



**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

หนังสือเชิญประชุม
Notice of Meeting
บริษัท ผลัญญา จำกัด (มหาชน)
PHOL DHANYA PUBLIC COMPANY LIMITED

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 19 มีนาคม 2564
Date

สัญชาติ
Nationality

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units

หุ้นบริวารสิทธิ
Preferred share

หุ้น/หน่วย
shares/units

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=210426>



วันที่ประชุม : วันจันทร์ที่ 26 เมษายน 2564 เวลา 14:00 น.
Meeting Date : Monday, April 26, 2021 at 14:00 hrs.

สถานที่ประชุม : สำนักงานบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 หมู่ 3 ถ.ลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี
Meeting Venue : The Company's Meeting Room 3rd Floor, No. 1/11 Moo 3 Lamlukka Rd., Ladsawai, Lamlukka, Pathumthani

ข้าพเจ้า.....เป็น[]ผู้ถือหลักทรัพย์ []หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท ผลัญญา จำกัด (มหาชน)
of PHOL DHANYA PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม
Sign Meeting Attendee
(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหลักทรัพย์ที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง พร้อมกับแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=210426> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: www.pdgth.com / โทร 02-7910111 ต่อ 151 / email : saowapa@pdgth.com

สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999

For your convenience, shareholders or proxies wishing to attend the meeting, kindly present this document to a registration staff at the meeting for registration. For shareholders who will attend the meeting by themselves, the original of identification card or driving license or government official identification card or passport (in case of foreign shareholders) must be presented together with the Registration Form.

The details of Meeting document is available online by scanning QR Code on this form or at URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=210426>

You can also contact the issuer for the annual report

Website : www.pdgth.com /Tel. +66 2-7910111 Ext. 151 / email : saowapa@pdgth.com

For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999

**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.

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.

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

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

1. Documents that Attendees must show before attending the Meeting

Individual

1. Shareholders who are individuals

Shareholders attending the Meeting in person are requested to present valid documentation issued by an official agency with a photograph of the Shareholder that has no expired, such as an Identification Card, Government ID Card, driver's license of 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 Monday, April 26, 2021 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

ผู้รับมอบฉันทะที่มาร่วมประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย
Proxies attending the meeting please bring this proxy to show at the registration officer on the meeting date

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B)

อากรแสตมป์
20 บาท
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
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

(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 2564 ในวันจันทร์ที่ 26 เมษายน 2564 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. นายนพดล ชีระบุตรวงศ์กุล	อายุ 54 ปี	ที่อยู่: 21/51 หมู่ที่ 2 ถ.พุทธมณฑลสาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพฯ 10170
Mr. Noppadol Dheerabutrongsukul	age 54 years	address: 21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170
2. นายสันติ เนียมนิล	อายุ 52 ปี	ที่อยู่: 99/719 หมู่ 8 ต.บางรักพัฒนา อ.บางบัวทอง จ.นนทบุรี 11110
Mr. Santi Niannil	age 52 years	address: 99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110
3. ดร.พัลลภา เรืองรอง	อายุ 67 ปี	ที่อยู่: 699 ซอยลาดพร้าว 62 แขวงและเขตวังทองหลาง กรุงเทพฯ 10310
Dr. Pallapa Ruangrong	age 67 years	address: 699 Soi Lad Phrao 62, Wang Thonglang, Wang Thong Lang, Bangkok 10310

Appoint anyone of the following independent directors one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the 2021 Annual General Meeting of Shareholders held on Monday 26th April, 2021 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 2563**
 Agenda No.1 To acknowledgement the Company's Operating Results 2020.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2** **พิจารณาอนุมัติงบการเงินรวมของบริษัทและบริษัทย่อย สำหรับรอบปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2563**
 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, 2020.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 3** **พิจารณาอนุมัติจัดสรรกำไรสุทธิ เพื่อเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล ประจำปี 2563**
 Agenda No.3 To consider and approve the allocation of net profit as legal reserve and dividend payment 2020.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4** **พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ**
 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 รศ.ดร.เอกจิตต์ จีงเจริญ (Assoc.Prof.Dr. Ekachidd Chungcharoen)**
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 4.2 ดร.พัลลภา เรืองรอง (Dr. Pallapa Ruangrong)**
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- 4.3 นายบุญชัย สุวรรณวิวัฒน์ (Mr. Boonchai Suwanvutthiwat)**
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 5** **พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2564**
 Agenda No.5 To consider the remuneration of director for 2021.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 6** **พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2564**
 Agenda No. 6 To consider the appointment of auditors of the Company and determine their remuneration for 2021.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

- วาระที่ 7 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทจาก 210,500,232.00 บาท เป็น 202,500,232.00 บาท โดยการตัดหุ้นจดทะเบียนที่ยังไม่ได้นำออกจำหน่าย จำนวน 8,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท ตามโครงการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้แก่กรรมการและพนักงานของบริษัทและบริษัทย่อย ครั้งที่ 1 (ESOP-Warrant)
- Agenda No. 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).
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
- Agenda No.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.
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 9 พิจารณานุมัติเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. ของบริษัท
- Agenda No.9 To Consider and approve, the additional objectives of the company and amend the memorandum of association No. 3 of the company.
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 10 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทเรื่องการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์
- Agenda No.10 To Consider and approve, the amendment of the Company's Articles of Association regarding Organizing the Meetings via electronic conference.
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 11 เรื่องอื่น ๆ (ถ้ามี)
- Agenda No.11 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
The voting of the proxy in any agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.
- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as He/She may appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น 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 ทั้งนี้ หากข้อความที่ระบุมีจำนวนเกินกว่าที่ระบุไว้ข้างต้นก็สามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
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 ผลชัยยะ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันจันทร์ที่ 26 เมษายน 2564 เวลา 14.00 นาฬิกา ณ สถานที่ตั้งบริษัทฯ ห้องประชุมชั้น 3 เลขที่ 1/11 ถนนลำลูกกา ตำบลลาดสวาย อำเภอลำลูกกา จังหวัดปทุมธานี 12150 หรือที่พึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For The 2021 Annual General Meeting of Shareholders held on Monday 26th April, 2021 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

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 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.....

Independent Director Information (Proxy from Shareholders)

Name	Positoon	Age	Address	Conflict of interest in each agenda	Special conflict of interest differ from other directors
Mr.Noppadol Dheerabutrvingkul	Independent director	54	21/51 M.2 Phutamonthon 1, Bangramad, Talingchan, Bangkok 10170	None	None
Mr.Santi Niarnnil	Independent director	52	99/719 M.8, Bang Rak Phatthana, Bang Bua Thong, Nonthaburi 11110	None	None
Dr.Pallapa Ruangrong	Independent director	67	699 Soi Lad Phrao 62, Wang Thonglang, Wang Thong Lang, Bangkok 10310	None	None

Remarks: Brief details of Independent Director appears is shown in Enclosure 1. Section Management Structure

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;
 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;
 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;
 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.
-

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

Name	: Assoc. Prof. Dr. Ekachidd Chungcharoen	
Age	: 58	
Nationality	: Thai	
Proposed Position	: Chairman of the Board/Independent Director Chairman of Nomination and Compensation Committee	
Position	: Independent Director	
Appointment as Director date	: September 12, 2007	
No. of years The Board	: 17 Years upon resolve to the Company's Director (April 2024)	
Number of Shares Held (As December 31, 2020)	: Personally 30,000 shares Spouse and minor children - None – (representing 0.01% of total issued share)	
Family relationship among Director and Executive	: None	
Education	: - Ph.D. (Management Science) Faculty of Engineering, University of Waterloo - Master of Management Science, Faculty of Engineering, University of Waterloo - Master of Engineering Program in Electrical Engineering of Youngstown State University, USA - Bachelor of Engineering Program in Electrical Engineering (Major in Computer), King Mongkut's Institute of Technology Ladkrabang	
Training Program	: Training programs of Thai Institute of Directors (IOD) - Role of the Chairman Program (RCP) Class 42/2561 - Role of the Compensation Committee (RCC) Class 18/2014 - Director Accreditation Program (DAP) Class 68/2008 - Audit Committee Program (ACP) Class 23/2008	
Experiences	: 2018 - Present Independent Director /Audit Committee/ Chairman of Nomination and Compensation Committee, JSP Property Plc. 2017 - Present Chairman of the Board/Chairman of Nomination and Compensation Committee, Phol Dhanya Plc. 2011 - Present Nomination and Compensation Committee, Phol Dhanya Plc. 2013 - Present Independent Director /Audit Committee, BJC Heavy Industries Plc. 2007 - Present Independent Director, Phol Dhanya Plc. 2019 - Present Director, B&P Agri Products Co.,Ltd. 2019 - Present Independent Director, Sunshine International Company Limited 2005 - Present Associate Professor, Thammasat University 2014 - 2017 Committee of the Doctoral Program in Business Administration Program, Thammasat University 2010 - 2017 Director of Master of Business Administration Program, Thammasat University	

Other directorship position / Other position at present

- Other listed company : 2 Companies
 - Independent Director /Audit Committee/ Chairman of Nomination and Compensation Committee, JSP Property Plc.
 - Independent Director /Audit Committee, BJC Heavy Industries Plc.
- Non-listed company : 3 Companies
 - Director, B&P Agri Products Co.,Ltd.
 - Independent Director, Sunshine International Company Limited
 - Associate Professor, Thammasat University
- Other Organizations that may have conflict of interest to the Company : None

Meeting Attendance in 2020

	Attendance / Total Meeting	%
• Board of Director	11/11	100%
• Nomination and Compensation Committee	5/5	100%
• AGM 2020	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 2021 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
- Consider the Director's Compensation

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

Name	: Dr. Pallapa Ruangrong	
Age	: 67	
Nationality	: Thai	
Proposed Position	: Independent Director/Audit Committee	
Position	: Independent Director	
Appointment as Director date	: September 19, 2017	
No. of years The Board	: 7 Years upon resolve to the Company's Director (April 2024)	
Number of Shares Held (As December 31, 2020)	: Personally - None - Spouse and minor children - None -	
Family relationship among Director and Executive	: None	
Education	: - 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 Program	: Training programs of Thai Institute of Directors (IOD) - Director Certification Program (DCP) Class 17/2545	
Experiences	: 2017 - Present Independent Director /Audit Committee, Phol Dhanya Plc. 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 2016 - Present Member of State-owned Enterprise Performance Appraisal Committee 2008 - 2014 Commissioner, Energy Regulatory Commission	
Other directorship position / Other position at present		
● Other listed company	: 1 Company - Director, Earth Tech Environment Plc.	
● Non-listed company	: 3 Companies - Chairperson of Agricultural and Natural Resources State-owned Enterprise Memorandum of Understanding on Performance Appraisal Sub-committee - Chairperson of Revolving Funds Performance Appraisal Sub-committee - Member of State-owned Enterprise Performance Appraisal Committee	

- Other Organizations that may have conflict : None
of interest to the Company

Meeting Attendance in 2020

	Attendance / Total Meeting	%
• Board of Director	11/11	100%
• Audit Committee	6/6	100%
• AGM 2020	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 2021 Shareholders' Meeting:

- None

History of directors/persons who are considered to be appointment as directors to replace of those retire by rotation
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Name	: Mr. Boonchai Suwanvutthiwat	
Age	: 58	
Nationality	: Thai	
Proposed Position	: Director/Risk Management Committee	
Position	: Director	
Appointment as Director date	: April 30, 2013	
No. of years The Board	: 11 upon resolve to the Company's Director (April 2024)	
Number of Shares Held (As December 31, 2020)	: Personally - None - Spouse and miner children - None -	
Family relationship among Director and Executive	: None	
Education	: - Bachelor of Arts in Political Science (Major in Public Administration), Ramkhamhaeng University	
Training Program	: - City Administration Training Program for Senior Executive Class 3, Navamindradhiraj University - Capital Market Academy Leadership Program, Capital Market Academy (CMA) Class 20/2015 - Advanced Certificate Course in Public Economics Management for Executives, King Prajadhipok's Institute Class 11/2013 - Senior Executive Program (SEP), Sasin Graduate Institute of Business Administration of Chulalongkorn University Training programs of Thai Institute of Directors (IOD) - Driving Company Success with IT Governance (ITG) Class 3/2016 - Successful Formulation and Execution of Strategy (SFE) Class 26/2016 - Anti-Corruption: The Practical Guide Program (ACPG) Class 21/2015 - Director Certification Program (DCP) Class 155/2012	
Experiences	: 2013 – Present Director/ Chief Executive Officer, Phol Dhanya Plc. 2014 - Present Risk Management Committee, Phol Dhanya Plc. 2018 - Present Director, Phol Palladium Co.,Ltd. 2014 - Present Director, Phol Water Co.,Ltd. 2013 – Present Director, Pholdhanya (Cambodia) Co., Ltd 2010 - 2017 Executive Director, Phol Dhanya Plc. 2010 - 2012 Senior Director – Central Industrial Zone Department, Phol Dhanya Plc. 2007 – 2010 Director of Sales Department Group 2, Phol Dhanya Plc. 1999 – 2006 Manager – Business Unit, Phol Dhanya Co., Ltd 1992 - 1998 Manager – Sales Department, Phol Dhanya Co., Ltd	

Other directorship position / Other position at present

- Subsidiary company : 3 Companies
 - Director, Phol Palladium Co.,Ltd.
 - Director, Phol Water Co.,Ltd.
 - Director, Pholdhanya (Cambodia) Co., Ltd
- Other listed company : None
- Non-listed company : None
- Other Organizations that may have conflict of interest to the Company : None

Meeting Attendance in 2020

	Attendance / Total Meeting	%
● Board of Director	11/11	100%
● Risk Management Committee	5/5	100%
● AGM 2020	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 2021 Shareholders' Meeting:

- None

Brief Profile of the Auditors, nominated to Auditor for 2021
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 60 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 61 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 48 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 Chotesaengmaneekul</p> <p>Age 40 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 - 2020</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 / 2 years (2019-2020)</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>

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

The General Shareholder's Meeting 2021

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.

Protocols and Guidelines for Participants of the Annual General Meeting of Shareholders 2021
Concerning the Transmission of COVID-19

Phol Dhanya PCL would like to inform of the protocols and guidelines for attending the Annual General Meeting of Shareholders as follows:

1. Shareholders are encouraged to authorize the Company's independent directors as the proxies, instead of attending the meeting in person. If the shareholder wishes to attend the meeting in person, please declare your intention to the Company in advance, according to enclosure 12.
2. In order to minimize the risk of transmission, shareholders may submit questions in advance using the form for the Annual General Meeting of Shareholders 2021, through the following channels:
 - 2.1 The Company's website: <http://investor.pdgth.com/question.html>
 - 2.2 Submit together with the letter of power of attorney to the Company Secretary of Phol Dhanya Pcl.
No. 1/11 M.3 Lamlukka Rd., Lad Sawai, Lamlukka, Pathumthani 12150
 - 2.2 Electronic mail: cs@pdgth.com
 - 2.3 Fax: 0-2791 0100
3. In case the shareholder wishes to attend the meeting in person, the Company requires cooperation to be aware of the meeting arrangement protocols to prevent and minimize risks of COVID-19 transmission as follows:
 - 3.1 Set up the screening check points in accordance with the Department of Disease Control starting from the guardhouse. If an individual with potential risk or with respiratory symptoms is detected, the Company reserves the right to deny access for the shareholder or the proxy in question to attend the meeting. However, an authority can be bestowed upon the Company's independent director to attend the meeting on one's behalf.
 - 3.2 Seats are to be organized with appropriate social distancing (about 1-2 meters apart), with no more than 25 seats, and no supplementary chairs. Shareholders are strongly encouraged to authorize the Company's independent director to attend the meeting on one's behalf instead of attending the meeting in person.
 - 3.3 Disinfect and clean the venue with alcohol before the meeting starts. Meeting participants are required to prepare their own face masks and put them on throughout the course of the meeting.
 - 3.4 Avoid touching facial areas (eyes, nose, mouth), and avoid using or sharing things with others.
 - 3.5 For public hygiene, snacks, tea and coffee will **not** be served, and food shall not be consumed in the meeting room. Drinking water (bottle) will be prepared for by the Company, while snacks will be distributed for take-home only in order to minimize the risk of transmission.
 - 3.6 If there are any changes in the situation, or limitations from the government bodies related to the shareholders' meeting arrangement, the Company will inform of such changes on the website (www.pdgth.com).
4. The Company will run the meeting in a concise manner (no more than 1 hour), whereby questions will be compiled in the attachment that will be distributed via the Stock Exchange of Thailand's portal and the Company's website within 14 days after the meeting day.

In this regard, if many shareholders are present all at the same time on the day, there might be delays in the screening and registration processes. The Company would like to extend apologies for such inconvenience.

Sincerely yours,

Phol Dhanya Public Company Limited

Attendance form for the 2021 Annual General Meeting of Shareholders
of Phol Dhanya Public Company Limited
on Monday, April 26, 2021 at 14.00 hrs.

To Company Secretary, Phol Dhanya Pcl.

I/We,

Please mark ✓ in ()

() being a Shareholder of Phol Dhanya Pcl.

() being a proxy of, who is a shareholder of Phol Dhanya Pcl.

(Please attached Proxy Form)

Holding the total numbers of.....shares.

Wish to attend the 2021 Annual General Meeting of Shareholders on Monday, April 26, 2021 at 14.00 hrs. at the Company's conference 3rd floor, no. 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150

Signed.....Attendee

Remark: Please send the completed form to Phol Dhanya Pcl. within 12.00 hrs. of April 23, 2021.

- The Company's Website: <http://investor.pdgth.com/attendance.html>
- Email: cs@pdgth.com or ir@pdgth.com
- Telefax 0-2791 0100
- Postal to Company Secretary, Phol Dhanya Public Company Limited.

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

Any question or suggestion, please contact:

1. Ms. Saowapa Choorujiporn Telephone: 0-27910111 ext. 151 or
2. Ms. Siriporn Ondee Telephone: 0-27910111 ext. 206

Procedure for Submission of Questions in Advance for the AGM2021

Phol Dhanya Pcl.

(Within April 23, 2021 at 12.00 hrs.)

The Company, Phol Dhanya Public Company Limited focuses on the compliance with principles of good corporate governance. We realize the rights of shareholders and equitable treatment of shareholders. We would like to invite shareholders to submit questions in advance for the 2021 Annual General Meeting of Shareholders (AGM2021) as following channel:

- 1) The Company's Website: <http://investor.pdgth.com/question.html>
- 2) Email: cs@pdgth.com
- 3) Telefax: 0-27910111
- 4) Postal mail address:

The Company Secretary, Phol Dhanya Pcl

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

Necessary information required from the shareholders as below details:

- 1) Name-Surname
- 2) Identifying Shareholders or Proxy
- 3) Questions or suggestion for the Shareholders' Meeting

The Company Secretary will collect all questions from shareholders and submit to the Chairman and Chief Executive Officer for consideration. The approved questions will be clarified and answered in the AGM2021.

Any question or suggestion, please contact:

1. Ms. Saowapa Choorujiporn Telephone: 0-27910111 ext. 151 or
 2. Ms. Siriporn Ondee Telephone: 0-27910111 ext. 206
-

Requisition form supporting documents for the AGM 2021

Attention: Shareholders

To facilitate shareholders, you can request documents by choosing one of following methods.

- 1) The Company's website: <http://investor.pdgth.com/document.html>
- 2) Be inform via Email: cs@pdgth.com or ir@pdgth.com
- 3) Request documents by marking ✓ in () and fill-in form per below details or send via Telefax 0-2791 0100
 - () Letter Invitation for AGM2021 (set)
 - () Annual Report 2020

Send address:

Name-Surname:

Address:

.....Contact Telephone:

Any question or suggestion, please contact:

1. Ms. Saowapa Choorujiporn Telephone: 0-27910111 ext. 151 or
2. Ms. Siriporn Ondee Telephone: 0-27910111 ext. 206

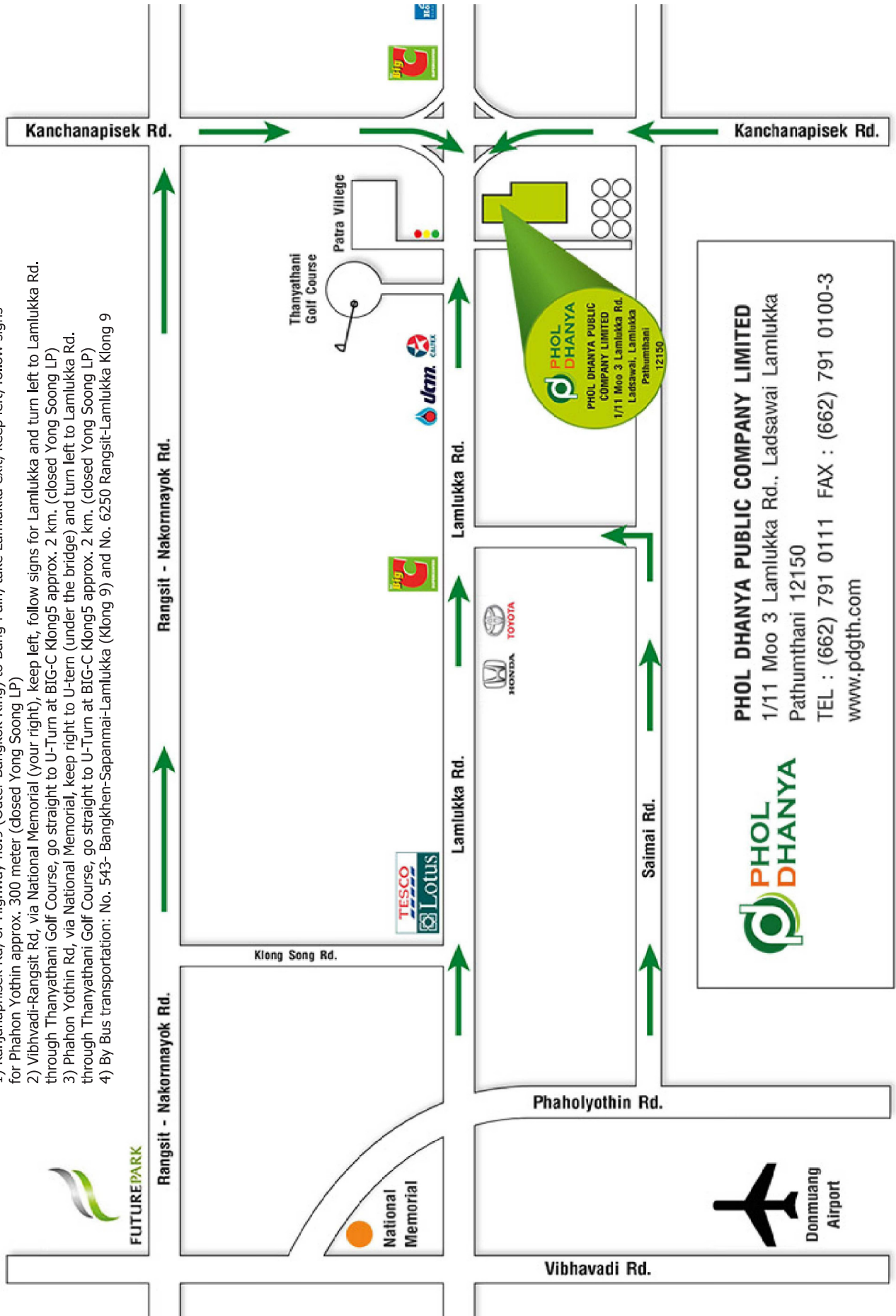
In case, Need to receive the above documents prior the shareholders' meeting (26 April 2021)

Please submit such requisition arrived to Company Secretary within April 19, 2021

Remarks: The company has established a personal information protection policy, to notify the stakeholders of the company know the details of the collection, use and disclosure of personal information, as shown on the company's website www.pdgth.com

Remarks:Route

- 1) Kanchanapisek 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 Thanvathani 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-term (under the bridge) and turn left to Lamlukka Rd. through Thanvathani 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



PHOL DHANYA PUBLIC COMPANY LIMITED
 1/11 Moo 3 Lamlukka Rd., Ladsawai Lamlukka
 Pathumthani 12150
 TEL : (662) 791 0111 FAX : (662) 791 0100-3
 www.pdgth.com



Vibhavadi Rd.

Phaholyothin Rd.

Saimai Rd.

Lamlukka Rd.

Lamlukka Rd.

Lamlukka Rd.

Rangsit - Nakornnayok Rd.

Rangsit - Nakornnayok Rd.

Kanchanapisek Rd.

Kanchanapisek Rd.

Klong Song Rd.



Thanyathani Golf Course

Patra Villegge



FUTUREPARK



National Memorial

Donmuang Airport



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