



**Letter Invitation to 2020 Annual General Meeting
Phol Dhanya Public Company Limited.**

**Tuesday April 28, 2020
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 2020 Annual General Meeting

- 1) Letter Notification for Annual General Meeting of Shareholders, held on 28 April, 2020
- 2) Attachment for the Shareholders' Meeting
 - Enclosure 1 The 2020 AGM registration form with barcode and QR Code for scanning and downloading the 2019 Company's annual report, financial statements report and Sustainable Development Report
 - Enclosure 2 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 3 Brief Profile of the candidate for nomination as director
 - Enclosure 4 The Company Auditor's Information and Experience
 - Enclosure 5 Details of Independent Director for Proxy and ID's definition
 - Enclosure 6 Articles of Association of The Company's regarding to Shareholders Meeting
 - Enclosure 7 Map of the Shareholders Meeting Venue (Company address)
 - Enclosure 8 Proxy Form (Form A and Form B)
 - Enclosure 9 Details of Transportation for attending the Shareholder's Meeting
 - Enclosure 10 Annual Report 2019 Requisition Form

The company has published a list of documents relating to the 2020 Annual General Meeting of Shareholders on the Company's website: www.pdgth.com



QR Code for Annual Report and Meeting details

For more Information details:

Company Secretary Phol Dhanya Public Company Limited.

No. 1/11 Moo 3 Lamlukka road, Ladsawai, Lamlukka, Pathmthani 12150

Tel: (02) 791 0111 ext. 151, 206 Telefax: (02) 791 0100

Certification No. 107551000088

Date: March 9, 2020

Subject: Invitation Letter to attend the 2020 Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. The 2020 AGM registration form with a barcode and QR Code for scanning and downloading the 2019 company's annual report, financial statements report and sustainability report (Please fill in the form and bring for registration at the meeting)
2. Documents and evidence required for shareholder or proxy to attend the meeting
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 definition of ID
6. Articles of Associations of the company relating to the shareholder's meeting
7. Location Map where the shareholder's meeting take place (Company address)
8. Shareholder's Proxy Form (Form A and Form B)
9. Details of transportation for attending the Shareholder's Meeting
10. Annual Report 2019 Requisition Form

The Board of Directors of Phol Dhanya Public Company Limited ("the Company") resolved in the meeting No.2/2020 on February 20, 2020 to convene the 2020 Annual General Meeting of Shareholders held on Tuesday, April 28, 2020 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. (Location Map for the meeting venue is Enclosure 7)

Notice is hereby given;

1. The Company disclosed the previous minutes of the 2019 AGM on April 24, 2019 on the company website (www.pdgth.com) from May 7, 2019 and also posted via SET Portal to Shareholders to review recorded correctly and completely or suggestion for correction by June 7, 2019. However, there were no objection or requested and amendment.
2. The Company allowed the minor Shareholders to exercise their rights to put forward the 2020 AGM's agenda and nominate director candidates in advance during November 11, 2019-December 31, 2019 and disclosed the criteria SET Community Portal and the company's website (www.pdgth.com). However, there were no objection or requested and amendment.

The meeting's agenda is as follows:

Agenda 1 To Acknowledge the company operating results for 2019

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

Purposes and Rationale: The Company has summarized the operating results for 2019 along with the significant changes occurred during the year 2019 (details shown in Annual Report 2019) which is attached together with the notice letter invitation per details in Enclosure 1

The Board's Opinion: The Board has agreed to present on the Company's operating results for 2019 along with the significant changes that occurred during the year 2019.

Agenda 2 To consider and approve of the Audited Consolidated Financial Statements of the Company for the financial year end as of 31 December, 2019

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

Purposes and Rationale: Under Section 112 of the Public Limited Companies Act B.E.2535, the board of directors shall prepared the Annual Statements of Financial Position and Comprehensive Income Statements of the Company and Subsidiaries of the last day of the fiscal year of the Company to the shareholders for acknowledgement.

The 2019 Company's financial statements for the end of December 31, 2019 were audited by ANS Audit Co., Ltd. and reviewed by the Audit Committee and Board of Directors have considered and deemed them correct and adequacy, complete and sufficient pursuant to the generally accepted accounting standards, hereby by to propose that the Annual General Meeting of Shareholders to consider for approved the Statements of Financial Position and Statements of Comprehensive Income, and the Auditor's Report for the year end as of December 31, 2019 (as per details appeared in the Enclosure 1) A summary of the operating 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	
	2019	2018	2019	2018
Total Assets	567.15	652.12	546.01	622.23
Total Liabilities	266.16	379.14	252.21	354.95
Paid up Capital (million shares) ¹	202.50	202.50	202.50	202.50
Shareholders' Equity	302.29	274.28	293.80	267.28
Total Income	911.85	924.45	842.43	866.33
Total comprehensive income Profit (Loss) for the year	38.13	38.85	36.64	38.70
Profit (Loss) equity holders of the company	41.42	36.51	40.01	36.64
Profit (Loss) Earnings per share (baht/share)	0.20	0.18	0.20	0.18

Remark:^{/1} The Paid-up capital of amounts 202,500,232 baht from the total registered capital of amounts 210,500,232 baht.

The Company's financial statements are shown on the Annual Report 2019 included with the invitation to this meeting (QR Code) and shown in Enclosure 1.

The Board's Opinion: The Board has agreed to propose such to the Shareholders' meeting for consideration of approval the Company's financial statements for the end of 31 December, 2019 were audited by ANS Audit Co., Ltd. and reviewed by the Audit Committee and Board of Directors have considered and deemed them correct and adequacy completely.

Agenda 3 To consider and approve the allocation of net profit as legal reserve and dividend payment 2019

(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.

In 2019, the Company had net profit amounted of 40.01 million baht, earning per share of 0.20 baht. After consideration of the Company's overall performances. Financial statements for the accounting year ended on December 31, 2019 and dividend payment policy, the Company has no accumulated loss, the financial liquidity ratio at the appropriate level for business operations. The Board deemed its appropriate to propose to the AGM to approved the dividend payment for 2019 at rate 0.15 baht per share, in compliance with section 115 of the Public Limited Company Act B.E.2535 (including its amendments), and the Company's article of association (as per details appeared in Enclosure 6). The dividend are as follow:-

1. The Interim dividends for the first half of 2019 operating results

The Company, by the Resolutions of the Board of Directors' meeting no.7/2019 dated August 9, 2019 paid the interim dividends rate 0.05 baht per share, totaling 10.13 million baht, representing 70.69% of net profit of separate financial statement, the dividend were paid on September 6, 2019 and allocate net profit to legal reserve amounting to 0.72 million baht.

2. The dividends for the second half of 2019 operating results

2.1 Allocate net profit to legal reserve 5% of net profit in the year 2019, amounting 2 million baht. The Company has already reserved legal reserve of 0.72 million baht, therefore the remaining reserve is allocated 0.72 million baht.

2.2 The Dividend payment at the rate 0.15 baht per share from the amount of paid-up ordinary share of 202,500,232 shares, totaling not exceeding 30.38 million baht, in compliance with the Company's policy. Therefore the company has paid the interim dividend at rate 0.05 per share, the remaining payment at rate 0.10 baht per share, totaling 20.25 million baht.

The dividends are paid from the net profit which is subject to corporate income tax at the rate of 20 percent and ordinary shareholders in the category of individuals can request for a tax credit of 20/80 of the dividends paid under the section 47bis of the revenue code.

2.3 The Board has set the Record Date for the rights to receive the dividend payment on March 6, 2020. The dividend will be payable on May 20, 2020.

Previous Dividend payments from the separate financial statement as follow:

Separate Financial	2019	2018
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (Loss) (million baht)	40.01	36.64
3. Total shares (million shares) ¹	202.50	202.50
4. Earnings per share (baht/share)	0.20	0.18
5. Dividend per share (baht/share)	0.15	-
5.1 Interim dividend (1 January -30 June)	0.05	-
5.2 Cash dividend (1 July -31 December)	0.10	-
6. Total dividend payment net exceeding (million baht)	30.38	-
7. Dividend payout ratio compared to net (loss) income (%)	75.95	-
8. Legal reserve for year 2019 ² (million baht)	2.00	-
9. Capital Registration (million baht)	210.50	250.99
10. Percentage of Legal reserve (%)	0.50	0.00

Remarks: ¹ By weighted average number of ordinary shares 202,500,232 shares of total ordinary shares 210,500,232 shares at par value of 1.00 Baht.

² The 2019 AGM on April24, 2019 passed a resolution approving the transfer of legal reserve (16.20mb) and share premium (137.84mb) to settle the accumulated loss of 89.26 million baht, the remaining balance The value of ordinary shares in the amount of 64.78 million baht.

The Board's Opinion: The Board deemed appropriate to propose the Annual General Meeting of Shareholders to approve the legal reserve of amount 2 million baht and the dividend payment for the 2019 Company's operating results. The dividend will be paid at the total rate 0.15 baht per share not exceeding 30.38 million baht, or 75.95 percent of the 2019 net profits and appropriate to allocate legal reserve of amount 2 million baht.

However, on September 2019 the Company already paid the interim dividends for the first half of 2019 operating results at 0.05 baht per share, so the dividend for the second half of the 2019's will be paid at rate 0.10 baht per share (about 20.25 million baht).

Agenda 4 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 2020 There are 3 (three) directors to retired by their rotation, namely:

- | | |
|------------------------------------|----------------------|
| 1. Mr. Noppadol Dheerabutrtrongkul | Independent Director |
| 2. Mr. Santi Niamnil | Independent Director |
| 3. Mr. Teeradej Jarutangtrong | Director |

In accordance the Good Corporate Governance, the Company allowed the minor shareholders to exercise their rights to proposed director candidates for being considered to be elected as directors in advance during November 11, 2019-December 31, 2019 and disclosed the criteria through SET Link and the company's website (www.pdgth.com). However, there were no anyone to propose the nominated person to the company.

The Nominating and Compensating Committee (excluding any directors considered having conflicts of interest) has considered under the nomination criteria and procedures, which are detailed in the Annual Report 2019 (Enclosure No.1 Management Structure Section), by considering the structure of the Company's director and the qualifications of director in various fields by individually, those three directors have qualification required under the Public Limited Companies Act. B.E.2535 (including its amendment), the Securities and Exchange Act. B.E.2535 (including its amendment), regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand and Company regulations, is knowledge, capable, diverse experience perform duty of care, prudence and honest to the best of ability, provide useful suggestion for business operation.

Mr.Noppadol Dheerabutrtrongkul independent director, if to be re-elected for another term, will be 16 years which is longer than 9 years not relied on good corporate governance principles. The Board's opinion that Mr.Noppadol Dheerabutrtrongkul being independently from the management, no business relationship with the company in a way that will cause restrictions on expressing independent opinions, expertise in accounting and financial, sufficient experience in reviewing the reliability of financial statements and appropriate and effective internal control system. Therefore, suitable qualifications as an independent director of the company. Mr.Santi Niamnil, 7 years term of independent director, possessing knowledge and expertise

in law able to provide beneficial opinions and recommendations to the company, both independent directors qualified by the SEC and SET's criteria announced and the company's definition of independent directors, freely opinions.

Mr. Teeradej Jarutangtrong, non-executive director (Authorized director) knowledge, expertise and experience directly related, value suggestions that are useful for the company's business.

Therefore its recommend to nominate all 3 directors who will retire by rotation to the Board of Directors to approve and propose to the AGM to consider re-election to retain their directorship for another term.

(Brief profiles of the persons nominated to be the director and the Company's independent director definition are attached in Enclosure 3 & 5)

The Board's Opinion: The Board of directors (excluding any directors considered having conflicts of interest) as recommended by the Nominating and Compensating Committee, who thoroughly considered and scrutinized carefully those 3 nominated directorial candidates who will retired by rotation were in line with regulations, the Corporate governance and the Company's articles of association, expertise and experience in various profession which will be benefit and consistent with the business strategy, morality and ethics & integrity, perform duties with care and loyalty, dedicate their time and duty to the best of your ability. For the former independent directors (no. 1 and no. 2), their performance and dedications in the past are also considered. Therefore it was deemed appropriate to proposed the Shareholder's Meeting to re-election of three(3) nominated directorial candidates to retain their directorship for another term

Remarks: Therefor details of the Board of Director's responsibility has shown in the Annual Report 2019 ("Management Structure" section) which submitted together with the letter invitation (Enclosure 1)

Agenda 5 To consider the remuneration of director for 2020

(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 and procedure for determining remuneration for directors and bonus, transparent process which

has been approved by the board of directors and propose to the shareholders for approval, relied on good practices for considering remuneration of directors issued by Thai Institute of Directors (IOD) as follows:

- 1) Categorize director remuneration into 2 parts: monthly fee and meeting allowance per time.
- 2) Determine remuneration by considering scope of accountability and size of its business including expertise and experience of the committee.
- 3) Determine remuneration by looking at the company's performance and size of its business and comparing with other companies' standard in the same industry with similar business.
- 4) Determine remuneration by motivation and considering the persuasion competency to invite qualified person to become company's directors.
- 5) Determine remuneration of Chairman of the Board of Directors and Chairman of sub-committee to paid more monthly fee relied on their scope.
- 6) The Sub-committee such as; Audit Committee Nominating and Compensating Committee and Risk Management Committee, especially meeting allowance per time (both non-executive director and executive director)

Therefore, the Nominating and Compensating Committee thoroughly considered the remuneration and bonus of the Company's director and deemed its appropriate to propose to the Board for consider and proposed to the Shareholder's meeting as follows:

The Board of Director		
Remuneration	2020¹(Proposed year)	2019 (Past year)
1. Monthly fee ² (baht/month)		n/a
- Chairman	25,000	
- Director (non-executive)	12,000	
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	22,500	22,500
- Director	15,000	15,000
3. Directors' Bonus	2.5% of dividend payment to Shareholders	1.25 MB ⁴ (combined meeting allowance 1.94 MB, totaling remuneration 3.19 MB, not exceeding 5MB)
	<p><u>Criteria:</u> To determine director's bonus payments as well as last year, allocated to The Chairman of 1.5 parts and all directors (both non-executive director and executive director) 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 during the year except in case of the period are less than 2 months, no bonus.</p>	
4. Other benefits	n/a	n/a

The Sub-Committee

Audit Committee		
Remuneration	2020¹ (Proposed year)	2019 (Past year)
1. Monthly fee ² (baht/month)		n/a
- Chairman	20,000	
- Director	n/a	
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
The Nominating and Compensating Committee		
1. Monthly fee ² (baht/month)		n/a
- Chairman	15,000	
- Director	n/a	
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
Risk Management Committee		
1. Monthly fee ² (baht/month)		n/a
- Chairman	15,000	
- Director	n/a	
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
Total Amounts (baht/year)	not exceeding 5MB	not exceeding 5MB

Remarks:

¹ To Approval of the 2020 Annual General Meeting shareholders held on April 28, 2020 which shall be effective from the resolution of the 2020 AGM onward.

² Monthly fee; only for non-executive director, in case of the directors holding more than 1 position receive the highest monthly fee to be paid.

³ Meeting allowance to be paid for the director who attending (per attendance/person)

⁴ Bonus 2019; rate 2.5% from dividend payment plus 10% of excess from net profit 2018

⁵ The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee and Risk Management Committee

(details attached together with the notice letter invitation shown in the Annual Report 2019 per Enclosure 1 “Management Structure”)

The Board’s Opinion: The Board of Directors has carefully considered the Director’s remuneration, taking into the Director’s performance, Company’s performance, the dividend allocation paid to the shareholders, and comparing with other companies in the same industry standard, agree to propose to the Annual General Meeting of Shareholders to consider and approve the Director’s Remuneration for year 2020 and Bonus 2019, details as follow:

Agenda 6 To consider the appointment of the auditor and determine their remuneration for year 2020

(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 consider and nominated an auditor by its expertise, experience and audit performance is in accordance with the plan, independently, including audit fee that are consistent with the workload, compared with other listed companies of the same size, propose to appoint ANS Audit Co., Ltd. as the Company’s Auditor for 2020 (the eight consecutive years) namely; Mr. Sathien Vongsnan CPA no. 3495 or Mr. Atipong Atipongsukul CPA.no. 3500 or Ms. Kulthida Pasurakul CPA no. 5946 or Ms. Panita Chotesaengmaneeekul CPA no. 9575. In the event that the above auditor cannot perform his/her work, ANS Audit Company Limited shall seek other auditors in the same office, have been approved in accordance with the SEC notification 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 1,565,000 were including subsidiaries company same as previously and no other non-service fee except the audit fee, Although the auditors of foreign subsidiaries are not affiliated with the same audit office, the Board will ensure that the financial statements can be completed on time.

(see the information about the Company’s Auditor details is shown on Enclosure 4)

Comparison Information of the Auditors Remuneration of the Company

Amount: Baht

Audit Fee	2020	2019
1) Auditor’s Fee		
- Phol Dhanya Public Company Limited.	1,048,000	1,048,000
2) Subsidiaries’ Fee		
- PD Genesis Engineering Co., Ltd.	5,000	5,000
- Phol Palladium Co., Ltd.	252,000	252,000
- Phol Water Co., Ltd.	253,000	253,000

- Pholdhanya (Cambodia) Co., Ltd. Specific the communications with the Subsidiaries company at Cambodia country	7,000	7,000
3) Others service (Non-audit fee)	-	-
Total Audit Fee (Baht)	1,565,000	1,565,000

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 2020 and proposed the Auditing fee in amounts Baht 1,565,000 which included subsidiaries company, same as previously and no other non-service fee except the audit fee, Auditor's name as below:-

1. Mr. Sathien Vonsnan CPA No. 3495 and/or
2. Mr. Atipong Atipongsukul CPA No. 3500 and/or
3. Ms. Kulhida Pasurakul CPA No. 5946 and/or
4. Ms. Panita Chotesaengmaneekul CPA No. 9575

Agenda 7 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.com). It appears that none of the proposed agenda.

The company has fix Record Date on March 6, 2020 to entitle rightful shareholders to attend the 2020 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 A. and Form B) as appeared in Enclosure 8 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 sent by post directly to company, prior to the convening of the meeting. (affix 20 baht duty stamp company provided)

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). Any shareholders, unable to attend the meeting, may grant a proxy to another person or to a Company's Independent Director (name and brief profile listed in Enclosure 5) to attend the meeting and vote on behalf of the shareholder by filling up a proxy to attend the meeting in Enclosure 8.

The Shareholder or Proxy must present the Registration form with barcode printed as in Enclosure 1 and proxy form with required evidences (in case of proxy granting) at the registration desk; otherwise, the shareholder will not be entitled to attend the meeting.

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

We would like to invite all shareholders to attend the 2020 Annual General shareholders' Meeting to be held on Tuesday, April 28, 2020 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 at 12a.m. onwards.

Please be informed accordingly.

Yours faithfully,

By the order of the Board of Directors



Assoc.Prof. Ekachidd Chungcharoen, Ph.D.

Chairman

**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 not 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 Foreign Shareholders/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 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 Tuesday, 28 April 2020 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

History of directors/persons who are considered to be appointment as directors to replace of those retire by rotation

Name	: Mr. Noppadol Dheerabutrpongkul	
Age	: 53	
Nationality	: Thai	
Position	: Independent Director/Chairman of Audit Committee/ Nomination and Compensation Committee	
Proposed Position	: Independent Director	
First Appointment	: September 12, 2007	
No. of years of Directorship	: 16 years upon resolve to the Company's Director (April 2023)	
Ownership in securities issued (As December 31, 2019)	: Personally 30,000 shares Spouse and minor children - None - (representing 0.01% of total issued share)	
Family relationship to the Management or Major shareholders of the Company or its' subsidiaries	: None	
Education	: - Master of Science (Finance), University of Colorado at Denver - Bachelor of Accounting, Thammasat University - Certified Public Accountant (CPA) 4570	
Training Program	: Training programs of Thai Institute of Directors (IOD) - Role of the Nominating and Governance Committee (RNG) class 3/2012 - Audit Committee Program (ACP) class 23/2008 - Director Accreditation Program (DAP) class 68/2008	
Experiences	: 2020 - Present Independent Director /Chairman of Audit Committee, Decoplus Industry CO.,Ltd. 2019 - Present Independent Director /Chairman of Audit Committee/ Nomination and Compensation Committee, Sunshine International Company Limited. 2018 - Present Chairman of Audit Committee, BJC Heavy Industries Plc. 2017 - Present Chairman of Audit Committee, Phol Dhanya Plc. 2016 - Present Nomination and Compensation Committee, Phol Dhanya Plc. 2013- Present Independent Director /Audit Committee, BJC Heavy Industries Plc. 2007 - Present Independent Director /Audit Committee, Phol Dhanya Plc. 2007 - Present Executive Director IFAC Co., Ltd. 2013- 2014 Audit Committee, Zemash Corporation Co., Ltd.	

2011 - 2013	Independent Director /Audit Committee BJC Heavy Industries Co., Ltd.
2005 - 2007	Business Controller, Siam City Cement Plc.

Other directorship position / Other position at present

- **Other listed company** : 1 company
 - Chairman of Audit Committee, BJC Heavy Industries Plc.
- **Non-listed company** : 3 companies
 - Independent Director/Chairman of Audit Committee, Decoplus Industry CO.,Ltd.
 - Independent Director /Chairman of Audit Committee/ Nomination and Compensation Committee, Sunshine International Company Limited
 - Executive Director IFAC Co., Ltd.
- **Other Organizations that may have conflict of interest to the Company** : None

Meeting Attendance in 2019

	Attendance / Total Meeting	%
• Board of Director	10/10	100%
• Audit Committee	6/6	100%
• Nomination and Compensation Committee	3/3	100%
• AGM	1/1	100%

Additional qualifications for nominated independent directors


(Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years)

Relation	Qualification	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being a professional service provider (i.e., auditor, lawyer)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having the significant business relations that may affect the ability to perform independently	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
4. Having family relationship to the directors of the Company	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
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

Have a conflict of interest in any matter to be consider at the Agenda of the 2020 Shareholders' Meeting:

- 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.

History of directors/persons who are considered to be appointment as directors to replace of those retire by rotation

Name	: Mr. Santi Niannil	
Age	: 51	
Nationality	: Thai	
Position	: Independent Director/ Audit Committee	
Proposed Position	: Independent Director	
First Appointment	: May 10, 2016	
No. of years of Directorship	: 7 years upon resolve to the Company's Director (April 2023)	
Ownership in securities issued (As December 31, 2019)	: Personally - None - Spouse and minor children - None -	
Family relationship to the Management or Major shareholders of the Company or its' subsidiaries	: None	
Education	: - Bachelor of Laws, Ramkhamhaeng University - Attorney-At-Law License 995/2537	
Training Program	: Training programs of Thai Institute of Directors (IOD) - Audit Committee Forum "Strategic Audit Committee: Beyond Figure and Compliance" - Director Accreditation Program (DAP) class 80/2009	
Experiences	: 2018 - Present Attorney-At-Law, Thammacoop Law Co., Ltd. 2016 – Present Independent Director/Audit Committee, Phol Dhanya Plc 2015 - 2018 Attorney-At-Law, B&P Law Ltd. 2009 - Present Independent Director/Audit Committee, Sanko Diecasting (Thailand) Plc. 2004 - 2015 Partner, Attorney-At-Law. Anek & Associates Lawyers Co., Ltd. 2003 – 2015 Managing Director , Anek Advocate Co., Ltd. 2003 – 2013 Director, Yusen Air & Sea Service Management (Thailand) Co., Ltd. 1995 - 2003 Attorney-At-Law. Anek & Associates Lawyers Co., Ltd.	
Other directorship position / Other position at present		
• Other listed company	: 1 company - Independent Director/Audit Committee, Sanko Diecasting (Thailand) Plc.	
• Non-listed company	: 1 company Attorney-At-Law, Thammacoop Law Co., Ltd.	
• Other Organizations that may have conflict of interest to the Company	: None	

Meeting Attendance in 2019

	Attendance / Total Meeting	%
• Board of Director	10/10	100%
• Audit Committee	6/6	100%
• AGM	1/1	100%

Additional qualifications for nominated independent directors

(Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years)

Relation	Qualification	
1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Being a professional service provider (i.e., auditor, lawyer)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having the significant business relations that may affect the ability to perform independently	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
4. Having family relationship to the directors of the Company	<input type="checkbox"/> Have	<input checked="" type="checkbox"/> None
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

Have a conflict of interest in any matter to be consider at the Agenda of the 2020 Shareholders' Meeting:

- 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.

Remark: Definition of Independent Director is appeared in Enclosure 5

History of directors/persons who are considered to be appointment as directors to replace of those retire by rotation

Name	: Mr. Teeradej Jarutangtrong	
Age	: 67	
Nationality	: Thai	
Position	: Director/Chairman of Risk Management Committee	
Proposed Position	: Director	
First Appointment	: September 12, 2007	
No. of years of Directorship	: 16 years upon resolve to the Company's director (April 2023)	
Ownership in securities issued (As December 31, 2019)	: Personally 1,250,000 shares Spouse and minor children 8,551,250 shares (representing 4.84% of total issued share)	
Family relationship to the Management or Major shareholders of the Company or its' subsidiaries	: None	
Education	: - Bachelor of Engineering, Chulalongkorn University	
Training Program	: Training programs of Thai Institute of Directors (IOD) - How to Develop a Risk Management Plan (HRP) class 10/2016 - Anti-Corruption for Executive Program class 14/2015 - Director Accreditation Program (DAP) class 68/2008	
Experiences	: 2014 - Present Chairman of Risk Management Committee, Phol Dhanya Plc. 2013 - Present Chairman of the Board, Phol Palladium Co., Ltd. 2007 - Present Director, Phol Dhanya Plc. 2007 - Present Director, Aegle Safety Equipment (Shanghai) Co., Ltd 2005 - Present Director, Aegle Alliance Pte., Ltd. 2006 - 2019 Director, Guzz Media Co., Ltd. 2013 Vice Chairman of Executive Committee, Phol Dhanya Plc. 2012 - 2013 Chairman of Sub-Risk Management Committee, Phol Dhanya Plc. 2007 - 2012 Managing Director, Phol Dhanya Plc. 2004 - 2008 Director, PDC Supply Co., Ltd. 2003 - 2008 Director, PDA Supply Co., Ltd / PDR Supply Co., Ltd. 2001 - 2008 Director, Palladium Intertrade Co., Ltd 1993 - 2008 Director, PD Progress Co., Ltd. 1988 - 2008 Director, Personal Safety Co., Ltd. 2001 - 2007 Managing Director, PDS International (Thailand) Co., Ltd.	

2004 - 2006 Chairman of the Board, Aegle Safety Equipment
(Shanghai) Co., Ltd.

Other directorship position / Other position at present

- **Subsidiary company** : 1 company
- Chairman of the Board, Phol Palladium Co., Ltd.
- **Other listed company** : None
- **Non-listed company** : 2 companies
- Director, Aegle Safety Equipment (Shanghai) Co.,Ltd.
- Director, Aegle Alliance Pte. Ltd.
- **Other Organizations that may have conflict of interest to the Company** : None

Meeting Attendance in 2019

	Attendance / Total Meeting	%
• Board of Director	10/10	100%
• Risk Management Committee	5/5	100%
• AGM	1/1	100%

Additional qualifications

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

Have a conflict of interest in any matter to be consider at the Agenda of the 2020 Shareholders' Meeting:

- 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.

Brief Profile of the Auditors, nominated to Auditor for 2020
ANS Audit Co., Ltd.

 100/72, 22th 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. Mr. Sathien Vongsnan</p> <p>Age 59 years</p> <p>CPA No. 3495</p> <p>Position: Parter</p> <p>ANS Audit Co., Ltd.</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>Khum Sathien is an approved auditor by the SEC. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.</p> <p>Signatory of financial statements of the Company : Yes / 6 years (2018 and 2011-2015)</p> <p>Shareholding structure in the Company: -None-</p> <p>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence : -None-</p>
<p>2. Mr. Atipong Atipongsukul</p> <p>Age 60 years</p> <p>CPA No. 3500</p> <p>Position: Partner</p> <p>ANS Audit Co., Ltd.</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>Khum Atipong is an approved auditor by the SEC. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.</p> <p>Signatory of financial statements of the Company : Yes / 1 year (year 2010)</p> <p>Shareholding structure in the Company: -None-</p> <p>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence : -None-</p>

Auditors' Name	Auditor's Profile
<p>3. Ms. Kultida Pasurakul</p> <p>Age 47 years</p> <p>CPA No. 5946</p> <p>Position: Partner</p> <p>ANS Audit Co., Ltd.</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>Khum Kultida is an approved auditor by the SEC. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.</p> <p>Signatory of financial statements of the Company : Yes / 2 years (year 2016-2017)</p> <p>Shareholding structure in the Company : -None-</p> <p>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence : -None-</p>
<p>4. Ms. Panita Chotesaengmaneeekul</p> <p>Age 39 years</p> <p>CPA No. 9575</p> <p>Position: Partner</p> <p>ANS Audit Co., Ltd.</p> <p>Signed the financial statements of the company in 2019</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. <p>Khum Panita is an approved auditor by the SEC. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.</p> <p>Signatory of financial statements of the Company : Yes / 1 year (year 2019)</p> <p>Shareholding structure in the Company: -None-</p> <p>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence : -None-</p>

Details of Independent Director (Proxy for Shareholders)

<p>Name : Mr. Noppadol Dheerabutrongsul</p> <p>Position : Independent Director/Chairman of Audit Committee and Nomination and Compensation Committee</p> <p>Age : 53</p> <p>Nationality : Thai</p> <p>No. of years The Board : 12 Year 3 Month (As December 31, 2019)</p> <p>Number of Shares Held : 30,000 Shares (included person under Section 258)</p> <p>(As December 31, 2019) 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, Decoplus Industry Co.,Ltd.</p> <p style="margin-left: 20px;">2019 - Present Independent Director /Chairman of Audit Committee/ Nomination and Compensation Committee, Sunshine International Company Limited</p> <p style="margin-left: 20px;">2018 - Present Chairman of Audit Committee, BJC Heavy Industries Plc.</p> <p style="margin-left: 20px;">2017 - Present Chairman of Audit Committee, Phol Dhanya Plc.</p> <p style="margin-left: 20px;">2016 - Present Nomination and Compensation Committee, Phol Dhanya Plc.</p> <p style="margin-left: 20px;">2013 - Present Independent Director /Audit Committee, BJC Heavy Industries Plc.</p> <p style="margin-left: 20px;">2007 - Present Independent Director /Audit Committee, Phol Dhanya Plc.</p> <p style="margin-left: 20px;">2007 - Present Executive Director IFAC Co., Ltd</p> <p style="margin-left: 20px;">2013 - 2014 Audit Committee, Zemash Corporation Co., Ltd.</p> <p style="margin-left: 20px;">2011 - 2013 Independent Director /Audit Committee BJC Heavy Industries Co., Ltd</p> <p style="margin-left: 20px;">2005 - 2007 Business Controller, Siam City Cement Plc.</p>	
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Have a special conflict of interest in every agenda to be consider at the 2020 Shareholders' Meeting:

- Agenda 4. To consider and approve the appointment of directors replacement those retired by rotation

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".

Details of Independent Director (Proxy for Shareholders)

Name	:	Mr. Santi Niamnil	
Position	:	Independent Director and Audit Committee	
Age	:	51	
Nationality	:	Thai	
No. of years The Board	:	3 Year 8 Month (As December 31, 2019)	
Number of Shares Held (As December 31, 2019)	:	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	:	2018 - Present Attorney-At-Law, Thammacopt Law Co., Ltd. 2016 - Present Independent Director /Audit Committee, Phol Dhanya Plc. 2009 - Present Independent Director/Audit Committee, Sanko Diecasting (Thailand) Plc. 2015 - 2018 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 special conflict of interest in every agenda to be consider at the 2020 Shareholders' Meeting:

- Agenda 4. To consider and approve the appointment of directors replacement those retired by rotation

Details of Independent Director (Proxy for Shareholders)

Name	: Dr. Pallapa Ruangrong	
Position	: Independent Director and Audit Committee	
Age	: 66	
Nationality	: Thai	
No. of years The Board	: 2 Year 8 Month (As December 31, 2019)	
Number of Shares Held (As December 31, 2019)	: None	
Address	: No. 699 Soi Ladprao 62, Ladprao road, Wangthonglang, Bangkok 10310	
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	
Training	: Training programs of Thai Institute of Directors (IOD) - Director Certification Program (DCP) class 17/2002	
Work Experience	: 2019 - Present Director, Earth Tech Environment Plc. 2019 - Present Chairperson of Agricultural and Natural Resources State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee 2018 - Present Chairperson of Revolving Funds Performance Appraisal Sub-committee 2017 - Present Independent Director /Audit Committee, Phol Dhanya Plc. 2016 - Present Member of State-owned Enterprise Performance Appraisal Committee 2017 - 2019 Member of Transportation State-owned Enterprise Problem Remedy Working Group 2016 - 2019 Chairperson of Transportation State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee 2013 - 2016 Transportation State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee 2008 - 2014 Commissioner, Energy Regulatory Commission 2006 - 2008 Director, State Enterprise Development Division State Enterprise Policy Office, Ministry of Finance 2006 - 2007 Board Member, State Railway of Thailand 2003 - 2011 Board Member, District Cooling System and Power Plant Co., Ltd. 2001 - 2003 Board Member, Eastern Water Resources Development and Management Plc. 2000 - 2004 Board Member, Provincial Waterworks Authority	

Have a special conflict of interest in every agenda to be consider at the 2020 Shareholders' Meeting:

- None

Definition of Independent Directors:

1. holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, its parent 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 performance of the company business counterparty. After being appointed, independent directors may be delegated authorization power from 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.

Articles of Association of The Company's Vote Counting Rules which Relating to

The General Shareholder's Meeting 2020

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.

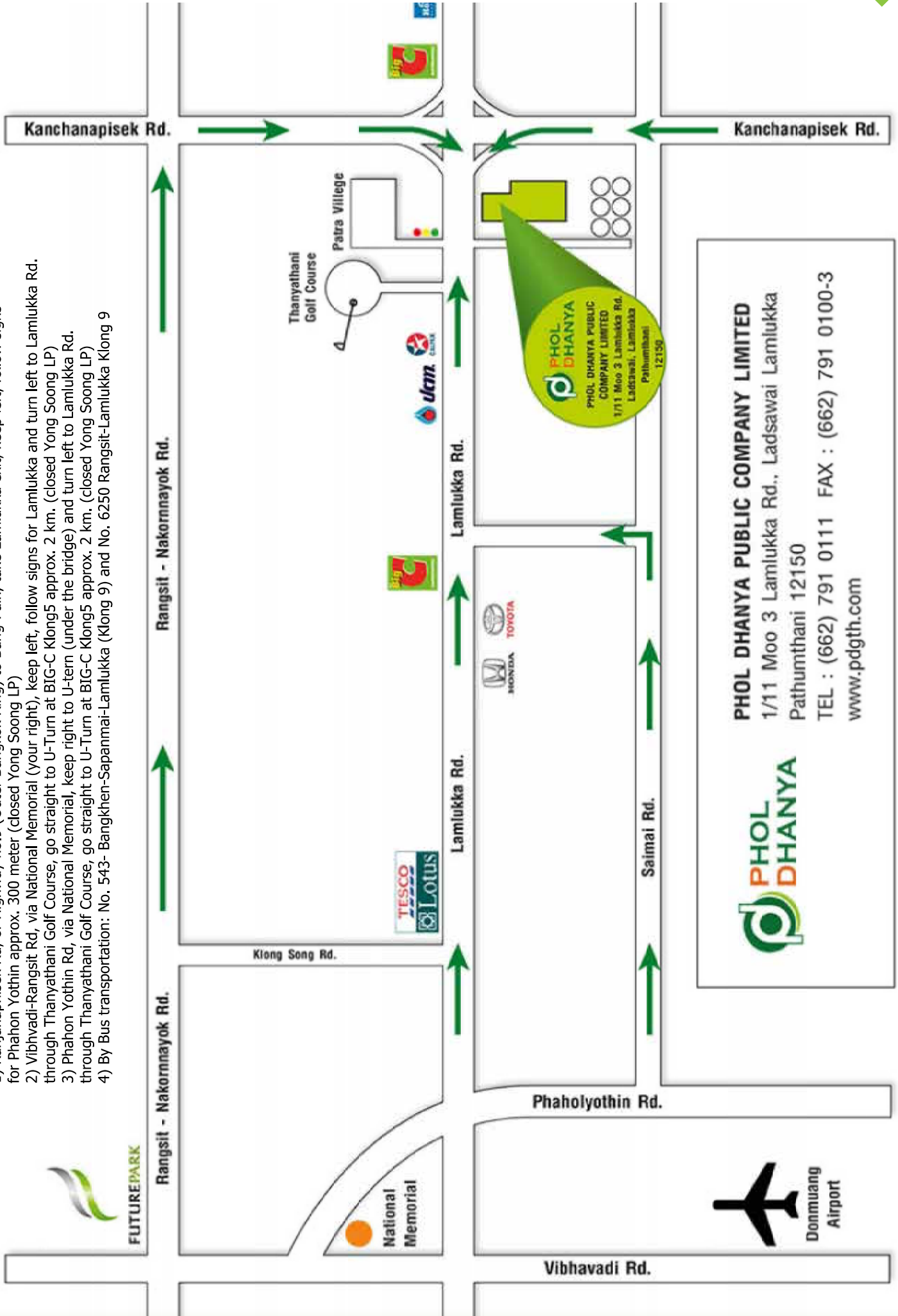
Dividends must be shared according to number of shares at an equal amount per share.

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) Vibhadi-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-tern (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- Bangkhen-Sapanmai-Lamlukka (Klong 9) and No. 6250 Rangsit-Lamlukka Klong 9



ผู้รับมอบฉันทะที่มาประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person

หนังสือมอบฉันทะ แบบ ก. (Proxy Form A)
แบบทั่วไปซึ่งเป็นแบบง่ายและไม่ซับซ้อน
(A General and Simple Proxy Form)

อากรแสตมป์
20 บาท
Duty Stamp
20 Baht

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 ผลธัญญา 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

(2) 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

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 28 เมษายน 2563 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนน ล้าลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. นายนพดล วีระบุตรวงศ์กุล อายุ 53 ปี ที่อยู่: 21/51 หมู่ที่ 2 ถ.พุทธมณฑลสาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพฯ 10170

Mr. Noppadol Dheerabutrongsukul age 53 years address: 21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170

2. นายสันติ เนียมนิล อายุ 51 ปี ที่อยู่: 99/719 หมู่ 8 ต.บางรักพัฒนา อ.บางบัวทอง จ.นนทบุรี 11110

Mr. Santi Niarnnil age 51 years address: 99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110

3. ดร.พัลลภา เรืองรอง อายุ 66 ปี ที่อยู่: 699 ซอยลาดพร้าว 62 แขวงและเขตวังทองหลาง กรุงเทพฯ 10310

Dr. Pallapa Ruangrong age 66 years address: 699 Soi Lad Phrao 62 ,Wang Thonglang, Wang Thong Lang, Bangkok 10310



Appoint anyone of the above as me/our proxy holder independent directors one of them as my/our proxy to attend behalf at the meeting of the 2020 Annual General Meeting of Shareholders held on Tuesday 28th April, 2020 at 2.00 p.m. 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 5)

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

All acts performed by the Proxy during the course of the meeting shall bind me/us if I/we performed such act.

กรุณาแนบสำเนาบัตรประชาชน
พร้อมเซ็นรับรองสำเนาถูกต้อง
Please enclose a certified copy of ID

ลงนาม ผู้มอบฉันทะ
Signature (_____) Grantor

ลงนาม ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงนาม ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงนาม ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หมายเหตุ/Remark:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

ผู้รับมอบฉันทะที่มาร่วมประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person

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 ผลชัยยูนิ 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 2563 ในวันอังคารที่ 28 เมษายน 2563 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. นายนพดล ชีระนุดวงศ์กุล อายุ 53 ปี ที่อยู่: 21/51 หมู่ที่ 2 ถ.พุทธมณฑลสาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพฯ 10170
Mr. Noppadol Dheerabutrvongkul age 53 years address: 21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170
2. นายสันติ เนียมนิล อายุ 51 ปี ที่อยู่: 99/719 หมู่ 8 ต.บางรักพัฒนา อ.บางบัวทอง จ.นนทบุรี 11110
Mr. Santi Niamnil age 51 years address: 99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110
3. ดร.พัลลภา เรืองรอง อายุ 66 ปี ที่อยู่: 699 ซอยลาดพร้าว 62 แขวงและเขตวังทองหลาง กรุงเทพฯ 10310
Dr. Pallapa Ruangrong age 66 years address: 699 Soi Lad Phrao62 ,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 2020 Annual General Meeting of Shareholders held on Tuesday 28th April, 2020 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 5)

(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** เพื่อรับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2562
 Agenda No.1 To acknowledgement the Company's Operating Results 2019
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2** พิจารณานอมนิติงบการเงินรวมของบริษัท และบริษัทย่อย สำหรับรอบปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2562
 Agenda No.2 To consider and approve of the Audited Consolidated Financial Statements of the Company for the financial year end as of 31 December, 2019
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 3** พิจารณานอมนิติจัดสรรกำไรสุทธิ เพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2562
 Agenda No.3 To consider and approve the allocation of net profit as legal reserve and dividend payment 2019
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4** พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
 Agenda No.4 To consider and approve the appointment of directors replacement those retired by rotation
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes 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 (โดยอมนุติเป็นรายบุคคล)
 To consider electing directors in place of those to be retired by rotation (appoint by individual person)
 ก) เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด
 Approve the appointment of all directors
 ข) เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
 Approve the appointment of each individual director as follows:
- 4.1 นายนพดล ธีระบุตรวงศ์กุล (Mr. Noppadol Dheerabutrongsul)**
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 4.2 นายสันติ เนียมนิล (Mr. Santi Niamnil)**
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 4.3 นายธีรเดช จารูตั้งตรง (Mr. Teeradej Jarutangtrong)**
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 5** พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2563
 Agenda No.5 To consider the remuneration of director for 2020
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 6** พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2563
 Agenda No. 6 To consider the appointment of auditors of the Company and determine their remuneration for 2020
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 7** เรื่องอื่น ๆ (ถ้ามี)
 Agenda No.7 Other matters (if any)
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____

Other statements or evidences (if any) of the proxy

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น เมื่อดูคง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 ผลชัยฉะ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 28 เมษายน 2563 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่พึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For The 2020 Annual General Meeting of Shareholders held on Tuesday 28th April, 2020 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.....

หนังสือมอบฉันทะ (แบบ ค.) Proxy (Form C)
 (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)
 ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
 (The Form for foreign shareholders who have custodians in Thailand only)

อาคารแสตมป์
or
Duty Stamp
20 Baht

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....
 Shareholder's Registration No. Written at

วันที่.....เดือน.....พ.ศ.....
 Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....
 I/We Nationality
 สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....
 Address Road Sub-District
 อำเภอ/เขต.....จังหวัด.....ไปรษณีย์.....
 District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
 As the custodian of shareholder's name

ซึ่งเป็นผู้ถือหุ้นของบริษัท ผลชัยยะ จำกัด (มหาชน) / Being a shareholder of Phol Dhanya Public Company Limited.
 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

(2) ขอมอบฉันทะให้/ Hereby appoint

1. ผู้แทนของผู้ถือหุ้นเป็นผู้รับมอบฉันทะ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)
 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 เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนประชุม
 สามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 28 เมษายน 2563 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา
 ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายละเอียดต่อ ไปนี้ (รายละเอียดประวัติ
 กรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. นายนพดล ธีระบุตรวงศ์กุล อายุ 53 ปี ที่อยู่: 21/51 หมู่ที่ 2 ถ.พทุทมนทลสาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพฯ 10170
 Mr. Noppadol Dheerabutrvongkul age 53 years address: 21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170
 2. นายสันติ เนียมนิล อายุ 51 ปี ที่อยู่: 99/719 หมู่ 8 ต.บางรักพัฒนา อ.บางบัวทอง จ.นนทบุรี 11110
 Mr. Santi Niannil age 51 years address: 99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110
 3. ดร.พัลลภา เรืองรอง อายุ 66 ปี ที่อยู่: 699 ซอยลาดพร้าว 62 แขวงและเขตวังทองหลาง กรุงเทพฯ 10310
 Dr. Pallapa Ruangrong age 66 years address: 699 Soi Lad Phrao 62, Wang Thonglang, Wang Thong Lang, Bangkok 10310

Appoint anyone of the above as me/our proxy holder or independent director one of them as my/our proxy to attend and vote on my/our
 behalf at the meeting of the 2020 Annual General Meeting of Shareholders held on Tuesday 28th April, 2020 at 2.00p.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 5)

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

I authorize my proxy to attend and vote in the Meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
 Grant Proxy the total amount of shares holding and entitled to vote
 มอบฉันทะบางส่วน คือ
 Grant Partial shares of



<input type="checkbox"/>	หุ้นสามัญ.....หุ้น	มีสิทธิออกเสียงลงคะแนนได้เท่ากับ.....เสียง
	Ordinary share	shares and are entitled to vote equal to votes
<input type="checkbox"/>	หุ้นบุริมสิทธิ.....หุ้น	มีสิทธิออกเสียงลงคะแนนได้เท่ากับ.....เสียง
	Preferred share	shares and are entitled to vote equal to votes
	รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง	
	Total voting share of _____	Vote

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I authorize my Proxy to cast the votes according to my intentions as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2562

Agenda No.1 To acknowledgement the Company's Operating Results 2019

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 2 พิจารณานุมัติงบการเงินรวมของบริษัทและบริษัทย่อย สำหรับรอบปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2562

Agenda No.2 To consider and approve of the Audited Consolidated Financial Statements of the Company for the financial year end as of 31 December, 2019

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 3 พิจารณานุมัติจัดสรรกำไรสุทธิ เพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2562

Agenda No.3 To consider and approve the allocation of net profit as legal reserve and dividend payment 2019

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดต้องออกตามวาระ

Agenda No.4 To consider and approve the appointment of directors replacement those retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes 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) เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด Approve the appointment of all directors
- ข) เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้ Approve the appointment of each individual director as follows:

4.1 นายพดล ชีระบุตรวงศ์กุล (Mr. Noppadol Dheerabutrongskul)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

4.2 นายสันติ เนียมนิล (Mr. Santi Niamnil)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

4.3 นายธีรเดช จารูตั้งตรง (Mr. Teeradej Jarutangtrong)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 5 พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2563

Agenda No.5 To consider the remuneration of director for 2020

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2563

Agenda No. 6 To consider the appointment of auditors of the Company and determine their remuneration for 2020

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
เห็นด้วย	ไม่เห็นด้วย	งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 7 เรื่องอื่น ๆ (ถ้ามี)

Agenda No.7

Other matters (if any)

เห็นด้วย

ไม่เห็นด้วย

คดออกเสียง

Approve

Disapprove

Abstain

(5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____

Other statements or evidences (if any) of the proxy

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

ลงนาม ผู้มอบฉันทะ

Signature (_____) Grantor

ลงนาม ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

ลงนาม ผู้รับมอบฉันทะ

Signature (_____) Proxy Holder

หมายเหตุ:

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อการแยกลงคะแนนเสียงได้
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. แนบ

Remarks:

- Only foreign shareholders whose name appears in the Registration Book who have custodian in Thailand shall use the Proxy Form C.
- Evidence to be enclosed with the proxy form are:
 - Power of Attorney from shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - Letter of certification to certify that the signer in the Proxy Form is permitted to act as a Custodian.
- The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- In case there is any further agenda apart from specified above, brought into consideration in the Meeting, the Grantor may use the Continued of Proxy Form C. attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Annex to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ผลชัยยูนิ จำกัด (มหาชน)

Authorization on behalf of the Shareholder of Phol Dhanya Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันอังคารที่ 28 เมษายน 2563 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For The 2020 Annual General Meeting of Shareholders held on Tuesday 28th April, 2020 at 2.00p.m. at The Company's Conference room 3rd Floor, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 or the otherwise at any adjourned meeting on another date, time and place.

วาระที่ _____ เรื่อง _____
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall cast the votes in accordance with my instructions as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Subject

- (ก) ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall cast the votes in accordance with my instructions as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Subject

- (ก) รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall cast the votes in accordance with my instructions as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ _____ เรื่อง _____
Agenda Subject

- (ก) รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy is entitled to cast the votes on my/our behalf at his/her own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The Proxy shall cast the votes in accordance with my instructions as follows;
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

Attention: Shareholders

Re: Transportation Service for AGM2020

According to Phol Dhanya Pcl. has convene the 2020 Annual General Meeting held on Tuesday, 28 April, 2020 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 11.00-12.00hrs. 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, 2020 contact: Investor Relation Tel: 02-7910111 Ext.206 or Email: ir@pdgth.com or cs@pdgth.com

Map BTS Morchit (Chatuchak)





2019 Annual Report Requisition Form

Please send the 2019 Company's Annual Report in hard copy to:

Shareholder Name:

Address:

.....

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

Telephone: Mobile:

E-mail address:

To facilitate the Shareholders, send this form to Investor Relation via Fax: 02-791 0100 or email: it@pdgth.com The Company will send such report within April 2020 onwards.

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 of Meeting, pleased to send questions in advance to address: cs@pdgth.com or Fax: 02-791 0100

Questions:.....

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Guideline for the Organization of the Annual General Meeting of Shareholders 2020
During the Outbreak of Coronavirus Disease (COVID-19)

As a result of the recent outbreak of the coronavirus disease 2019 (COVID-19), the Company is deeply concerned by the situation. Since the Annual General Meeting of Shareholders is the gathering of a number of people which is one of the risk factors of the spread of the virus, the Company would like to ask for shareholders' cooperation in considering to grant proxy to an independent director of the Company to attend the Meeting on their behalf. However, in order to effectively prevent and control the spread of COVID-19 virus as well as to protect the health of the shareholders, employees and the operation of the Company, we would like to inform you of the guidelines for the organization of the 2020 Annual General Meeting of Shareholders as follows:

1. Shareholders who are at risk, for example, those who are turning from high-risk countries indicated in the notice of the Ministry of Public Health, namely; China, Hong Kong, Macau, South Korea, Italy, Iran and other territories defined as disease infected zone or those who have fever or respiratory illness are to kindly grant proxy to an independent director of the Company or other persons to attend the Meeting on their behalf. Please submit the Proxy Form to Company Secretary at the address appeared at the end of this letter.
2. The Company will conduct a screening at the entrance of meeting place and protective equipment in front of the meeting room. Should and suspected case if found, the Company reserves the right not to permit the person to enter the meeting room. The shareholder will be able to grant proxy to an independent director of the Company or other persons to attend the Meeting on his/her behalf.
3. Should you have any questions, the Company has provided the opportunity for shareholders to express their comment or submit questions related the agendas of the Annual General Meeting of Shareholders 2020 in advance from **27th March 2020 to 24th April 2020** via the following channels:

3.1 Email: cs@pdgth.com หรือ ir@pdgth.com

3.2 Fax: (02) 791 0100 (Attn: Company Secretary)

3.3 Post: Phol Dhanya Public Company Limited.

No. 1/11 Moo 3 Lamlukka road, Ladsawai, Lamlukka, Pathumthani 12150

The Company will collect the comments and questions and propose to the Board of Directors to answer the questions on the date of the Annual General Meeting of Shareholders.

Please kindly be informed and thank you for your cooperation on this matter.

Company Secretary/ Investor Relation

Management and Organization Development Office

Tel. (02) 791 0111 ext. 151 and 206



Phol Dhanya Public Company Limited

1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150

Tel. (02) 791-0111 Fax. (02) 791-0100-3

www.pdgth.com