11 Moo3 Lamlukka Road, Ladsawai, Lamlukka District, Pathumthani 12150

5. Consideration Procedure

The Company Secretary will initially review the proposal for the Board, the Board of Directors will consider the proposal of the shareholders during the Board of Directors meeting in February, 2020

5.1 Agenda Item in Advance

5.1.1 In case the information provided is incomplete or incorrect, the Company Secretary will notify the shareholders in timeline, if the shareholders failed to correct or submitted the original to the company, the Company Secretary will notify the shareholder that the proposal is not accepted. A proposal that the Board of Directors considers appropriate to be an agenda of the meeting will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.

5.1.2 The Board will consider the proposal that does not fall any of no.5.1.1 and 2.2 unless the Board's considers otherwise.

5.1.3 The proposal approved by the Board, along with the Board opinion will be included as part of the agenda of the AGM, will specify that's agenda proposed by the shareholder(s) with Board's opinion. For the proposal disapproved by the Board, the Company will promptly inform the shareholders with reason of the Board's refusal through the SET's channel after the Board meeting or next working day. Such information will be publicized the Company's website at <http://www.pdgth.com> under title "Investor Relations", and will also be informed at the Annual General Meeting of Shareholder.

5.2 Propose nominated person for election as Director

5.2.1 The person nominated for election as director shall be considered by the Nomination and Compensation Committee under the Company's Nomination Criteria to propose the Board of Directors for consideration accordingly.

5.2.2 The name of the person approved by the Board shall be included in the agenda item in the letter inviting the shareholders to the Annual General Meeting of Shareholders, together with the Board of Directors' opinion. The Company would quickly notify the shareholder of the person approved and not approved by the Board after its meeting.

The person approved by the Board of Directors for election as a director must appear to introduce himself or herself at the Annual General Meeting of Shareholder.

(Form of Proposed Agenda in advance for the 2020 Annual General Meeting and Proposed Director Nominee position and Shareholders documents to be enclosed.)

Appendix

Independent Director's Definition

The definition of independent directors of the company that is equal to the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, which is in accordance with the criteria announced by the Capital Market Supervisory Board, details are as follows:

1. Holds shares not exceeding 1% of the total shares with voting right of the company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the company, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior the date of appointed as an independent director to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the company.
3. Is not the person who has relationship by means of descent or, legal registration under the status of father, mother, spouse, brothers and sisters, and children, The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the company or its subsidiary.
4. Is not or has never been the auditor of the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of company, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company unless the foregoing status ended at least 2 years prior to the date of appointed as an independent director.
5. Have no or never had business relationship with the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholders, or controlling parties of any person having business relationship with the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the company unless the foregoing status ended at least 2 years prior to the date of appointed as an independent director.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower.

6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received service fee more than 2 million baht per year from the company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status at least 2 years prior to the date of appointed as an independent director.
7. Is not the director who is nominated to be the representative of directors of the company, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the company, or its subsidiaries, or is not significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the company, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the company.
10. After being appointed as the independent director, such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of company.

Where the person appointed by the company to be the independent director is the person who has or ever had the business relationship with or ever rendered professional service with higher service fees specified under the article (5) and (6), the Company, if the Board of Directors has considered that the appointment of such person does not affect the performance of duties and there is no interference in the independent opinion.
