



**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](http://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](http://www.pdgth.com)



QR Code for Annual Report and Meeting details

For more Information details:

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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](http://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](http://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](http://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](http://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](http://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](http://www.pdgth.com) section Investor Relation, submit to the company as follows;

E-mail: [ir@pdgth.com](mailto: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](http://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](mailto: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

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

เรื่อง การประชุมสามัญผู้ถือหุ้นประจำปี 2565  
Subject The 2022 Annual General Meeting of shareholders.

วันที่ 11 มีนาคม 2565  
Date

สัญชาติ  
Nationality

เรียน  
To  
บ้านเลขที่  
Address

เลขทะเบียนผู้ถือหุ้นหลักทรัพย์  
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ  
Attachment Details of meeting document

โดยผู้ถือหุ้นทั้งหมดจำนวนทั้งสิ้นรวม  
Holding the total amount of

หุ้น/หน่วย  
shares/units

ข้อมูลบริษัท / หลักทรัพย์  
Company / Securities Information

หุ้นสามัญ  
Ordinary share

หุ้น/หน่วย  
shares/units



หุ้นบริวาร  
Preferred share

หุ้น/หน่วย  
shares/units

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=220427>

โดยมีวาระการประชุมตามแนบท้าย  
The meeting agenda is attachment

วันที่ประชุม : วันพุธที่ 27 เมษายน 2565 เวลา 14:00 น. Meeting Date : Wednesday, April 27, 2022 at 14:00 hrs.	
สถานที่ประชุม : ประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) Meeting Venue : Electronic Meeting (E-AGM)	
ข้าพเจ้า..... I/We	เป็น [ ] ผู้ถือหุ้น [ ] หรือผู้รับมอบฉันทะ am/are shareholder or proxy of a shareholder
ของ บริษัท ผลัญญา จำกัด (มหาชน) of PHOL DHANYA PUBLIC COMPANY LIMITED	
หมายเลขบัตรประจำตัวประชาชน..... which the identification (ID) number	ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น attend the above mentioned meeting.
ลงชื่อ..... Sign	ผู้เข้าประชุม Meeting Attendee
( ..... )	

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหุ้นที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง พร้อมกันแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=220427> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์ เว็บไซต์: [www.pdgt.com](http://www.pdgt.com) / โทร 02-7910100 ต่อ 151 / email : [saowapa@pdgt.com](mailto:saowapa@pdgt.com)

สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : [www.set.or.th/contactcenter/](http://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=220427>

You can also contact the issuer for the annual report  
Website : [www.pdgt.com](http://www.pdgt.com) /Tel. +66 2-7910100 Ext. 151 / email : [saowapa@pdgt.com](mailto:saowapa@pdgt.com)  
For further information please contact SET Contact Center Website : [www.set.or.th/contactcenter/](http://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 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) <sup>/1</sup>	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:** <sup>/1</sup> 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) <sup>1</sup>	202.50	202.50
4. Earnings per share (baht/share)	0.39	0.32
5. Dividend per share (baht/share) <sup>3</sup>	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 <sup>2</sup> (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: <sup>1</sup> 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.

<sup>2</sup> 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](http://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:

<b>The Board of Director</b>		
<b>Remuneration</b>	<b>2022<sup>1</sup>(Proposed year)</b>	<b>2021 (Past year)</b>
1. Monthly fee <sup>2</sup> (baht/month)		
- Chairman	25,000	25,000
- Director (non-executive)	12,000	12,000
2. Meeting Allowance <sup>3</sup> (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) <sup>4</sup>
	<b>Criteria:</b> 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 <sup>1</sup> (Proposed year)	2021 (Past year)
<b>Audit Committee</b>		
1. Monthly fee <sup>2</sup> (baht/month)		
- Chairman	20,000	20,000
- Director	n/a	n/a
2. Meeting Allowance <sup>3</sup> (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
<b>The Nominating and Compensating Committee</b>		
1. Monthly fee <sup>2</sup> (baht/month)		
- Chairman	15,000	15,000
- Director	n/a	n/a
2. Meeting Allowance <sup>3</sup> (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
<b>Risk Management Committee</b>		
1. Monthly fee <sup>2</sup> (baht/month)		
- Chairman	15,000	15,000
- Director	n/a	n/a
2. Meeting Allowance <sup>3</sup> (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
<b>Total Amounts (baht/year) Boards and sub-committee</b>	<b>monthly fee and attendance not exceeding of 4MB (excluding bonus)</b>	<b>monthly fee, attendance and bonus not exceeding 4MB</b>

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 <sup>11</sup>th consecutive year.

Remarks:

<sup>/1</sup> 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.

<sup>/2</sup> 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.

<sup>/3</sup> Meeting allowance to be paid for the director who attending (per attendance/person)

<sup>/4</sup> Bonus 2021; rate 2.5% from dividend payment paid to Shareholders year 2021, same as previously criteria.

<sup>/5</sup> 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 <sup>/1</sup>	3495	1 year (2018)
2. Mr. Atipong Atipongsukul	3500	-
3. Ms. Kulthida Pasurakul <sup>/2</sup>	5946	2 years (2016-2017)
4. Ms. Panita Chotesaengmaneeekul <sup>/3</sup>	9575	3 years (2019-2021)

Remarks: <sup>/1</sup> 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)

<sup>/2</sup> Item 3. The Auditor to be signed the company's financial statement 2 years (2016- 2017)

<sup>/3</sup> 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.

<b>Comparison Information of the Auditors Remuneration of the Company</b>		Amount: Baht
<b>Audit Fee</b>	<b>2022</b>	<b>2021</b>
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](http://www.pdgth.om)). It appears that none of the proposed agenda.

## Shareholder's identification documents or proxy to be entitled to attend the Meeting

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. Shareholders is a natural person

- 1.1 In case of the shareholder attends the meeting by yourself, you are required to present the certified true copy of valid document or evidence issued by governmental authorities with showing the picture of shareholder, e.g., the identification card, government office identification card, driver license or passport. And if there is the changed of given name-surname, the evidence of such changed to be certified true copy is also required.
- 1.2 In case of granting of proxy, the following documents are required to present:
  - 1.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the shareholder and proxy.
  - 1.2.2 Certified true copy of the document or evidence identified to the shareholder and issued by government authorities as per the detail specified in item 1.1 above.
  - 1.2.3 Certified true copy of the document or evidence identified to the proxy and issued by government authorities as per the detail specified in item 1.1 above.

### 2. Shareholders is a juristic person

- 2.1 In case of a representative of juristic person of the shareholder attend the meeting by himself/herself, the following documents are required to present:
  - 2.1.1 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by governmental authorities with showing the picture of such representative as per the detail specified in item 1.1 above.
  - 2.1.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that its representative who attends the meeting is the authorized person of such juristic person.
- 2.2 In case of granting of proxy, the following documents are required to present:
  - 2.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the representative of juristic person with affixing its seal (if any) and proxy.
  - 2.2.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that the representative who signs in the proxy form as the item 2.2.1 is the authorized person of such juristic person.



- 2.2.3 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by government authorities with showing the picture of such representative as per the detail specified in item 1.1 above.
- 2.2.4 Certify true copy of the document or evidence identified to the proxy and issued by governmental authorities as per the detail specified in item 1.1 above.

In case of the shareholder is a juristic person registered outside Thailand, it is required to present the documents in items 2.1 and 2.2 as the case may be, and if the copies of such documents are prepared outside Thailand, they are also required to be notarized by a Notary Public. However, if the original documents are not prepared in English, hereby are required to attach their English translation with certification by the representative of such juristic person.

### **3. In case the shareholder is a foreign investor and appointing a custodian in Thailand to safe keep and take care of its securities**

- 3.1 It is required to prepare and present the documents in the same manner as the juristic person.
- 3.2 In case of the shareholder who is a foreign investor and appoint the custodian to sign the proxy form on its behalf, the following additional documents are required to present:
- 3.2.1 The power of attorney of the foreign shareholder authorizing the custodian to sign the proxy form on its behalf.
- 3.2.2 The letter confirms that such custodian signing the proxy form has the permission to engage in the custodian business.

### **4. Guidelines for preparation of proxy**

Any shareholder who cannot present at the E-Meeting, may appoint the Company's Independent Director to be the proxy, whose names and details as shown in Enclosure 5, also as to attend the meeting and vote on your behalf, whereby such shareholders is required to proceed as follows:

- 4.1 To select only one of the proxies forms Form A, Form B and Form C as required by the Department of Business Development The Ministry of Commerce as prepared by the Company in Enclosure 4 and please fill out the box in front of the name of the person your wish to appoint as your proxy to attend the meeting and vote on your behalf.
- Form A A General and Simple Proxy Form
- Form B A proxy form is clearly defines the details of the proxy assignment.
- Form C The Form for foreign shareholders who have custodians in Thailand only
- 4.2 To affix the stamp duty in amount of 20 baht on the proxy form in order to comply by the law, also the Company shall be provides such stamp duty for the proxies (if any).
- 4.3 To deliver the completed proxy form with the supporting documents showing the identification of shareholder or representative of shareholder who is entitled to attend the meeting in accordance with the item 1-3 above as the case may be to the Company **before 12.00 a.m. of the date 26 April 2022** via the following channels:
- 4.3.1 E-mail: [ir@pdgth.com](mailto:ir@pdgth.com)
- 4.3.2 To deliver the **original** proxy form and support documents to the Company by referring to:

**Investor Relation**

**Phol Dhanya Public Company Limited.**

**1/11 Moo 3 Lamlukka Rd., Ladsawi, Lamlukka, Pathumthani 12150**

So that the officer of the Company can check the correction and completion of the documentation in time before the meeting. However, the shareholder cannot divide the shares to several proxies in order to vote by each himself/herself. And the shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by him/her, whereby the shareholder cannot authorize the proxy to cast the votes less than the total number of shares held by him/her except for the proxy is the custodian appointed by foreign shareholder to safe keep and take care of its securities in accordance with the proxy form C.

## **5. Attending the Meeting**

The system for attending the Annual General Meeting of Shareholders will be opened on Wednesday, 27 April 2022 at 13.00 hrs., and the Electronic Meeting (E-Meeting) will be broadcasted in the same day from 14.00 hrs. Onward.

## **6. Voting Procedure**

- 6.1 The Chairman of the meeting will assign the secretary of the meeting to cast the votes for each agenda.
- 6.2 The shareholder has the right to vote according to the number of shares held by him/her, whereby the shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting.
- 6.3 The shareholder who wishes to cast his/her votes as disapproval or abstention is required to mark in a box as disapproval or abstention, for counting the vote by the system.
- 6.4 Any shareholder who does not cast his/her votes by marking into the box, the Company will assume that such shareholder cast his/her votes to approve the agenda as proposed by the Board of Directors.

## **7. Vote Counting Procedures**

- 7.1 One share shall be counted as one vote, whereby a resolution will require a majority vote at the meeting, except as stated otherwise by law. If the votes are equal, the Chairman of the meeting shall have an additional casting vote separately from the shareholder base.
- 7.2 To count votes of each agenda, the Company will deduct the total votes casted in disapproval or abstentions, from the total votes of the shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. For the Shareholders who have entrusted their proxies to other persons to attend the meeting and cast their votes in accordance with their wishes, the result thereof shall be the votes including the votes in accordance with the wishes of the principals.
- 7.3 The notification of voting results for each agenda, the chairman of the meeting will summarize the result of the votes counting in each agenda to the meeting for acknowledgement that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes and abstained votes., so each agenda use the number of shares of meeting attendance.

ผู้รับมอบฉันทะที่มาประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person

**หนังสือมอบฉันทะ แบบ ก. (Proxy Form A)**  
**แบบทั่วไปซึ่งเป็นแบบง่ายและไม่ซับซ้อน**  
**(A General and Simple Proxy Form)**

อากรแสตมป์  
20 บาท  
Duty Stamp  
20 Baht

เขียนที่.....  
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

(2) 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

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันที่พุธที่ 27 เมษายน 2565 เวลา 14.00 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 รวมถึงกฎหมายและระเบียบอื่นที่เกี่ยวข้อง หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. นายนพดล ธีระบุตรวงศ์กุล อายุ 55 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150  
Mr. Noppadol Dheerabutrongsukul, 55 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150
2. นายสันติ เนียมมิล อายุ 53 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150  
Mr. Santi Niammil, 53 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150
3. ดร.พัลลภา เรืองรอง อายุ 68 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150  
Dr. Pallapa Ruangrong, 68 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150

Appoint anyone of the above as me/our proxy folder independent directors one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the 2022 Annual General Meeting of Shareholders held on Wednesday 27<sup>th</sup> April, 2022 at 2.00 p.m. via electronics (E-AGM) according to the Emergency decree on Electronics Meeting B.E.2563 and other related laws and regulations or such other date, time and place as the meeting may be adjourned. (details of independent directors as shown in the enclosure 5)



กิจการใดที่ผู้รับมอบฉันทะกระทำให้ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts performed by the Proxy during the course of the meeting shall bind me/us if I/we performed such act.

กรุณาแนบสำเนาบัตรประชาชน  
พร้อมเซ็นรับรองสำเนาถูกต้อง  
Please enclose a certified copy of ID

ลงนาม ..... ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Grantor

ลงนาม ..... ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงนาม ..... ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงนาม ..... ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

หมายเหตุ/Remark:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

**ผู้รับมอบฉันทะที่มาประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย**  
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person

**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 2565 ในวันพุธที่ 27 เมษายน 2565 เวลา 14.00 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 รวมถึงกฎหมายและระเบียบอื่นที่เกี่ยวข้อง หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. นายนพดล ธีระบุตรวงศ์กุล อายุ 55 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150  
Mr. Noppadol Dheerabutrongsukul, 55 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150
2. นายสันติ นิยมนิล อายุ 53 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150  
Mr. Santi Niarnnil, 53 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150
3. ดร.พัลลภา เรืองรอง อายุ 68 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150  
Dr. Pallapa Ruangrong, 68 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150

Appoint anyone of the above as me/our proxy folder independent directors one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the 2022 Annual General Meeting of Shareholders held on Wednesday 27th April, 2022 at 2.00 p.m. via electronics (E-AGM) according to the Emergency decree on Electronics Meeting B.E.2563 and other related laws and regulations 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**  
Agenda No.1 **เพื่อรับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2564**  
To acknowledgement the Company's Operating Results 2021  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 2**  
Agenda No.2 **พิจารณาอนุมัติงบการเงินรวมของบริษัทและบริษัทย่อย สำหรับรอบปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2564**  
To consider and approve of the Audited Consolidated Financial Statements of the Company for the financial year end as of 31 December, 2021.  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 3**  
Agenda No.3 **พิจารณาอนุมัติการจ่ายเงินปันผล ประจำปี 2564 และการจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย**  
To consider and approve dividend payment 2021 and the allocation of net profit as legal reserve  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 4**  
Agenda No.4 **พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ**  
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 พลเอก ชัยวัฒน์ สathondee (Gen. Chaiwat Satondee)**  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain  
**4.2 นายธัญญา หวังธำรง (Mr. Thanya Wanthamrong)**  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain  
**4.3 นายวิศรุต ศรีโรจนกุล (Mr. Wisarute Srirojanakul)**  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 5**  
Agenda No.5 **พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2565**  
To consider the remuneration of director for 2022.  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 6**  
Agenda No. 6 **พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2565**  
To consider the appointment of auditors of the Company and determine their remuneration for 2022  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain
- วาระที่ 7**  
Agenda No.7 **เรื่องอื่น ๆ (ถ้ามี)**  
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 ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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 หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบ

ฉัน/เรามีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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 ทั้งนี้หากข้อความที่ระบุมีจำนวนเกินกว่าที่ระบุไว้ข้างต้นก็สามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
4. กรณีหากมีข้อกำหนดหรือข้อบังคับให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐาน โดยระบุไว้ในข้อ (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 ผลชัยญะ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 27 เมษายน 2565 เวลา 14.00น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 รวมถึงกฎหมายและระเบียบอื่นที่เกี่ยวข้อง หรือที่พึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For The 2022 Annual General Meeting of Shareholders held on Wednesday 27th April, 2022 at 2.00 p.m. via electronics (E-AGM) according to the Emergency decree on Electronics Meeting B.E.2563 and other related laws and regulations 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 .....

Agenda No..... Subject: .....

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่..... เรื่อง .....

Agenda No..... Subject: .....

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ .....ผู้มอบฉันทะ

Signed ( ) Grantor

วันที่/Date.....

ลงชื่อ .....ผู้รับมอบฉันทะ

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 Dheerabutrvongkul	Independent director	55	1/11 Moo 3 Lamlukka Road, Ladsawai, Pathumthani 12150	None	None
Mr.Santi Niamnil	Independent director	53	1/11 Moo 3 Lamlukka Road, Ladsawai, Pathumthani 12150	None	None
Dr.Pallapa Ruangrong	Independent director	68	1/11 Moo 3 Lamlukka Road, Ladsawai, Pathumthani 12150	None	None

Remarks: Brief details of Independent Director appears is shown in Enclosure 1. Section “**Attachment 1**”

**Additional details for 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, as follows:


1. Not 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.
2. Not being a professional service provider (i.e., auditor, lawyer)
3. Not having the significant business relations that may affect the ability to perform independently.
4. Not having family relationship to the directors of the Company.
5. Not having Criminal offense record during the past ten years.

**Definition of Independent Directors:**

The definition of Independent Directors of the company is equal to the minimum requirements of SEC and SET, as follows:

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**

<b>Name</b>	: General Chaiwat Satondee	
<b>Age</b>	: 68	
<b>Nationality</b>	: Thai	
<b>Proposed Position</b>	: Independent Director/ Nomination and Compensation Committee	
<b>Position</b>	: Independent Director	
<b>Appointment as Director date</b>	: October 12, 2015	
<b>No. of years The Board</b>	: 10 Years upon resolve to the Company's Director (April 2025)	
<b>Appointment as Independent Director date</b>	: February 19, 2021	
<b>No. of years The Independent Director</b>	: 4 Years upon resolve to the Company's Director (April 2025)	
<b>Number of Shares Held (As December 31, 2021)</b>	: Personally 248,250 shares Spouse and miner children - None – (representing 0.12% of total issued share)	
<b>Family relationship among Director and Executive</b>	: None	
<b>Education</b>	: - Bachelor of Science, Chulachomkhalo Royal Military Academy - Command and General Staff College Class 65 - National Defense College Class 2007	
<b>Training Program</b>	: <u>Training programs of Thai Institute of Directors (IOD)</u> - Nomination Director Event 1/2017 "Nomination Committee Best Practice Guideline" - Director Certification Program (DCP) Class 216/2016	
<b>Experiences</b>	: 2021 - Present Independent Director , Phol Dhanya Plc. 2017 - Present Nomination and Compensation Committee, Phol Dhanya Plc. 2015 - Present Director, Phol Dhanya Plc. 2017 - Present Chairman of the Board, Phol Water Co.,Ltd 2019 - Present Advisor, The Thai-Myanmar Culture and Economic Cooperation Association 2019 - Present Advisor, Thailand Inter-Parliamentarians Friendship Group (Thailand - Myanmar) 2015 - 2019 Advisor to Board of Security and Military Affairs, The National legislative Assembly 2012 - 2014 Director General of War Veteran Organization of Thailand 2008 Deputy Director of Defence Industry and Energy Centre 2007 Chief of Military Affairs Co-ordinations Officers of the National Security Council	

**Other directorship position / Other position at present**

- Other listed company : None
- Non-listed company : 3 Companies
  - Chairman of the Board, Phol Water Co.,Ltd
  - Advisor, The Thai-Myanmar Culture and Economic Cooperation Association
  - Advisor, Thailand Inter-Parliamentarians Friendship Group (Thailand - Myanmar)
- Other Organizations that may have conflict of interest to the Company : None

**Meeting Attendance in 2021**

	Attendance / Total Meeting	%
● Board of Director	13/13	100%
● Nomination and Compensation Committee	3/3	100%
● AGM 2021	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 2022 Shareholders' Meeting:**

- None

<b>Name</b>	: Mr. Thanya Wangthamrong	
<b>Age</b>	: 42	
<b>Nationality</b>	: Thai	
<b>Proposed Position</b>	: Director	
<b>Position</b>	: Director	
<b>Appointment as Director date</b>	: April 30, 2013	
<b>No. of years The Board</b>	: 12 Years	
	upon resolve to the Company's Director (April 2025)	
<b>Number of Shares Held (As December 31, 2021)</b>	: Personally 15,147,433 shares (representing 7.48% of total issued share) Spouse and minor children 5,280,000 shares (representing 2.61% of total issued share)	
<b>Family relationship among Director and Executive</b>	: Mr.Chavalit Wangthamrong's son	
<b>Education</b>	: - Master of Business Administration (International), Thammasat University - Bachelor of Architecture, Chulalongkorn University	
<b>Training Program</b>	: - CFO's Orientation for New IPOs by SET (Mar 2022) - Business health check through financial statements by FAP (Dec 2021) - Trends, direction of doing M&A, important issues to consider and strategies for making M&A successful by Set (Oct 2021) - Sustainable Supply Chain Management class 2" by SET (Aug 2021) - Sustainability Reporting by Industry (RE02) class 5 Services by SET (Aug 2021) - Preparation Sustainability Disclosure according to One Report (RE01) by SET (Aug 2021) - SD Professional Sharing 3/2021: Climate Change, Risk that businesses should not be overlooked and greenhouse gas reporting in One Report by SET (Jun 2021) <u>Training programs of Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP) Class180/2013	
<b>Experiences</b>	: 2021 - Present      Acting Chief Financial Officer, Phol Dhanya Plc. 2018 - Present      Vice President Marketing and Sales , Phol Dhanya Plc. 2013 - Present      Director, Phol Dhanya Plc. 2006 – 2019      Director, Guzz Media Co., Ltd  2010 - 2017      Executive Director/ Chief Marketing Officer/, Phol Dhanya Plc. 2011 - 2017      Director, Wilsiri Intertrade Co, Ltd. 2006 - 2017      Director, PDF Supply Co., Ltd 2015      Chief Information Technology Officer, Phol Dhanya Plc. 2014      Director – Environment Business Division, Phol Dhanya Plc. 2009 - 2010      Manager - Marketing Division, Phol Dhanya Plc. 2007 - 2009      Manager – Marketing Communication Department Phol Dhanya Co.,Ltd.	

**Other directorship position / Other position at present**

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

**Meeting Attendance in 2021**

	Attendance / Total Meeting	%
• Board of Director	13/13	100%
• AGM 2021	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 2022 Shareholders' Meeting:**

- None

<b>Name</b>	: Mr. Wisarute Sirojanakul	
<b>Age</b>	: 42	
<b>Nationality</b>	: Thai	
<b>Proposed Position</b>	: Independent Director	
<b>Position</b>	: Independent Director	
<b>Appointment as Director date</b>	: September 17, 2021	
<b>No. of years The Board</b>	: 3 Years 7 Months upon resolve to the Company's Director (April 2025)	
<b>Number of Shares Held (As December 31, 2021)</b>	: Personally - None – Spouse and minor children - None –	
<b>Family relationship among Director and Executive</b>	: None	
<b>Education</b>	: - M.B.A. (Finance), Auburn University, U.S.A - B.E. (Chemical), Chulalongkorn University	
<b>Training Program</b>	: - Executive Program for Financial Planning Certification, University of Georgia, U.S.A <u>Training programs of Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP) Class 188/2021	
<b>Experiences</b>	: 2020 - Present Corporate Secretary, Thai Agro Exchange Co., Ltd. (TalaadThai) 2019- Present Present Assistant to Managing Director, Bangkok Terminal Co., Ltd. 2018- Present Present Deputy Chief Financial Officer, Winvestment Co., Ltd. 2017-2018 Head of Business Incubation , Beacon Venture Capital Co.,Ltd. 2009 - 2016 First Vice President, Kasikornbank Plc.	
<b>Other directorship position / Other position at present</b>		
● Other listed company	: None	
● Non-listed company	: 3 Companies - Corporate Secretary, Thai Agro Exchange Co., Ltd. (TalaadThai) - Present Assistant to Managing Director, Bangkok Terminal Co., Ltd. - Present Deputy Chief Financial Officer, Winvestment Co., Ltd.	
● Other Organizations that may have conflict of interest to the Company	: None	
<b>Meeting Attendance in 2021</b>		
	Attendance / Total Meeting	%
● Board of Director	2/2	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 2022 Shareholders' Meeting:**

- None



**Brief Profile of the Auditors, nominated to Auditor for 2022**

**ANS Audit Co., Ltd.**

100/72, 22<sup>th</sup> 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><b>1. Mr. Sathien Vongsnan</b></p> <p>Age 60 years</p> <p>CPA No. 3495</p> <p>Position: Partner</p> <p style="text-align: center;">ANS Audit Co., Ltd.</p>	<p>Email address: <a href="mailto:sathien@crowe-ans.co.th">sathien@crowe-ans.co.th</a></p> <p><b>Education and qualification:</b></p> <ul style="list-style-type: none"> <li>● Certified Public Accountant of Thailand</li> <li>● Member of the Federation of Accounting Professions of Thailand (FAP)</li> <li>● BBA (Accountancy) from Thammasat University</li> <li>● MBA (International Program) from Bangkok University</li> <li>● Lecturer and guest speaker</li> <li>● SEC Authorized Auditor</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>● Senior Audit Partner of ANS Audit Co., Ltd. since 2001</li> <li>● The Deputy Financial Controller for Christiani &amp; Neilsen (Thai) PCL</li> <li>● Accounting Manager at Ericsson Thai Networks</li> <li>● Senior Auditor at SGV Na Thalang Co., Ltd.</li> </ul> <p><b>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.</b></p> <p><b>Signatory of financial statements of the Company : Yes / 6 years (2018 and 2011-2015)</b></p> <p><b>Shareholding structure in the Company: -None-</b></p> <p><b>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence : -None-</b></p>
<p><b>2. Mr. Atipong Atipongsukul</b></p> <p>Age 61 years</p> <p>CPA No. 3500</p> <p>Position: Partner</p> <p style="text-align: center;">ANS Audit Co., Ltd.</p>	<p>Email address: <a href="mailto:atipong@crowe-ans.co.th">atipong@crowe-ans.co.th</a></p> <p><b>Education and qualification:</b></p> <ul style="list-style-type: none"> <li>● Certified Public Accountant of Thailand</li> <li>● Member of the Federation of Accounting Professions of Thailand (FAP)</li> <li>● Instructor, lecturer and guest speaker</li> <li>● MBA, Thammasat University &amp; BBA in Accounting, Thammasat University</li> <li>● SEC Authorized Auditor</li> <li>● Board Member of Auditing Standards of Federation of Accounting Professions (FAP) during 2007 to 2010</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>● January 1, 1992 to December 30, 2000: Worked with KPMG - Bangkok providing auditing and advisory services to various multinational companies</li> <li>● 1982 to 1991: Working with SGV Na Thalang Co., Ltd (Arthur Andersen)</li> </ul> <p><b>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.</b></p> <p><b>Signatory of financial statements of the Company : Yes / 1 year (year 2010)</b></p> <p><b>Shareholding structure in the Company: -None-</b></p>

Auditors' Name	Auditor's Profile
<p><b>3. Ms. Kultida Pasurakul</b></p> <p>Age 48 years</p> <p>CPA No. 5946</p> <p>Position: Partner</p> <p>ANS Audit Co., Ltd.</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>Email address: <a href="mailto:kultida@crowe-ans.co.th">kultida@crowe-ans.co.th</a></p> <p><b>Education and qualification:</b></p> <ul style="list-style-type: none"> <li>● SEC Authorized Auditor</li> <li>● Certified Public Accountant of Thailand</li> <li>● Member of The Federation of Accounting Professions of Thailand (FAP)</li> <li>● Bachelor of Law, Thammasat University</li> <li>● BBA in Accounting, Thammasat University</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>● 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.</li> </ul> <p><b>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.</b></p> <p><b>Signatory of financial statements of the Company :</b> Yes / 2 years (year 2016-2017)</p> <p><b>Shareholding structure in the Company :</b> -None-</p> <p><b>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence :</b> -None-</p>
<p><b>4. Ms. Panita Chotesaengmaneeekul</b></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</p>	<p>Email address: <a href="mailto:panita@crowe-ans.co.th">panita@crowe-ans.co.th</a></p> <p><b>Education and qualification:</b></p> <ul style="list-style-type: none"> <li>● Certified Public Accountant of Thailand</li> <li>● SEC Authorized Auditor</li> <li>● Member of The Federation of Accounting Professions of Thailand (FAP)</li> <li>● M.Sc.in IT in Business (MIS), Chulalongkorn University</li> <li>● BBA in accounting from Ramkhamhaeng University</li> </ul> <p><b>Experience:</b></p> <ul style="list-style-type: none"> <li>● 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.</li> </ul> <p><b>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.</b></p> <p><b>Signatory of financial statements of the Company :</b> Yes / 3 years (2019-2021)</p> <p><b>Shareholding structure in the Company:</b> -None-</p> <p><b>Interest other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and independence :</b> -None-</p>

**Articles of Association of The Company's Vote Counting Rules which Relating to  
The Electronics Annual General Shareholder's Meeting 2022**

**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 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.

38. 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

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.2557, 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

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.

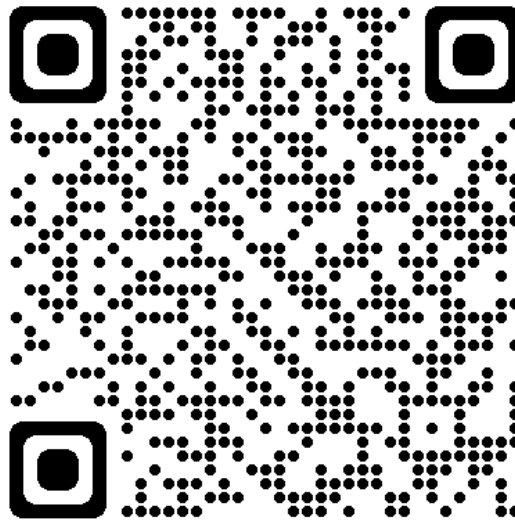
**Guidelines for attending The Annual General Meeting of Shareholders by Electronic Method  
(E-Meeting)**

The Company hereby notified the guidelines for attending the Meeting of Shareholders via Electronic Meeting (E-Meeting) as follows:

1. The Shareholders or proxies who wish to attend the E-Meeting must notify their wishes by submission of the documents to identify the right to attend the meeting via the Pre-Registration System by entering into the Link:

<https://phol.foqus.vc/registration/>

or scan this QR Code



**The system will be available to access from 11 April 2022 – 25 April 2022**

2. After logging into the system, the shareholders or proxies must fill out the following information (such information shall be in line with the information of shareholders as at the date to determine the list of shareholders who has the right to attend the E-Meeting of the Company (Record Date) of the Thailand Securities Depository Co., Ltd.):

- Registration Number of Securities Holder
- Identification Card Number/ Passport Number/ Registration Number for juristic person.
- E-mail address for receiving the Web-Link, User name and Password for attending the E-Meeting.
- Mobile Phone Number
- To attach the following documents to identify the right to attend the Annual General Meeting of Shareholders via Electronic Meeting (E-Meeting) as in case be;

Attending in Person	Proxy to the person who is not Company's Independent Director
Copies of the documents as the details in <u>Enclosure 3</u> whereby the original documents are required to send by post to the Company at the address as specified in item 4.3.2 of <u>Enclosure 3</u>	Proxy form and supporting documents as details in <u>Enclosure 3</u> , whereby the original documents are required to send by post to the Company at the address specified in item 4.3.2 of <u>Enclosure 3</u>

3. When the Company receives the documents according to item 2 from shareholders or proxies, the Company will check the documents for confirmation of the right to attend the meeting. And when it is completed, the shareholders or proxies will receive an e-mail to notify the following information:

- Username and Password
- Web-Link for attend the E-Meeting
- Manual for using the system of E-Meeting

In case the above documents of shareholders or proxies have been rejected, you will receive an e-mail to notify on the reason of rejection, which you can resubmit the additional documents or amended documents to the system.

4. In case the shareholders or proxies encounter any problem on the Pre-Registration System, you can contact with the staff of Quidlab at the telephone no. 080-0087616 and 02-0134322 or by e-mail: [info@quidlab.com](mailto:info@quidlab.com) between the office hours from 9.00 hrs to 17.00 hrs., (except Saturday and Sunday)

5. Please keep your username and password as confidential without disclose to other persons, and in case your username and password are lost or did not receive with 25 April 2022. Please contact the staff of Quidlab in item 4 immediately.

6. Please study the details of manual for using the system of E-Meeting that will be sent to you by the staff of Quidlab through your e-mail. The system will allow you to register for attending the meeting 1 house prior start of the meeting. However, the live broadcasting of the meeting will only start at 13.00 hrs.

7. For the voting procedures during the E-Meeting, the shareholders or proxies can cast your votes in each agenda to either approve, disapprove or abstain from voting. In case the shareholders or proxies do not cast your votes for any agenda, the system will count your votes as “approve” automatically.

8. In case the shareholders or proxies encounter any technical problem while using the system of E-Meeting before the meeting or during the meeting, please contact the Quidlab Co., Ltd. (“Quidlab”) who is the system provider for the E-Meeting of the Company. The channel for contacting to the Quidlab will be found in the e-mail that sent username and password to you.

### Form to register to attend the meeting via electronic devices (E-Meeting)

Made at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

I/We (Mr./Mrs./Miss) \_\_\_\_\_ Nationality \_\_\_\_\_

Residing/located at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ PostalCode \_\_\_\_\_

E-mail: \_\_\_\_\_ Mobile Number: \_\_\_\_\_

Being a shareholder of Phol Dhanya Public Company Limited, holding the total number of \_\_\_\_\_ shares

I/We confirm to attend and cast vote in the 2022 Annual General Meeting of Shareholders, to be held on Wednesday, 27<sup>th</sup> April, 2022 at 14.00hrs. via electronic devices (E-Meeting). Please send Web-Link for the E-Meeting, Username and Password to the following email.

Email: \_\_\_\_\_

Sign \_\_\_\_\_ Shareholder  
( )

Sign \_\_\_\_\_ Shareholder  
( )

**Important:** Please send the registration form for E-Meeting attendance, which has been completely filled out, together with documents to verify the rights to attend the E-Meeting to the Company with January 26, 2022 (within 12.00am.) via the following channels:

E-mail: [ir@pdgth.com](mailto:ir@pdgth.com)

PostalCode: Investor Relation, Phol Dhanya Public Company Limited.

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



## Procedure for Submission of Questions in Advance for the AGM2022

### Phol Dhanya Pcl.

(Within April 21, 2021 at 12.00 hrs.)

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**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 2022 Annual General Meeting of Shareholders (E-AGM) as following channel:

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

Investor Relation, Phol Dhanya Pcl.

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

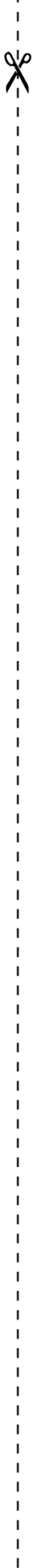
Necessary information required from the shareholders as below details:

- 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 AGM2022.

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



**Question form for the AGM2022**

**On Wednesday, April 27, 2021 at 2 p.m. via Electronics Device (E-AGM)**

We, Name-Surname .....Please marking ✓ in ( )

( ) Shareholders of Phol Dhanya Pcl.

( ) Proxy Grantor from .....the Shareholders of Phol Dhanya Pcl.

Question related agenda:

1).....

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2).....

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3).....

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**Remarks:**

Please send **“Questions in Advance for the AGM2022”** fill in completed form submit to the Company within 21 April 2022, as following channel:

- Email: [ir@pdgth.com](mailto:ir@pdgth.com)
- Postal mail: Investor Relation, Phol Dhanya Pcl.

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

### Requisition Form Annual Registration Statement/Annual Report 2021 (56-1 One Report)

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: [ir@pdgth.com](mailto:ir@pdgth.com)
- 3) Request Annual Registration Statement/Annual Report 2021 (56-1 One Report) and fill-in form per below details or send via Telefax 0-2791 0100

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 (27 April 2022)**

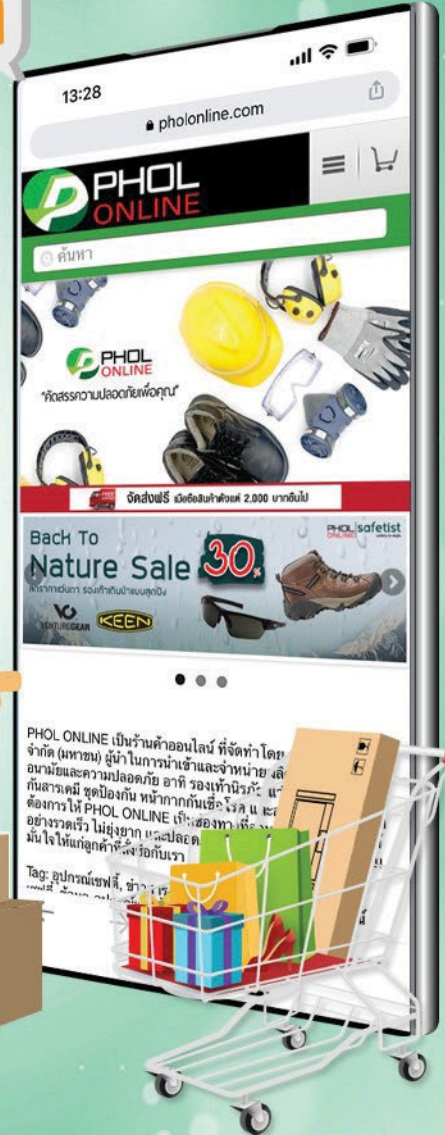
**Please submit such requisition arrived to the Company within April 21, 2022**

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](http://www.pdgth.com)



WWW.PHOLONLINE.COM

# รับประกัน แบรนด์แท้ ปลอดภัยชั่วคราว



Phol Dhanya Public Company Limited

Head Office : 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150 Tel. 02 791 0111  
 Rayong Branch : 155/213 Moo 2, Thabma, Mueng, Rayong, Thailand, 21000 Tel. 038 034 011  
 Chiang Mai Branch : 47/55-57 Chottana Rd., Chang Puek, Mueng, Chiang Mai, Thailand 50300 Tel. 053 226 811



website  
www.pdgtth.com



Safety Knowledge Center  
www.thai-safetywiki.com



Phol Dhanya