



Letter Invitation to 2021 Annual General Meeting Phol Dhanya Public Company Limited.

**Monday April 26, 2021
at 2.00 p.m.**

The Company's conference room at the third Floor 1/11
Moo 3 Lamlukka Rd, Ladsawei, Lumlakka,
Pathumthani 12150

Guidelines for Meeting Attendees

With our awareness and deep concern over the COVID-19 pandemic as well as health and safety of the Meeting attendants, The Company, therefor kindly ask shareholders to thoroughly read strictly comply with the guidelines for attending the Meeting indicated in this invitation.

To reduce the risk of spreading the disease and due to the seat limitation from social distancing, Shareholders are requested to

- Kindly grant a proxy to the Company's Independent Director instead of attending the Meeting in person.
- Submit relevant questions prior to the Meeting.

Should shareholders wish to attend the Meeting in person

- Please send the Attendee form for the AGM2021
- Please cooperate on the health screening process and fill in the questionnaire for COVID-19 Disease screening without concealing the facts.
- Prepare and wear a facemask at all times.
- Acknowledge that no eating and drinking are strictly prohibited in the meeting venue.

Registration starts at 12.00 p.m.

For more convenience in registration

- Kindly bring the Registration Form with barcode to the meeting
- No Gifts Provided for Shareholders and Proxies Participating the Meeting

Enclosure Documents for the 2021 Annual General Meeting

- 1) Letter Notification for Annual General Meeting of Shareholders, held on 26 April, 2021
- 2) Attachment for the Shareholders' Meeting
 - Enclosure 1 The 2021 AGM registration form with barcode and QR Code for scanning and downloading the 2020 Company's annual report, financial statements report.
 - Enclosure 2 Objective and rationale of the Board of Director's opinion to facilities shareholders' considerations.
 - Enclosure 3 Documents and evidence required for shareholder or proxy to attend the meeting
 - Enclosure 4 Shareholder's Proxy Form (Form B)
 - Enclosure 5 Details for shareholders proxy and definition of ID's definition
 - Enclosure 6 Brief Profile of nominate director and proposed to be elected as director
 - Enclosure 7 The Company Auditor's Information and Experience
 - Enclosure 8 Articles of Association of The Company's regarding to Shareholders Meeting
 - Enclosure 9 Protocols and Guidelines for Attendees of the AGM2021 concerning the transmission of COVID-19
 - Enclosure 10 Procedure for Submitting of Questions in Advance for the AGM2021
 - Enclosure 11 Attendance form for the AGM2021
 - Enclosure 12 Requisition form supporting documents for the AGM 2021
 - Enclosure 13 Location Map of the Shareholders Meeting Venue (Company address)

The company has published a list of documents relating to the 2021 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

March 19, 2021

Subject: Invitation Letter to attend the 2021 Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. The 2021 AGM registration form with a barcode and QR Code for scanning and downloading the 2020 company's annual report, financial statements report. (Please fill in the form and bring for registration at the meeting)
2. Objective and rationale of the Board of Director's opinion to facilities shareholders' considerations.
3. Documents and evidence required for shareholder or proxy to attend the meeting
4. Shareholder's Proxy Form (Form B)
5. Information of independent director for shareholders proxy and definition of ID's definition
6. Brief Profile of nominate director and proposed to be elected as director
7. The Company Auditor's Information and Experience
8. Articles of Associations of the company relating to the shareholder's meeting
9. Protocols and Guidelines for Attendees of the AGM2021 concerning the transmission of COVID-19
10. Procedure for Submitting of Questions in Advance for the AGM2021
11. Attendance form for the AGM2021
12. Requisition form supporting documents for the AGM2021
13. Location Map of the shareholder's Meeting Venue (Company address)

The Board of Directors of Phol Dhanya Public Company Limited ("the Company") resolved in the meeting No.2/2021 on February 18, 2021 to convene the 2021 Annual General Meeting of Shareholders held on Monday, April 26, 2021 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 13)

Notice is hereby given;

1. The Company disclosed the previous minutes of the AGM2020 on April 28, 2020 on the company website (www.pdgth.com) from May 11, 2020 and also posted via SET Portal to Shareholders to review recorded correctly and completely or suggestion for correction by June 10, 2020. However, there were no objection or requested and amendment.
2. The Company allowed the minor Shareholders to exercise their rights to put forward the 2021 AGM's agenda and nominate director candidates in advance during November 10, 2020-December 30, 2020 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 2020

The Board's Opinion: The Board was deemed appropriate to report the Company's operational results for 2020 and submit the 2020 Annual Report to the Meeting for acknowledgement.

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

The Board's Opinion: The Board deemed appropriate to propose the Shareholders' Meeting to approve the Company's Financial Statements for the end of December 31, 2020 which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the Certified public accountant.

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

The Board's Opinion: The Board proposed to the Shareholders' Meeting to acknowledge the interim dividend and to approve the appropriation of net profit as legal reserved as follows:-

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

The Company, by the Resolutions of the Board of Directors' meeting no.7/2020 held on August 11, 2020 approved the payment of the interim dividends for the first half of the year 2020 at the rate 0.15 baht per share, totaling 30.37 million baht paid on 9 September 2020.

2. The dividends for the second half of 2020 operating results

2.1 The Company, by the resolutions of the Board of Directors' meeting no.2/2021 held on February 18, 2021 has allocate net profit for legal reserve 5% of net profit from the 2020 operating results, amounting 3.20 million baht, therefore totaling reserve is allocated 5.20 million baht.

2.2 The resolutions of the Board's meeting, therefore passed a resolution to approve the dividend payment from the Company's profit as of December 31, 2020 at the rate 0.29 baht per share from the amount of paid-up ordinary share of 202,500,232 shares, totaling not exceeding 58.73 million baht, or 91.71% of net profit, in compliance with the Company's policy. 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.

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 4, 2021. The dividend will be payable on May 20, 2021.

Appears according to the attachment for consideration Enclosure 2

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

The Board's Opinion: The Board of directors (excluding those retired directors, 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 as recommended by the Nominating and

Compensating Committee, 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, namely; Assoc.Prof.Dr. Ekachidd Chungcharoen (Independent Director), Dr. Pallapa Ruangrong (Independent Director) and Mr. Boonchai Suwanvutthiwat (Director)

Appears according to the attachment for consideration [Enclosure 2](#) and details brief profiles of the person nominated to be the position of director, the Company's independent director definition are attached [Enclosure 6](#)

Agenda 5 To consider the remuneration of director for 2021

The Board's Opinion: The Board of Directors proposed the Shareholders' Meeting to approve the Director's Remuneration for year 2021, details as follow:

- 1) Remuneration; monthly compensation and attendance (same as previously) to be an amount not exceeding of 4 MB (excluding bonus)
- 2) Bonus; 2.5% of yearly dividend payment (allocated 1.5 part for the Chairman, 1 part to all directors member)
- 3) Others: none

Appears according to the attachment for consideration [Enclosure 2](#)

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

The Board's Opinion: The Board of Director deemed appropriate to propose the Shareholders' Meeting to appoint the auditors of ANS Audit Company Limited to be the Company's Auditor for the accounting period 2021, and that any one of the individuals below be responsible for reviewing or audit and provide and opinion on the financial statement of the company, namely; 1) Mr. Sathien Vonsnan CPA No. 3495 or 2) Mr. Atipong Atipongsukul CPA No. 3500 or 3) Ms. Kulthida Pasurakul CPA No. 5946 or 4) Ms. Panita Chotesaengmaneeekul CPA No. 9575, and proposed the Auditing fee in amounts Baht 1,630,000 (included subsidiaries company), increasing Baht 65,000 equal to 4.15% of previously due to the increased portion of income growth, and no other non-service fee except the audit fee, Auditor's

Appears according to the attachment for consideration [Enclosure 2](#) and Auditor's profile shown in [Enclosure 7](#)

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)

The Board's Opinion: The Board of Director deemed it appropriate to propose the Shareholders' Meeting to consider and approved the decreasing of the capital registration amount of Baht 8,000,000.00 by eliminating the unissued shares of 8,000,000 shares at par value of 1.00 (one baht) from the capital registration Baht 210,500,232.00 to be Baht 202,500,232.00

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

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

Person(s) entrusted by the Board of Directors to 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.

Agenda 9 To Consider and approve, the additional objectives of the company and amend the memorandum of association No. 3 of the company

The Board's Opinion: The Board of Director deems it appropriate to propose the Shareholders' Meeting to consider and approve the additional objectives of the company and amend the memorandum of association "Clause 3. of the company Objective of the Company 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.

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

The Board's Opinion: The Board of Director found it appropriate for the Shareholders' Meeting to approve the amendment of the Company's Articles of Association regarding Organizing the Meetings via electronic media, in order to flexible and in accordance with the Royal Act, comply the announcement of the Ministry of Information and Communication Technology with the security standards of electronic conferencing, by the Ministry of Digital Economy and Society B.E.2014, including the amendment, whereby 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.

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

The company has fix Record Date on March 4, 2021 to entitle rightful shareholders to attend the 2021 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) since March 26, 2021. The registration to attend the Meeting will commence from 12.00 p.m. onwards on Monday April 26, 2021.

The Shareholders' Meeting, during the situation of the coronavirus outbreak 2019 (COVID-19) and intends to hold the 2021 AGM in accordance with guidelines prevent inflection such outbreak as well as recommendations from government agencies and related organization, still uncertainly may be changed until the date of AGM. The company may have to change the meeting schedule and/or protocols and guidelines of the company to be in accordance with the aforementioned circumstances. Therefore request Shareholders to follows the company's news, which shall be inform through SET and company's website (www.pdgth.com)

The company would like to request Shareholders' cooperation to grant proxy to the Company's independent director (Enclosure 5) instead of attending the meeting in person to vote on shareholders' behalf according to the proxy form, if a shareholder who wishes to attend the meeting in person, please notify the Company of the intension to attend the meeting acknowledge in advance, using the request form per Enclosure 11 and submit to the Company's channel or via email at cs@pdgth.com. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy (Form B) as appeared in Enclosure 4 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 4.

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.

For shareholders to receive the greatest benefit at the meeting and fully protect the rights as a shareholder, should you have any queries that you would like the company to clarify on any agenda items or matter related, you can send the questions prior to the Meeting, according to the details specified in the Enclosure 10 or wishes to obtain the Annual Report book, please contact to Company Secretary via email: cs@pdgth.com or ir@pdgth.com or Fax: 02-7910100

Please be informed accordingly.

Yours faithfully,

By the order of the Board of Directors



Assoc.Prof. Ekachidd Chungcharoen, Ph.D.

Chairman
