



Letter Invitation to 2022 Annual General Meeting
Phol Dhanya Public Company Limited

Wednesday April 27, 2022
at 2.00 p.m.

via Electronics Device (E-AGM)

Live broadcast at the Company's address
at 1/11 Moo 3 Lamlukka Rd, Ladsawei, Lumlakka, Pathumthani 12150

For more convenience in registration

Registration starts at 13.00 p.m. (1 hour prior the E-Meeting)

Enclosure Documents for the 2022 Annual General Meeting

- 1) Letter Notification for Annual General Meeting of Shareholders, held on 27 April, 2022
- 2) Attachment for the Shareholders' Meeting
 - Enclosure 1 Form 56-1 One Report 2021 together with the consolidated Financial Statements of the Company for the year ended December 2021 in QR Code (Registration Form "TSD")
 - Enclosure 2 Objective and rationale of the Board of Director's opinion to facilities shareholders' considerations.
 - Enclosure 3 Shareholder's identification documents or proxy to be entitled to attend the Meeting
 - Enclosure 4 Shareholder's Proxy Form-A and Form-B (Proxy Form C is available for download from the Company's website at www.pdgth.com)
 - 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 The Articles of Association of the Company's related to Shareholders Meeting
 - Enclosure 9 Guidelines for attending The Annual General Meeting of Shareholders by Electronic Method (E-Meeting)
 - Enclosure 10 Procedure for Submission of Questions in Advance for the AGM2022
 - Enclosure 11 Requisition Form Annual Registration Statement/Annual Report 2021 (56-1 One Report)

The company has published a list of documents relating to the 2022 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

Certification No. 107551000088

March 11, 2022

Subject: Invitation Letter to attend the 2022 Electronics Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Form 56-1 One Report 2021 together with the consolidated Financial Statements of the Company for the year ended December 2021 in QR Code (Registration Form "TSD")
2. Objective and rationale of the Board of Director's opinion to facilities shareholders' considerations.
3. Shareholder's identification documents or proxy to be entitled to attend the Meeting
4. Shareholder's Proxy Form (Form-A, Form-B) and Form-C shall be upload on the website (www.pdgth.com)
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. The Articles of Associations of the company related the Shareholders Meeting (E-Meeting)
9. The measures and guidelines for the shareholders attending the meeting via electronic devices (E-Meeting)
10. Procedure for Submission of Questions in Advance for the E-AGM
11. Requisition form for Form 56-1 One Report 2021

The Board of Directors of Phol Dhanya Public Company Limited ("the Company") revolved in the meeting No.2/2022 on February 18, 2022 to convene the 2022 Electronics Annual General Meeting of Shareholders held on Wednesday, April 27, 2022 at 2.00 p.m. via devices at the Company's Conference room address 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150.

Notice is hereby given;

1. The Company disclosed the previous minutes of the AGM2021 on April 26, 2021 on the company website (www.pdgth.com) from May 6, 2021 and also posted via SET Portal to Shareholders to review recorded correctly and completely or suggestion for correction by June 6, 2021. However, there were no objection or requested and amendment.
2. The Company allowed the minor Shareholders to exercise their rights to put forward the 2022 AGM's agenda and nominate director candidates in advance during October 1, 2021-December 30, 2021 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 2021

The Board's Opinion: The Board was deemed appropriate to report the Company's operational results for 2021 and submit the 2021 Annual Registration Statements/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, 2021

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, 2021 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 dividend payment 2021 and the allocation of net profit as legal reserve

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 2021 operating results

The Company, by the Resolutions of the Board of Directors' meeting no.7/2021 held on August 11, 2021 approved the payment of the interim dividends for the first half of the year 2021 at the rate 0.16 baht per share, totaling 32.40 million baht paid on 9 September 2021.

2. The dividends for the second half of 2021 operating results

2.1 The allocate net profit for legal reserve 5% of net profit from the 2021 operating results, amounting 3.96 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, 2021 at the rate 0.32 baht per share from the amount of paid-up ordinary share of 202,500,232 shares, totaling not exceeding 64.80 million baht, or 81.78% of net profit, in compliance with the Company's policy. 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.

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 11, 2022. The dividend will be payable on May 20, 2022.

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; Gen. Chaiwat Santondee (Independent Director), Mr. Thanya Wangthamrong (Director) and Mr. Wisarute Srirojanakul (Independent 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 2022

The Board's Opinion: The Board of Directors proposed the Shareholders' Meeting to approve the Director's Remuneration for year 2022, details as follow:

- 1) Remuneration; monthly compensation and attendance (same as previously) to be an amount not exceeding of 4 MB (excluding bonus) and Director's bonus for the year 2021, totaling amounts of 1.528 MB.
- 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 2022

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 2022, 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 1,672,000 (included subsidiaries company), increasing Baht 42,000 equal to 3% 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 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 11, 2022 to entitle rightful shareholders to attend the 2022 Electronic Annual General Meeting of Shareholders and disclosed such invitation letter E-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 25, 2022**, also will be open for registration to attend the shareholders' meeting via electronic device from 13.00hrs onwards.

The Company is well-aware of the pandemic situation and would like to express its concern towards the safety of all shareholders, therefore, has determined to hold the 2022 Annual General Meeting of Shareholders via electronic devices. In this regard, any shareholders who are willing to attend the meeting, kindly be instructed according to the measures and guidelines for the shareholders attending the meeting via electronic devices (E-Meeting) and proxy attached here Enclosure 9, with documents confirming identity as detailed show in the invitation letter, such original reached to the company with 26 April 2022, the Company shall verify it to confirm the rights to attend the meeting, send User name and Password as well as a Web-Link to access

the E-Meeting via email address to be advised. Our E-Meeting service provider is operated by Quidlab Co., Ltd. which is a conferencing control system provider certified by the Electronic Transactions Development Agency

If any shareholder is unable to attend the meeting via such electronic meeting, wishes to appoint either one independent director namely; 1) Mr.Noppadol Dheerabutr vongkul 2) Mr.Santi Niamnil 3) Dr.Pallapa Ruangrong, those independent director have no conflict of interest in all agenda item details shown in Enclosure 4 or assign another representative to attend the meeting and vote on behalf his/her each one proxy Form A or Form B attached in Enclosure 4, the Form C proxy for the foreign shareholders who have custodians in Thailand only, which shall be upload on the company's website www.pdgth.com section Investor Relation, submit to the company as follows;

E-mail: ir@pdgth.com

PostalCode: Investor Relation, Phol Dhanya Public Company Limited.

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

The Company has posted the notice calling the Meeting and Enclosure on the Company's website www.pdgth.com. In addition, any shareholders who wish to receive the Form 56-1 One Report 2021 in hard copy, kindly fill out the requisition form for 56-1 Report 2021 in the Enclosure 11 submit to the company as above address.

In this regards, in order to concise meeting and adhere to the meeting agenda, which is legally required the Meeting will accept only questions in written as you may send questions prior to the meeting date to our Investor Relation at ir@pdgth.com as attached Enclosure 10. The Board of Director shall provide an answer publicly disclosed on the Company's website, together with the Minutes of 2022 Annual General Meeting of Shareholders within 14 days from the meeting date.

Please be informed accordingly.

Yours faithfully,

By the order of the Board of Directors



Assoc.Prof. Ekachidd Chungcharoen, Ph.D.

Chairman