

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

Agenda 1 To Acknowledge the company operating results for 2021

Purposes and Rationale: The Company has summarized the operating results for 2021 along with the significant changes occurred during the year 2021 (details shown in Annual Registration Statements/Annual Report 2021) 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, 2021

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, 2021 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, 2021 appears shown QR Code, printed summary of key financial information from the Annual Registration Statements/Annual Report 2021 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 | |
|---|------------------------|----------|-------------------------|--------|
| | 2021 | 2020 | 2020 | 2020 |
| Total Assets | 636.23 | 606.00 | 597.64 | 565.36 |
| Total Liabilities | 288.06 | 278.85 | 268.21 | 254.76 |
| Paid up Capital (million shares) ^{/1} | 202.50 | 202.50 | 202.50 | 202.50 |
| Shareholders' Equity | 349.47 | 328.45 | 329.43 | 310.59 |
| Total Income | 1,225.76 | 1,055.51 | 1,102.64 | 944.68 |
| Total comprehensive income Profit (Loss) for the year | 81.76 | 77.27 | 79.58 | 67.90 |
| Profit (Loss) equity holders of the company | 81.89 | 73.86 | 79.24 | 64.03 |
| Profit (Loss) Earnings per share (baht/share) | 0.40 | 0.36 | 0.39 | 0.32 |

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

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

Agenda 3 To consider and approve dividend payment 2021 and the allocation of net profit as legal reserve

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 2021, the Company had net profit from the separate financial statements end of December 31, 2021 of amount 79.24 million baht, earning per share of 0.39 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 E-AGM to acknowledge the interim dividend and propose to allocate legal reserve and the dividend payment for the 2021 operating results at the rate 0.32 baht per share, not exceeding 64.80 million baht, therefore the company has paid the interim dividend at rate 0.16 per share, the remaining payment at rate 0.16 baht per share, totaling 32.40 million baht.

Details Comparing Previously Dividend payments are shown as follows:

| Separate Financial | 2021 | 2020 |
|--|--|--------|
| 1. Dividend Policy | Not less than 40 percent of net profit (under conditions) | |
| 2. Net Profit (Loss) (million baht) | 79.24 | 64.03 |
| 3. Total shares (million shares) ¹ | 202.50 | 202.50 |
| 4. Earnings per share (baht/share) | 0.39 | 0.32 |
| 5. Dividend per share (baht/share) ³ | 0.32 | 0.29 |
| 5.1 Interim dividend (1 January -30 June) | 0.16 | 0.15 |
| 5.2 Cash dividend (1 July -31 December) | 0.16 | 0.14 |
| 6. Total dividend payment net exceeding (million baht) | 64.80 | 58.73 |
| 7. Dividend payout ratio compared to net (loss) income (%) | 81.78 | 91.71 |
| 8. Legal reserve for year 2021 ² (million baht) | 3.96 | 3.20 |
| 9. Capital Registration (million baht) | 202.50 | 202.50 |
| 10. Percentage of Legal reserve (%) | 1.95 | 1.52 |

Remarks: ¹ By weighted average number of ordinary shares 202,500,232 shares of total ordinary shares 202,500,232 shares at par value of 1.00 Baht, totaling capital of amount 202,500,232 baht as of December 31, 2021.

² The Company's accumulated legal reserved amount 9.16 million baht, representing 4.52% 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 2022 There are 3 (three) directors to retired by their rotation, namely:

- | | |
|-------------------------------|----------------------|
| 1. General Chaiwat Satondee | Independent Director |
| 2. Mr. Thanya Wanthamrong | Director |
| 3. Mr. Wisrarute Srirojanakul | Independent 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 October 1, 2021-December 30, 2021 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 the appropriate composition structure, maintaining of 9 members, for the position of director that is still vacant (one seat), there is no suitable person and it is in the process of selecting the director of the company, as assigned to the Nomination and Compensating Committee recruiting to replace those who resigned for the remaining term (on behalf 1 year) and proposed to the Board for approval accordingly.

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, role and responsibility, useful for the company, which will be benefit and consistent with the business strategy, comply with criteria, and procedure of recruiting the Company's directors (which are detailed in Annual Registration Statements/Annual Report 2021). Those of three aforementioned candidates be namely; 1) General Chaiwat Satondee (Independent director) 2) Mr. Thanya Wangthamrong (director) and 3) Mr. Wisrarute Srirojanakul (Independent 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. Regarding both member of Independent Director namely; General Chaiwat Satondee and Mr. Wisrarute Srirojanakul being independent according to the relevant rule and regulations, able to express their opinions independently in accordance with the relevant rules, able to provide useful suggestion for business operation, covering various knowledge, capable, diverse experience perform their duty of care.

The Board of Directors (excluding those retired directors who having 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, 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 2022

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 2022, details as following:

| The Board of Director | | |
|---|---|--|
| Remuneration | 2022 ¹ (Proposed year) | 2021 (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 1.518 MB) ⁴ |
| | Criteria: 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. | |
| 4. Other benefits | n/a | n/a |

The Sub-Committee

| Remuneration | 2022 ¹ (Proposed year) | 2021 (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 4MB |

The Company does not impose any other benefits for directors. In addition to regular compensation meeting allowance and bonus for directors per above mention. However, the Company takes into duties and responsibilities of directors by insuring under the D&O Insurance Policy that covers the liability of directors and executive officers of amounts 100MB, premium 0.15mb for period of 1 year (1Nov.2022-1Nov.2023) the ¹¹th consecutive year.

Remarks:

^{/1} To Approval of the 2022 Electronics Annual General Meeting shareholders held on April 27, 2022 which shall be effective from the resolution of the 2022 E-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 2021; rate 2.5% from dividend payment paid to Shareholders year 2021, 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 2022

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 | 3 years (2019-2021) |

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 2 years (2016- 2017)

^{/3} Item 4. The Auditor to be signed the company's financial statement 3 years (2019-year end December 31, 2021)
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 1,672,000 were including subsidiaries company, increasing Baht 42,000 or 3% 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 | 2022 | 2021 |
| 1) Auditor's Fee | | |
| - Phol Dhanya Public Company Limited. | 1,122,000 | 1,095,000 |
| 2) Subsidiaries' Fee | | |
| - PD Genesis Engineering Co., Ltd. | 5,000 | 5,000 |
| - Phol Palladium Co., Ltd. | 262,000 | 257,000 |
| - Phol Water Co., Ltd. | 278,000 | 266,000 |
| - Pholdhanya (Cambodia) Co., Ltd. | 5,000 | 7,000 |
| 3) Others service (Non-audit fee) | - | - |
| Total Audit Fee (Baht) | 1,672,000 | 1,630,000 |

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

Agenda 7 Others Business (if any)

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

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

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