

**Objective and Rationale of the Board of Director's opinion
to facilities shareholders' considerations.**

Agenda 1 To Acknowledge the company operating results for 2020

Purposes and Rationale: The Company has summarized the operating results for 2020 along with the significant changes occurred during the year 2020 (details shown in Annual Report 2020) which is attached together with the notice letter invitation per details in Enclosure 1

Required Vote: *As this item is for information to shareholders; therefor, a vote is not required*

Agenda 2 To consider and approve of the Audited Consolidated Financial Statements of the Company for the financial year end as of 31 December, 2020

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

The Company's Statement of Financial Position and the Comprehensive Income Statement for the year as of December 31, 2020 were audited by ANS Audit Co., Ltd. and had been reviewed by the Board and the Audit Committee, having considered and deemed them correct and adequacy, complete and sufficient pursuant to the generally accepted accounting standards, was duly audited and certified by Auditors from ANS Audit Co., Ltd. Details from the Statements of Financial Position and the Comprehensive Income Statements as of December 31, 2020 appears in the 2020 Annual Report, and printed summary of key financial information from the Annual Report is also attached to this Invitation Letter (Enclosure 1)

Summary Information from the Company's Financial Statements

(Unit: million baht)

Descriptions	Consolidated Statement		The Company's Statement	
	2020	2019	2020	2019
Total Assets	606.00	567.15	565.36	546.01
Total Liabilities	278.85	266.16	254.76	252.21
Paid up Capital (million shares) ¹	202.50	202.50	202.50	202.50
Shareholders' Equity	328.45	302.29	310.59	293.80
Total Income	1,055.51	911.85	944.68	842.43
Total comprehensive income Profit (Loss) for the year	77.27	38.13	67.90	36.64
Profit (Loss) equity holders of the company	73.86	41.42	64.03	40.01
Profit (Loss) Earnings per share (baht/share)	0.36	0.20	0.32	0.20

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

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

Agenda 3 To consider and approve the allocation of net profit as legal reserve and dividend payment 2020

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 2020, the Company had net profit from the separate financial statements end of December 31, 2020 of amount 64.03 million baht, earning per share of 0.32 baht. In compliance with section 115 of the Public Limited Company Act B.E.2535 (including its amendments), and the Company's article of association, 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 acknowledge the interim dividend and propose to allocate legal reserve and the dividend payment for the 2020 operating results at the rate 0.29 baht per share, not exceeding 58.73 million baht, therefore the company has paid the interim dividend at rate 0.15 per share, the remaining payment at rate 0.14 baht per share, totaling 28.35 million baht.

Details Comparing Previously Dividend payments are shown as follows:

Separate Financial	2020	2019
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (Loss) (million baht)	64.03	40.00
3. Total shares (million shares) ¹	202.50	202.50
4. Earnings per share (baht/share)	0.32	0.20
5. Dividend per share (baht/share) ³	0.29	0.15
5.1 Interim dividend (1 January -30 June)	0.15	0.05
5.2 Cash dividend (1 July -31 December)	0.14	0.10
6. Total dividend payment net exceeding (million baht)	58.73	30.38
7. Dividend payout ratio compared to net (loss) income (%)	91.71	75.95
8. Legal reserve for year 2020 ² (million baht)	3.20	2.00
9. Capital Registration (million baht)	210.50	210.50
10. Percentage of Legal reserve (%)	1.52	0.95

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, totaling capital of amount 210,500,232 baht as of December 31, 2020.

² The Company's accumulated legal reserved amount 5.20 million baht, representing 2.47% the registered capital.

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

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

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.

In 2021 There are 3 (three) directors to retired by their rotation, namely:

- | | |
|---|----------------------|
| 1. Assoc.Prof.Dr. Ekachidd Chungcharoen | Independent Director |
| 2. Dr. Pallapa Ruangrong | Independent Director |
| 3. Mr. Boonchai Suwanvutthiwat | 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 10, 2020-December 30, 2020 and disclosed the criteria through SET 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 (except those retired directors who have conflicts of interest) has considered and scrutinized the suitability of the person who has nominated for this time has qualifications suitable for the business of the company, Company's Structure, roles, duties and responsibilities of each director, take into account the best interests of the company under the policy, criteria, and procedure of recruiting the Company's directors (which are detailed in Annual Report 2020: Management Structure Section). In accordance with the above opinion and agree with the Nominating and Compensating Committee above and agree to propose the Meeting to endorse the appointment of the 3 aforementioned candidates be namely; 1) Assoc.Prof.Dr. Ekachidd Chungcharoen (Independent director) 2) Dr.Pallapa Ruangrong (Independent director) and 3) Mr.Boonchai Suwanvutthiwat (Director) to retain their directorship for another term, since those 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, various knowledge, capable, diverse experience perform duty of care, prudence and honest to the best of ability, provide useful suggestion for business operation.

Regarding Independent Director terms longer than 9 years not relied on good corporate governance principles, i.e. 17years term of Assoc.Prof.Dr. Ekachidd Chungcharoen and 7years term of Dr.Pallapa Ruangrong after re-election for another terms being, there are qualified virtuous, knowledgeable in the company's business, ability to be a director of a listed company able to express their opinions independently in accordance with the relevant criteria, able to provide beneficial opinions and recommendations to the company.

Also, The Board of directors (excluding those retired director, who having conflicts of interest) who thoroughly considered and scrutinized carefully those nominated directorial candidates who will retired by rotation were in line with regulations, which will be benefit and consistent with the business strategy, role and responsibility, useful for the company as

recommended by the Nominating and Compensating Committee, therefore deemed appropriate to proposed the Shareholder's Meeting to re-election of three(3) nominated directorial candidates to retain their directorship for another term.

Details brief profiles of the person nominated to be the position of director, the Company's independent director definition are attached [Enclosure 6](#)

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

Agenda 5 To consider the remuneration of director for 2021

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 have carefully scrutinized the appropriateness of duties and responsibilities of the directors, performance evaluation results of directors, company performance and size of its business and comparing with other companies' standard in the same industry with similar business, motivation and considering the persuasion competency to invite qualified person to become company's directors, in complied to the criteria and procedure for determining remuneration for directors, transparency 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:

The Board of Directors deemed its appropriate to propose to the Shareholder's meeting consider the determine remuneration 2021, details as following:

The Board of Director		
Remuneration	2021¹(Proposed year)	2020 (Past year)
1. Monthly fee ² (baht/month)		
- Chairman	25,000	25,000
- Director (non-executive)	12,000	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	2.5% of dividend payment to Shareholders (totaling remuneration 1.265 MB) ⁴

	<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

Remuneration	2021 ¹ (Proposed year)	2020 (Past year)
Audit Committee		
1. Monthly fee ² (baht/month)		
- Chairman	20,000	20,000
- Director	n/a	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)		
- Chairman	15,000	15,000
- Director	n/a	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)		
- Chairman	15,000	15,000
- Director	n/a	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) Boards and sub-committee	monthly fee and attendance not exceeding of 4MB (excluding bonus)	monthly fee, attendance and bonus not exceeding 5MB

Remarks:

¹ To Approval of the 2021 Annual General Meeting shareholders held on April 26, 2021 which shall be effective from the resolution of the 2021 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 2020; rate 2.5% from dividend payment paid to Shareholders year 2020, same as previously criteria.

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

Required Vote: *Majority Vote of not less than two-third (2/3) of all the votes of the shareholders present the meeting*

Agenda 6 To consider the appointment of the auditor and determine their remuneration for year 2021

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 Board of Director has consider and nominate with a consent from the Audit Committee depend on its expertise, experience and audit performance is in accordance with the plan, independently and satisfied performance during past year. It was deemed appropriate to propose to appoint ANS Audit Co., Ltd. and is certified by the Office of Securities and Exchange Commission, as the Auditor of the Company for the fiscal year ending December, 2021 (ten consecutive years). The Meeting was proposed to appoint either one of the individuals below to be responsible for reviewing, audit, and provide an opinion on the financial statements for the Company, the Company's Auditors namely;

Auditor's Name	Certificate Public Account Number	No. of year as the Company's Auditor
1. Mr. Sathien Vongsnan ¹	3495	1 year (2018)
2. Mr. Atipong Atipongsukul	3500	-
3. Ms. Kulthida Pasurakul ²	5946	2 years (2016-2017)
4. Ms. Panita Chotesaengmaneeekul ³	9575	2 years (2019-2020)

Remarks: ¹ Item 1. Being the Auditor to signed the company's financial statement for the year end of 31 December 2018 and had been signed the company's financial statement year 2011-2015 (5 years respectively)

² Item 3. The Auditor to be signed the company's financial statement 2years (2016- 2017)

³ Item 4. The Auditor to be signed the company's financial statement 2years (2019-year end December 31, 2020) Item no.2 haven't sign the company's financial statement.

Appears according to the attachment for consideration Enclosure 2 and Auditor's profile shown in Enclosure 7

In the event that the aforementioned auditors are unable to perform their duties, ANS Audit Co., Ltd. will replace the person with another auditor from its firm to conduct the audit works and give an opinion on the financial statements of the

Company instead of such auditor. The auditors who certify the financial statements have no relationship in any circumstances and have neither conflict of interest with the Company and/or its subsidiary companies nor the management, major shareholders or any related persons of the aforementioned.

Together it was deemed to propose determine the Auditors fee of amounts Baht 1,630,000 were including subsidiaries company, increasing Baht 65,000 or 4.15% from previously, due to the increased portion of income growth, no other non-service fee except the audit fee. Even though, 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.

Comparison Information of the Auditors Remuneration of the Company

Amount: Baht

Audit Fee	2021	2020
1) Auditor's Fee		
- Phol Dhanya Public Company Limited.	1,095,000	1,048,000
2) Subsidiaries' Fee		
- PD Genesis Engineering Co., Ltd.	5,000	5,000
- Phol Palladium Co., Ltd.	257,000	252,000
- Phol Water Co., Ltd.	266,000	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)	1,630,000	1,565,000

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

Agenda 7 To consider and approve, the decreasing the existing registered capital amount of Baht 210,500,232.00 to be Baht 202,500,232.00 by eliminating the unissued shares in the number of unallocated 8,000,000 shares at par value of 1.00 (one baht) per share as reserved for the exercise of warrant no.1 that are issued and offered to the directors and employee of the Company and its subsidiaries (ESOP-Warrant)

Purposes and Rationale: According to the company issuing new ordinary shares to support the exercise of warrants no.1 (ESOP-Warrant) 8,000,000 shares at par value of 1.00 (one baht) per share, which has expired since 30 November 2019, still remaining the said capital ordinary shares. The Company therefore requested to reduce the registered capital of the Company in the amount of Baht 8,000,000.00 by eliminating the unissued shares, of unallocated 8,000,000 shares at par value of 1.00 (one baht) per share, The registered capital of the Company decrease from amount of Baht 210,500,232.00 to amount of Baht 202,500,232.00

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

Agenda 8 To consider and approve, the amendment of Clause 4. of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital

Principle and Rationale: In order to be in line with the decrease of the Company’s registered capital in Agenda 7 as aforementioned, consider and approve the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the decrease of the Company’s capital registration as follows:

“Clause 4. Registered capital of 202,500,232.00 Baht (two hundred two million five hundred thousand two hundred thirty-two baht)
 divided into 202,500,232 shares (two hundred two million five hundred thousand two hundred thirty-two shares)
 with a par value of 1.00 Baht (one baht)
 categorized into:
 ordinary shares 202,500,232 shares (two hundred two million five hundred thousand two hundred thirty-two shares)
 preferred shares - shares (-)

Whereby, Person(s) entrusted by the Board of Directors to be the proxy to carry out the registration of amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall be authorized to amend and revise wordings or take action to comply in all respect by the Registrar.

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

Agenda 9 To Consider and approve, the additional objectives of the company and amend the memorandum of association Clause 3. of the company

Purposes and Rationale: The Board of directors proposed amendment of the Company’s Articles of Association related with reference to Section 31 of the Public Limited Company Act. B.E.2535 and the Company’s regulations, have to be approved of by the shareholders’ meeting, hence the Company proposed to amend the addition objectives of the company from 52 to 56 items to be consistent with the business operation.

Present	Amendments
11. Operate businesses related to all kinds of safety appliances and equipment	11. Operate <u>retail and wholesale</u> businesses related to all kinds of safety appliances and equipment.
	53. <u>Operate a cosmeceutical trading business, distribution of health supplements, medical technology products, beauty equipment, consulting business, health and beauty services and distribution of health and beauty products.</u>
	54. <u>The Company is entitled to issue shares and/or securities at a price higher or lower than the share value specified under the rules of law.</u>

	55. <u>The Company is entitled to issue and offer all types of securities to shareholders and the general public and/or any individuals, in accordance with the laws on securities and the stock exchange, and the notices based upon such laws, as well as the laws or any regulations that are in effect at that time.</u>
	56. <u>Operate an e-commerce business related to all types of businesses specified in the Company's objectives.</u>

Therefore, we would like to amend the Company's Memorandum of Association, Clause 3. of the Company to be in line with the amendment of the Company's objectives. By using the following statements: "Clause 3. Objectives of the Company, there are 56 items, detailed in the attached form Bor Mor Jor 002" by Person(s) entrusted by the Board of Directors to be the proxy to carry out the registration of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, shall be authorized to change and revise wordings as instructed by the Registrar.

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

Agenda 10 To Consider and approve, the amendment of the Company's Articles of Association regarding Organizing the Meetings via electronic conference.

Purposes and Rationale: The Board of directors proposed amendment of the Company's Articles of Association related with reference to Section 31 of the Public Limited Company Act. B.E.2535 and the Company's regulations, have to be approved of by the shareholders' meeting. Hence, they were hereby proposed for consideration to allow for flexibility and compliance with the Act on conducting meetings via online channels in 2020, whereby meeting participants are not present in one single place, and can discuss matters or express opinions via electronic means. Details are as follows

Table Comparison of the Revision of the Company's Articles of Association as follows:

Article of Association	Proposed to be Amended
<p>Section 1 General</p> <p>Article 3. Any statements or regulations not stated in these regulations shall be adhered to and enforceable by the Public Company Act and by the Security and Stock Exchange Act.</p>	<p>Article 3. Statements or practices not mentioned in this regulation are to be held and reinforced by laws on the public limited company act and the securities and stock exchange act <u>in their entirety.</u></p> <p><u>In case that the Company or subsidiaries engage in any critical transactions that have significant implications on the financial position and the Company's operating performance or may induce potential conflicts of interest, the Company will then seek for approvals to proceed with such transactions, with sufficient disclosure of information, as well as ensure compliance with the criteria and relevant laws (including the amendments, laws, rules and regulations that are enforced afterwards)</u></p>

<p>Section 4 Board of Directors</p> <p>Article 27. In calling board of directors' meetings, no less than half of the total number of the directors must be in attendance in order to meet the requirements for a meeting quorum. In the event that the chairman of the board is not present in the meeting or is incapable of performing his/her duties, the vice chairman of the board, if any, must become the chairman instead. If the vice chairman is absent or if the vice chairman is available but incapable of performing his/her duties, the attending directors must elect one of the directors as chairman of the meeting.</p> <p>A meeting resolution must be decided by a majority vote.</p> <p>One director has one vote, except the director who has interests in any matter. There is no right to vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.</p>	<p>Article 27. In calling board of directors' meetings, no less than half of the total number of the directors must be in attendance in order to meet the requirements for a meeting quorum. In the event that the chairman of the board is not present in the meeting or is incapable of performing his/her duties, the vice chairman of the board, if any, must become the chairman instead. If the vice chairman is absent or if the vice chairman is available but incapable of performing his/her duties, the attending directors must elect one of the directors as chairman of the meeting.</p> <p>A meeting resolution must be decided by a majority vote.</p> <p>One director has one vote, except the director who has interests in any matter. There is no right to vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.</p> <p><u>The Board of Directors' Meetings or the Committee Meetings may be organized via electronic channels and to be in effect in accordance with the laws.</u></p>
<p>Article 28. In calling a board of directors' meeting, the chairman of the board or authorized person must send a letter of meeting notification to directors no less than seven days before the meeting. However, in cases where there is an urgency to maintain the Company's rights or benefits, other meeting notification methods may be used and meetings may be scheduled to take place sooner.</p>	<p>Article 28. In calling a board of directors' meeting, the chairman of the board or authorized person must send a letter of meeting <u>or electronics letter</u> notification to directors no less than seven days before the meeting. However, in cases where there is an urgency to maintain the Company's rights or benefits, other meeting notification methods may be used and meetings may be scheduled to take place sooner.</p>
<p>Article 29. Directors must perform duties according to the law, objectives and company's regulations and the shareholders' meeting resolutions.</p>	<p>Article 29. Directors must perform duties according to the law, objectives and company's regulations and the shareholders' meeting resolutions <u>with honesty and caution, with regards to the Company's benefits</u></p>
<p>Section 5 Shareholder Meetings</p> <p>Article 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</p>	<p>Article 37. In calling for a shareholders' meeting, <u>either physical attendance or via electronic means</u>, the Board of Directors should prepare meeting invitation letters, specifying the venue, date, time, agendas and proposed topics, with necessary details. It should be clearly stated whether the matters are for acknowledgement, for approval, or for consideration, including the directors' opinions on such matters. The documents are to be distributed to shareholders and the registrar no less than seven (7) days prior to the meeting date, and the notice shall be posted no less than three (3) days on the</p>

<p>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.</p>	<p>newspapers for no less than three (3) consecutive days.</p> <p><u>In this regard, if a meeting is to be held electronically, the Company may distribute the meeting invitation letters by e-mail, whereby the Chairman of the Board or an authorized person is to send the invitation letters to shareholders before the meeting date, while the notice has to be posted on the newspaper for a required time period. The Chairman of the Board or the authorized person must keep a copy of the meeting invitation letter and supporting documents as evidence, which can be kept in an electronic format.</u></p> <p>The Company's Board of Directors' Meeting is held at the Company's headquarters or nearby provinces or any other places as deemed appropriate by the Board of Directors, or <u>the meeting may be held via electronic channels.</u></p>
<p>Article 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.</p> <p>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.</p>	<p>Article 38. In attending the meeting, a shareholder may authorize other legal adult proxy to attend the meeting and cast votes on one's behalf. Assigning a proxy must be carried out in writing, with the shareholder' signature, while complying with the regulations put forth by the registrar of a public limited company. The power of attorney letter has to be handed to the Chairman of the Board or the assigned individual at the meeting venue prior to attending the meeting. <u>At least the following must be stated:</u></p> <ol style="list-style-type: none"> (1) <u>The number of shares held by the shareholder</u> (2) <u>Name of the proxy</u> (3) <u>The number of the meeting for which the proxy attends and casts votes</u>
<p>Article 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.</p> <p>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.</p>	<p>Article 39. In attending a shareholders' meeting, <u>either physical attendance or via electronic channels</u>, 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.</p> <p>In this regard, <u>the Company has to carry this out via the meeting control system that has the information security in place, with voice and/or visual recordings (depending on the case) of every attending director throughout the course of the meeting, as well as the computer traffic information taking place during the recording. The meeting control system is required to have the fundamental components in accordance with the announcement of the Ministry of Information and Communication Technology on the security</u></p>

	<p><u>standard of electronic meetings B.E.2557, including potential additional amendments.</u></p> <p>In cases where any shareholders' meeting fails to meet the requirements for a meeting quorum one (1) 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 (7) days prior to the meeting date. The subsequent meeting does not require a meeting quorum.</p>
<p><u>Section 8 Additional Chapters</u></p> <p>Article 57. In cases where the company or subsidiaries agree to engaged in related transactions or transactions regarding the acquisition or sale of the company's properties or subsidiaries according to the definitions set forth according to the announcement of the Stock Exchange of Thailand enforced on engaging in related transactions of registered companies or acquisitions or sales of properties of registered companies, the company must comply with the criteria and methods in the aforementioned announcement on the topic.</p>	<p><u>Merge with Item 3.</u></p>

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

Agenda 11 Others Business (if any)

This agenda is for shareholders to query (if any) and/or for the Board of Directors to give answer or clarification (if any) to the shareholders. No any other business will be considered and approved or resolved under this agenda item.

The Board's Opinion: The shareholders are free to ask any questions and the Board will answer their enquiries (if any).

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

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