

Minutes of The 2021 Annual General Meeting of Shareholders**of Phol Dhanya Public Company Limited****The Meeting was convened on Monday April 26, 2021 at 2.00p.m.****at The Company's conference room 3rd floor, 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150**

Asso.Prof.Dr. Ekachidd Chuongcharoen, Chairman of the Company and presided as the Chairman of the Meeting (the "Chairman"). The Chairman delegated the role to Ms. Saowapa Choorujiporn, (the "Company Secretary") perform secretary of the meeting to conduct the Meeting together with clarification of meeting rules.

The Meeting convened at 2.00 pm.

Company Secretary, announced the statistic of the 2021 Annual General Meeting (the "Meeting") of Phol Dhanya Public Company Limited (the "Company") that there were total of 11 shareholders attending in person, representing 35,645,108 shares, and 16 by proxy, representing 78,810,507 shares. There were 7 shareholders attending the Meeting by proxy granted to the Company's independent director, representing 3,511,351 shares. The total number of attendants who were shareholders and proxy holders were equal 27 persons, representing 114,455,615 shares or 56.52123% of total 202,500,232 subscribed shares. The quorum was thereby constituted according to the Company's Articles of Association.

Registration	No. of Shareholders (in persons)	No. of shares (Shares)	Percent
Present in person	11	35,645,108	17.60250
Present by proxy	16	78,810,507	38.91872
Total	27	114,455,615	56.52123

Start the meeting, there were additional attending 1 shareholder with 3 shares attending. Therefore, the total number of shareholder attending the meeting was 28 shareholders have 114,455,618 shares with 56.52123 of the total paid-up capital shares of 202,500,232 ordinary shares, summarized as follows:-

Meeting Commencement

Company Secretary, welcomed the shareholders attending the 2021 Annual General Meeting, the Company apologized for the inconvenience to attending the 2021 Annual General Meeting of Shareholders that required a strictly screening process, together informed the meeting room layout and signage indicating emergency exits in case of an emergency, and the entrance to the shareholders acknowledge, by taking care into safety of employees, shareholders and visitors of the company is important.

To comply with Thailand Personal Data Protection act.2019, the Company has announced the data protection for the 2021 Annual General Meeting, would like to inform you that the Company will take photographs and record the video during the AGM for the use of reporting and publicizing the AGM means printing, you may appear in the picture or video recording of the AGM, but the details of your identity will not be identified, except recording name-surname of shareholders and/or grantees questions were asked reference only appear in the minutes comply to corporate governance principle.

Company Secretary, Clarification the meeting rules and procedures for the meetings and voting to ensure that the meeting is conducted in compliance with good corporate governance guidelines (details as appeared in Enclosure 3 (page 18-20) and Enclosure 6 (page 36-38) which had been sent to shareholders together with the notice of this meeting, as follows:-

1. One share shall be entitled to one vote.
2. The Meeting considered each item of the agenda in order to shown on the invitation letter with the information presented in each agenda, prior to the voting in each agenda, the Chairman of the meeting would answer the questions related to such agenda. The meeting will accept questions only writing and submit questions in advance on issues related to such agenda.

In the case of question submitted was irrelevant to the agenda being considered, such questions would be responded during the agenda item for other business towards the end of the Meeting. If there were additional question and the Company could not respond all such additional questions in the Meeting, the Company would post the responds through the Company's website after the Meeting and record in the minute of meeting.

3. Shareholder(s) who has/have special interest in any agenda, will not be eligible to the voting in the respective agenda.
4. For proxy holders or either one of independent director of the company to participate the meeting and cast their votes in accordance with her/his instructions, the Company has already entered their votes into the agenda items and recorded on the Minute of Meeting.
5. A resolution of the meeting will be passed by majority votes of the shareholders who present and vote at the meeting, except

Agenda 1 for acknowledgement would require no vote.

Agenda 5 to approve by voting not less than two-third of all shareholders who present and vote at the meeting.

Agenda 7-10 to approve by voting not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote at the meeting.

Agenda 11. others (if any) no voting in this agenda.

If the votes are tied, the Chairman of the meeting shall cast the decisive vote unless otherwise stipulated by law.

6. In the counting of votes on each agenda item, the Company would deduct the disapproved or abstained vote from the total votes and the remaining amount would be regarded as the approval votes for such agenda item. In the absence of any objection or any comment provide otherwise, it shall be deemed that the Meeting voted in favor or unanimously approved such agenda.

To comply with the principles of good corporate governance the company would be collected the ballot with agree for evidence, then after the meeting is adjourned, the shareholders would deliver their ballot to the officer to keep as evidence. In the event that the shareholder wishing to gone before requesting to return the ballot to the officer.

7. Void ballot such as; the ballot that filled more than one mark in the space provide; or votes that casts a vote expressing a conflict of intent; or crossed out without a signature thereon; or there are votes cast in excess of the entitled votes, shall be classified as void ballot, except of the Custodian.

Company Secretary, introduced the Company's Board of Directors, Executive Management and Auditors attended the Meeting in order to deliver additional information and answer the questions to the Meeting.

Attending Directors:

The following directors attending the Meeting 9 directors (100% of all directors), all Chairman of Sub-committee attended the meeting.

1. Assoc.Prof. Ekachidd	Chungcharoen Ph.D.	Independent Director/ Chairman of the Board Chairman of the Nomination and Compensation Committee
2. Mr. Noppadol	Dheerabutr vongkul	Independent Director/ Chairman of Audit Committee/ Chairman/ Nomination and Compensation Committee
3. Mr. Santi	Niamnil	Independent Director/ Audit Committee
4. Dr. Pallapa	Ruangrog	Independent Director/Audit Committee
5. Gen. Chaiwat	Satondee	Independent Director/ Nomination and Compensation Committee
6. Mr. Teeradej	Jarutangrong	Director/ Chairman of Risk Management Committee
7. Mr. Chavalit	Wanthamrong	Director/ Nomination and Compensation Committee
8. Mr. Boonchai	Suwanvutthiwat	Director/Risk Management Committee
9. Mr. Thanya	Wangthamrong	Director

Attending Executive Management:

1. Mr. Boonchai	Suwanvutthiwat	Chief Executive Officer
2. Mr. Pornsak	Chunhajinda	Vice President Corporate Support/ Chief Financial Officer
3. Mr. Thanya	Wangthamrong	Vice President Corporate Marketing and Sales

The Auditor and Representative attending the Meeting

1. Ms. Panita	Chotesaengmaneekul	Auditor of ANS Audit Co., Ltd. (ANS)
2. Ms. Maturin	Doakjampa	Representative of the Auditor (ANS)

Inspector the vote counting at the shareholders' meeting

In order to conduct the shareholders' meeting with transparency and to comply with the law and regulations of the company. Therefore, one shareholder representative is hereby invited to inspector the vote count at the Annual General Meeting of Shareholders of the Company, namely;

1. Mr. Wallop	Jaruschimpleekul	Representative of Shareholders represent the Meeting
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Attorney on behalf Thailand Investors Association attended the meeting

1. Mr. Supachai	Namkiatsakul	Right Protection Volunteer
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After explaining the quorum of the meeting, the safety procedure together introduced the Board and Management member attending the Meeting, the Company Secretary has invited the Chairman to welcome all shareholders and declared the commencement of the agenda item for the 2021 Annual General Meeting of Shareholders.

Company Secretary has invited the Chairman to commence the agenda meeting.

The Chairman inform the Meeting, during the situation of the coronavirus outbreak 2019 (COVID-19) that continued to spread from past year and intends to hold the 2021 AGM in accordance with guidelines prevent inflection such outbreak as well as recommendations from government agencies. Therefore, all attendees are requested to comply with measures and guidelines for attendees, details appeared in the notification letter of the AGM2021 delivered to shareholders, by measures and processes, steps may cause delay and inconvenience in meeting attendance. The company needs to complete the meeting within a short time to reduce the risk of disease spreading, as well as requesting everyone to wear facemask throughout the duration of their stay at the meeting. Seats are to be organized with appropriate social distancing, with no more than 25 seats and reserved seats to the side lounge by broadcasting live throughout the conference, also request for permission to refrain from asking through microphone only accept questions in advance for written, after the meeting all question and answer will be summarized as an attachment to the minutes of the shareholders' meeting, which will be published through SET information system and the Company's website.

The Chairman informed that

1. The Company disclosed the previous minutes of the 2020 AGM on April 28, 2020 on the company website (www.pdgth.com) from May 11, 2020 and also posted via SET Link to Shareholders to review recorded correctly and completely or suggestion for correction by June 11, 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 in considering the proposal to submit agenda item and nominated qualified director through SET information system and the company's website. As a result, there was no meeting agenda and nominated director proposed by the shareholders.

However, during the period from 26 March 2021 until 23 April 2021, the Company gave an opportunity for shareholders to submit questions in advance of the shareholders' meeting via the company's website, there were no any question from the shareholders to be proposed.

Then, the Chairman proceeded the follow business agenda Meeting in the Notice, as follows:

Agenda 1 To Acknowledge the Company operating results for 2020

The Chairman proposed to shareholders attend meeting to acknowledge the operating results of the Company and the annual report for the year 2020 along with the significant changes occurred during the year 2020, details appears in the 2020 Annual Report (QR Code) which has delivered to shareholders together with the notice of meeting. Furthermore, the said Annual Reports in printing form are also available for the shareholders in front of the Meeting room and let's opportunity for shareholders to ask question (if any), since this agenda is for acknowledgement the operating results only no voting is required.

The Chairman asked Mr. Boonchai Suwanvutthiwat in the capacity of Chief Executive Officer to summarize the 2020 operating performance and key financial information of company in order to give overall picture.

Mr. Boonchai Suwanvutthiwat in the capacity of Chief Executive Officer (CEO) welcomed all shareholders attending today's meeting and reported the summary of the operating performance 2019 as below:-

Revenue from sales and services

In 2020, the Company's revenue from sales and services was 1,055.51 MB, comprise 1,019.23 MB of revenue from sales and 36.28 MB of revenue from services. Revenue from sales and services increased by 143.66 MB or 15.76%, compared to the revenue from sales and services of 911.85 MB in the previous year mainly due to the increase of revenue from sales of Occupational safety, health and personal protective equipment due to the spread of the COVID-19 virus including latex gloves and nitrile gloves, protection suits and protection masks which is still need to use the product continuously.

Revenue by Products and Services, categorized into

Revenue by products of the Company comprise 800.40 MB of Occupational Safety, Health and Environment Products or SAFETY account for 75.83%, 214.93 MB of Control Environment Products or CE account for 20.36% and 40.18 MB of Water Solution Products or WATER account for 3.81%.

Revenue from SAFETY products increased by 80.99 MB or 11.26% compare to the previous year, mainly due to the increase of revenue from sales of products for the safety in the spread of the COVID-19 virus including latex gloves and nitrile gloves, protection suits and protection masks, etc. And the COVID-19 virus outbreak, resulting in continued demand for such products throughout the year 2020 with increased in dealer customers, Government and state enterprises and food industry customers who have been growing up. In addition, proportion of revenues from new customers in consumer group increase from previous year. However, in the situation of the COVID-19 epidemic, affected to industrial customers like Auto and Petrochemical which orders decrease in order based on production. Revenue from CE products increased 46.97 MB or 27.97%, major customers in the electronics industry increase production expansion, In addition, the product price has been increased according to the market price as a result, higher revenue from CE products. And revenue from Water Solution Products increased 15.70 MB or 64.13%, mainly due to revenue from sales and installation services of water treatment systems for industrial customers.

Profitability Ratio

- In 2020, the Company's gross profit margin was 25.97%, similar to gross profit margin 24.88% in previous year.
- The Company's net profit margin was 6.94%, increasing from 4.45% in previous year.
- The return on equity or ROE stood at 23.42% and the return on asset ratio or ROA stood at 15.95%, increasing from 14.37% and 9.63% respectively in previous year.

Financial Position and Liquidity

As of December 31, 2020, the Company's total assets were 606 MB, increased by 38.85 MB or 6.85% from December 31, 2019. The assets increased mainly from trade receivables-net increased by 25.71 MB in line with higher revenue from sales,

other receivables increased from an increase in advance payments for inventories by 7.02 MB and cash and cash equivalents increased by 6.63 MB.

As of December 31, 2020, the Company's total liabilities were 278.85 MB, increased by 12.69 MB or 4.77% from December 31, 2019. Current Liabilities increased mainly due to the increase of 25.33 MB of trade and other payables, while short-term loans from financial institution was decrease 7.43 MB. Non-current liabilities decreased mainly from 7.14 MB of long-term loans from financial institutions.

As of December 31, 2020, Shareholders' equity of the Company was 328.45 MB, increased from the resulting from net profit of 73.86 MB and decreased by 50.63 MB from dividend payment.

The liquidity ratio in 2020 stood at 1.82x, while the debt to equity ratio was 0.88x.

Operating Performance in Corporate Governance

The Company, with its devotion to strictly and strong commitment to comply with the good corporate governance, comply to SEC's CG Code guidelines to be adopting to align with the company's business operations, monitoring and oversight the compliance related to the policy.

In 2020, the Company was evaluated 'excellent' in the corporate governance operations, having been given 5 stars for the 6th consecutive year, and scored 100 points in the AGM arrangement evaluation 2021 from the Thai Investors Association.

Operating Performance in Anti-Corruption

The Company was certified a membership of the Private Sector Collective Action Coalition Against Corruption (CAC)

In 2020, the operational of the corruption's activities, as follows:

- To reviews the anti-corruption policy and guidelines by yearly basis
- Regularly review corruption risks, established measures to reduce risk.
- Communication both internal and external rely on Anti-Corruption Policy i.e:

Internal communication to director, management and employee to acknowledge and strictly adhered, through electronic communication channels within the organization, including quarterly risk news journals, as well as partners both domestically and internationally, acknowledge the said policy

External communication sent notice of anti-corruption policy to customers, partners, refrain from receiving and giving and receiving of gifts reception or others expenses in any form and disseminated through the company's website, in order to requesting cooperation from trading partners to prevent and combat corruption by signing together the ethics agreement document.

Sustainability Operations

In 2020, the Company was selected as one of the sustainable stocks or THSI 2020 consecutive second year in the mai stock market.

Lastly, Mr. Boonchai Suwanvutthiwat the Chief Executive Officer thanked the shareholders for their attention and for continuous support from the shareholder.

The Chairman granted an opportunity for shareholders to ask questions or express other opinions.

There was no further question raised on this Agenda item, therefore No voting for this Agenda.

Resolution:

The Meeting acknowledged the Company's performance for the year 2020.

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 Chairman informed that the Company has proposed the said Financial Position, Statement of Comprehensive Income for the fiscal year ended on December 31, 2020 in which such has already been audited by Ms. Panita Chotesaengmaneeikul, the auditor of ANS Audit Co., Ltd. expressed their opinion that the financial statement contained accurate information was made in accordance with general accepted account standards and reviewed by the Audit Committee and Board of Directors have considered and endorsed such audited report with unconditionally opinions, deemed correct and adequacy, complete and sufficient pursuant to the generally accepted accounting standard which appears in the Annual Report 2020 (page 105-157) with covering Management Discussion and Analysis (page 28-31) has delivered to the shareholders together with the Notification Letter, as Chief Executive Officer has summarized overview in Agenda 1.

Unit: MB	2020	2019	Changed	%
Revenue from sales and services	1,055.51	911.85	143.66	15.76%
Cost sales and services	781.38	675.85	105.53	15.61%
Gross Profit	274.14	236.00	38.14	16.16%
Other income	9.45	18.59	- 9.14	-49.16%
Selling and Administrative Expenses	190.05	195.85	- 5.80	-2.96%
Financial Cost	2.41	5.17	- 2.76	-53.35%
Profit before income taxes	91.13	53.57	37.56	70.11%
Income tax expenses	17.27	12.51	4.76	38.06%
Profit attributable to equity holders	73.86	41.42	32.44	78.32%
Basic earnings per share (Baht)	0.36	0.20	0.16	78.32%

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

There was no further question raised on this Agenda item. The Chairman proposed that the Shareholders vote by majority votes of the shareholders attending the Meeting and casted their votes.

Resolution:

The Meeting approved the Company's financial statements for the fiscal year end of 31 December, 2020 as proposed, resolved with the majority votes of the shareholders attending the Meeting and casted their votes, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,615	100.00000
Disapproved	0	0.00000
Abstained	0	0.00000
Void ballots	0	-
Total (27 persons)	114,455,615	100.00000

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

The Chairman advised that the Company has a policy to allocate the annual profit for the dividend distribution 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, taking into its operational results turn out to a profit and the company's future plan and investment projects.

In 2020, the Company had net profit from the separate financial statements for the year ended on December 31, 2020 amounted of 64.03 million baht, earning per share of 0.32 baht, after consideration of the dividend policy, in compliance with section 115 and section 116 of the Public Limited Company Act., 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 approved the dividend payment for 2020, as follow:-

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

Acknowledge 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 Appropriate to allocate net profit to legal reserve 5% of net profit in the year 2020, amounting 3.20 million baht.

2.2 Appropriate to approve the Dividend payment at the rate 0.29 baht per share, 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.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

There was no further question raised on this Agenda item. The Chairman proposed that the Shareholders vote by majority votes of the shareholders attending the Meeting and casted their votes.

Resolution:

The Meeting acknowledge the interim dividends at rate 0.15 baht per share, has a resolution to allocated legal reserved amounting 3.20 million baht and the dividend payment for the year 2020 at rate 0.29 baht per share, totaling not exceed 58.75 million baht, the remain payment at rate 0.14 baht per share, totaling 28.35 million baht, the dividend payment on 20 May 2021, resolved with the majority votes of the shareholders attending the Meeting and casted their votes, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,615	100.00000
Disapproved	0	0.00000
Abstained	0	0.00000
Void ballots	0	-
Total (27 persons)	114,455,615	100.00000

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

The Chairman, informed the meeting that in compliance with the good corporate governance, in this agenda item to consider the appointment of director, given an opportunity to the shareholders fully provide their independent opinions and cast their votes. Also invited Mr. Noppadol Dheerabutrpongkul to be act as the Chairman of the meeting, since Assoc.Prof. Ekachidd Chungcharoen Ph.D, the Chairman and in charge of the Nominating and Compensating Committee have been conflict of interest for this agenda item. Those three conflict of interest persons namely; Assoc.Prof.Dr. Ekachidd Chungcharoen, Dr. Pallapa Ruangrong and Mr. Boonchai Suwanvutthiwat has left from the meeting room.

Mr. Noppadol Dheerabutrpongkul acting as the Chairman of meeting, inform that to be in accordance with section 120 of the Public Limited Companies Act. B.E.2535 (including its amendment) and Articles 20 of the Company's Articles of Association required that one-third of the directors must retired by rotation in each year, may be re-elected to resume their office. 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 gave an opportunity to shareholders to exercise their rights to nominate the name of qualified persons being consider to be elected as directors for the annual general meeting of shareholders 2021 during November 10, 2020 - December 30, 2020 and disclosed the criteria through SET Link and publicized to the company's website. However, there were no anyone to propose the nominated person for appointment a director of the company.

The Nominating and Compensating Committee's (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 (Annual Report 2020: Management Structure Section). In accordance with the above opinion those 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 such term is longer than 9 years 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, as well as bringing knowledge and abilities practical experience that is beneficial to conducting business with prudence and honesty, dedication, dedication, and dedication to perform their duties to the best of their ability.

The Board of Directors (excluding any directors considered having conflicts of interest) who thoroughly considered and scrutinized carefully those 3 nominated directorial candidates namely; Assoc.Prof.Dr. Ekachidd Chungcharoen, Dr.Pallapa Ruangrong and Mr.Boonchai Suwanvutthiwat 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, their profile and qualification has been presented in the enclosure that delivered to the shareholders prior the meeting.

In order to transparent and good corporate governance that this vote was made for each director individually and indicated that shareholders should present themselves with the ballots to the staff **only for those who vote “disapprove” or “abstain” only**. After the Meeting casted the votes of all 3 candidates, then announced the result, in order to comply with good governance under quality assessment of Annual General Meeting of Shareholders of Listed Company. The “agree” votes would be collected by the staff at the end of the meeting. Together invited the shareholders to ask question or voice their additional observations before voting. No questions and observation were raised on this agenda item.

For this agenda item, there were 1 additional shareholders attending the meeting in person, holding 3 shares, therefore, there were 28 shareholders attending the meeting, totaling 114,455,618 shares.

The Chairman proposed that the Shareholders vote each director individually by majority votes of the shareholders attending the Meeting and casted their votes. For directors who were shareholders of the company do not exercise their voting right in this agenda.

After receiving and checking the voting, details as follows;

Resolution:

The meeting approved to appoint those 3 directors, namely; 1. Assoc.Prof.Dr. Ekachidd Chungcharoen 2. Dr. Pallapa Ruangrong 3. Mr. Boonchai Suwanvutthiwat, as the Company’s Director to retain their directorships for another term as proposed, resolved with the majority votes of the shareholders attending the Meeting and casted their votes, as per the following votes:

4.1 Assoc.Prof.Dr. Ekachidd Chungcharoen (Independent Director)

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,425,498	99.97368
Disapproved	120	00.00010

Abstained	30,000	0.02621
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

Remarks: Director hold 30,000 shares, abstained his vote.

4.2 Dr. Pallapa Ruangrong (Independent Director)

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,618	100.00000
Disapproved	0	00.00000
Abstained	0	00.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

Remarks: Director hold -0- shares.

4.3 Mr. Boonchai Suwanvutthiwat (Director)

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,618	100.00000
Disapproved	0	00.00000
Abstained	0	00.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

Remarks: Director hold -0- shares.

After the resolution has completed, the company's staff was invited those re-election of three directors back to the meeting room to proceed the meeting.

Agenda 5 To consider the remuneration of director for 2021

The Chairman, Assoc.Prof. Ekachidd Chungcharoen, Ph.D. acting as the Chairman of Nomination and Compensation Committee informed that

The Board of Directors considered with the consent from 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 the same capacity and nature of 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 including a survey report on the directors' remuneration conducted by the Thai Institute of Directors (IOD). The Board of Directors deemed its appropriate to propose to the Shareholder's meeting consider the determine remuneration 2021, as follows:

Remuneration Details	Monthly fee (month) ^{/1}		Meeting allowance (attendance) ^{/2}	
	Chairman	Director	Chairman	Director
1. Board of Director	25,000	12,000	22,500	15,000
2. Audit Committee	20,000	-	18,000	12,000
3. Nomination and Compensation Committee	15,000	-	18,000	12,000
4. Risk Management Committee	15,000	-	18,000	12,000
5. Others (if any)	-	-	-	-
6. Bonus from the operating result year 2021 ^{/3}	2.5 percent of total dividend payment to shareholders year 2021			
7. Bonus from the operating result year 2020 ^{/4}	amounts 1.265 MB (2.5 percent of total dividend payment year 2020)			
8. Total Remuneration 2021	Monthly fee and meeting allowance not exceeding 4 MB/year and Bonus 2.5 percent of total dividend payment to shareholders.			

Remarks:

^{/1} Monthly fee (month); only for non-executive director, in case of the directors holding more than 1 position receive the highest monthly fee to be paid.

^{/2} Meeting allowance to be paid for the director who attending (per attendance/person)

^{/3} Bonus2021: To determine as well as previously criteria: Chairman 1.5 part, each 1 part to director (non-executive director and executive director) in proportion of director's period, except in case of the period are less than 2 months.

^{/4} Bonus2020: Total amount 1.265 Baht which effective from the resolution of AGM2021 onward.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

There was no further question raised on this Agenda item. The Chairman proposed the Shareholders casting their vote on this agenda item with the vote of not less than two-third of the total votes casted of the shareholders attending the meeting.

Resolution:

The Meeting approved the director's remuneration for the year 2021, totaling not exceeding Baht 4 million and Bonus 2.5 percent of total dividend payment to shareholders year 2021, the directors' bonus year 2020 amounts of 1.265 million baht as proposed, resolved with the vote of not less than two-third of the total votes casted of the shareholders attending the meeting, as per following vote:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,134,865	99.71976
Disapproved	12,500	0.01092
Abstained	308,253	0.26932
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

Remarks: Director who are shareholders of 308,250 shares abstained in this agenda

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

The Chairman inform the Meeting that section 120 of the Public Limited Companies Act. B.E.2535 (including its amendment) required that each annual general meeting of shareholders appoints an auditor and fixed their remuneration year to year.

The Board of Director 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 the appoint formerly ANS Audit Co., Ltd. as the Auditor of the Company for the fiscal year ending December 31, 2021, by either one of the individuals namely below;

1. Mr.Sathien Vongsnan Certified Public Accountant No. 3495 or
 2. Mr.Atipong Atipongsukul Certified Public Accountant No. 3500 or
 3. Ms.Kulthida Pasurakul Certified Public Accountant No. 5946 or
 4. Ms.Panita Chotesaengmaneekul Certified Public Accountant No. 9575
- of ANS Audit Co., Ltd. to be the Company's Auditor for the year 2021 (ten consecutive years)

In the event that the aforementioned auditors cannot perform their duty, ANS Audit Co., Ltd. shall provide its alternative auditor to audit and provide an opinion on the financial statements in place of such auditors. 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.

The remuneration for the Auditors year 2021 amounts to Baht 1,630,000 were including subsidiaries company, which 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.

The Chairman granted an opportunity for the shareholders to ask questions or express any opinions.

There was no further question raised on this Agenda item. The Chairman has proposed the Meeting to approve by majority votes of the shareholders attending the Meeting and casted their votes.

Resolution:

The Meeting approved the appointment of Mr.Sathien Vongsanan (CPA no. 3495) or Mr.Atipong Atipongsakul (CPA no.3500) or Mr.Vichai Ruchitanont (CPA no. 4054) or Ms.Kultida Pasurakul (CPA no. 5946) or Mr.Yuthapong Chuamuangpan (CPA no. 9445) or Ms.Panita Chotesaengmaneekul (CPA no. 9575) of ANS Audit Company Limited to be the Company's Auditor for the fiscal year 2021 and determined the Audit Fees of amounts Baht 1,630,000 as proposed with the majority votes of the shareholders attending the Meeting and casted their votes, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,435,315	99.98226
Disapproved	20,300	0.01774
Abstained	3	0.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

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 Chairman, appropriate to propose the Meeting to consider and approve the decreasing the existing registered capital amount of Baht 8,000,000 which issued shares for the exercise of warrant no.1 (ESOP-Warrant) by eliminating the unissued shares in the number 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

Resolution:

The Meeting approved to decrease the unissued shares in the number of unallocated 8,000,000 shares at par value of 1.00 baht per share from amount of Baht 210,500,232.00 to amount of Baht 202,500,232.00 as proposed with the vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,615	100.00000
Disapproved	0	0.00000
Abstained	3	0.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

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 Chairman inform the Meeting that 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.

Resolution:

The Meeting approved 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 proposed with the vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,615	100.00000
Disapproved	0	0.00000
Abstained	3	0.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

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

The Chairman, appropriate to proposed the Meeting to consider and approve the additional objective of the Company’s Articles of Association from 52 to 56 items to be consistent with the business operation, and amend the Memorandum of Association Clause 3. of the company objectives 56 items (Bor Mor Jor.002) as below details:

- Item 11. Operate retail and wholesale businesses related to all kinds of safety appliances and equipment.
- Item 53. 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.
- Item 54. 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.
- Item 55. 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.
- Item 56. Operate an e-commerce business related to all types of businesses specified in the Company’s objectives.

Resolution:

The Meeting approved to amend the memorandum of association Clause 3. of the company objectives 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, as proposed with the vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,615	100.00000
Disapproved	0	0.00000
Abstained	3	0.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

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

The Chairman, appropriate to propose the 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, details as follows:

Section 1 General

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 in their entirety.

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).

Section 4 Board of Directors

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.

A meeting resolution must be decided by a majority vote.

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.

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.

Article 28. In calling a board of directors' meeting, the chairman of the board or authorized person must send a letter of meeting or electronics letter 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.

Article 29. Directors must perform duties according to the law, objectives and company's regulations and the shareholders' meeting resolutions with honesty and caution, with regards to the Company's benefits.

Article 37. In calling for a shareholders' meeting, either physical attendance or via electronic means, 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 newspapers for no less than three (3) consecutive days.

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.

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 the meeting may be held via electronic channels.

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. At least the following must be stated:

- (1) The number of shares held by the shareholder
- (2) Name of the proxy
- (3) The number of the meeting for which the proxy attends and casts votes

Article 39. In attending a shareholders' meeting, either physical attendance or via electronic channels, 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 this regard, 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 standard of electronic meetings B.E.2014, including potential additional amendments.

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.

Section 8 Additional Chapters

Article 57. Merge with Item 3.

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.

Resolution:

The Meeting approved the amendment of the Company's Article of Association as proposed with the vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote, as per the following votes:

Resolution	Total Vote (one share=one vote)	% of Vote
Approved	114,455,615	100.00000
Disapproved	0	0.00000
Abstained	3	0.00000
Void ballots	0	-
Total (28 persons)	114,455,618	100.00000

Agenda 11 Others Business (if any)

The Chairman informed the Meeting that this agenda for shareholders to ask question or suggestion concerns, since the company provided an opportunity for shareholders to submit questions in advance for the Annual General Meeting of Shareholders year 2021 through channel provided, the Chairman granted an opportunity for shareholders to ask questions or express any opinions, therefore there were no questions, chairman would like to close the meeting and thank the shareholders for attending the meeting.

The Chairman informed the Meeting that the Company would prepare the minutes of the Annual General Meeting of Shareholders for the year 2021 within 14 days from the date of this Meeting, which would be posted on the Company's website: www.pdgth.com respectively. The shareholders who would like to propose suggestion and amendment of minutes of shareholders meeting, please inform the Company Secretary at address: cs@pdgth.com within 30 days after the dissemination, if the company does not receive a proposal to amend the said minutes of the meeting, it is considered that the Minutes of the Meeting of Shareholders have been approved by the shareholders.

The Chairman expressed the sincere thankful to the shareholders to attending the Meeting, the Meeting was adjourned at 3.30 pm.

Ekachidd Chungcharoen

Signed.....Chairman to the Meeting

(Assoc.Prof. Ekachidd Chungcharoen, Ph.D.)

Chairman of The Board

Saowapa Choorujiporn

Signed.....Minutes Recorder

(Miss Saowapa Choorujiporn)

Company Secretary