



Letter Invitation to 2023 Annual General Meeting Phol Dhanya Public Company Limited



**Thursday April 27, 2023 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 to attend the meeting (e-Register) at 13.00 p.m.
(1 hour prior the E-Meeting)

Enclosure Documents for the 2023 Annual General Meeting

- 1) Letter Notification for Annual General Meeting of Shareholders, held on 27 April, 2023
- 2) Attachment for the Shareholders' Meeting
 - Enclosure 1 Annual Report 2022 (Form 56-1 One Report 2022) together with the consolidated Financial Statements of the Company for the year ended December 2022 in QR Code (Registration Form "TSD")
 - Enclosure 2 Guidelines for attending The Annual General Meeting of Shareholders by Electronic Method (E-Meeting)
 - Enclosure 3 Brief Profile of nominate director and proposed to be elected as director
 - Enclosure 4 Shareholder's Proxy Form-A and Form-B (Proxy Form C is available for download from the Company's website at www.pdgth.com)
 - Enclosure 5 Details for shareholders proxy and definition of ID's definition
 - Enclosure 6 The Company Auditor's Information and Experience
 - Enclosure 7 Shareholder's identification documents or proxy to be entitled to attend the Meeting
 - Enclosure 8 Form to register to attend the meeting via electronic devices (E-Meeting)
 - Enclosure 9 Procedure for Submission of Questions in Advance for the AGM2023
 - Enclosure 10 Requisition Form Annual Report 2022 (Form 56-1 One Report)
 - Enclosure 11 The Articles of Association of the Company's related to Shareholders Meeting
 - Enclosure 12 Privacy Notice for the Shareholders' Meeting

This year's Annual General Meeting of Shareholders ("E-AGM") is conducted exclusively via electronic media ("E-Meeting"). The Company does not organize any venue to accommodate shareholders in any way. We request that the shareholders "do not travel to the Company's office or any venue". at the Company's office or the location of the live broadcast of the shareholders' meeting

The company has published a list of documents relating to the 2023 Annual General Meeting of Shareholders on the Company's website: www.pdgth.com



QR Code for Annual Report and Meeting details

For more Information details:

Company Secretary Phol Dhanya Public Company Limited.

No. 1/11 Moo 3 Lamlukka road, Ladsawai, Lamlukka, Pathmthani 12150

Tel: (02) 791 0111 ext. 151, 206 Telefax: (02) 791 0100

Subject: Invitation Letter to attend the 2023 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. Guidelines for attending The Annual General Meeting of Shareholders by Electronic Method (E-Meeting)
3. Brief Profile of nominate director and proposed to be elected as director
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)
5. Details for shareholders proxy and definition of ID's definition
6. The Company Auditor's Information and Experience
7. Shareholder's identification documents or proxy to be entitled to attend the Meeting
8. Form to register to attend the meeting via electronic devices (E-Meeting)
9. Procedure for Submission of Questions in Advance for the AGM2023
10. Requisition Form Annual Report 2022 (56-1 One Report)
11. The Articles of Association of the Company's related to Shareholders Meeting
12. Privacy Notice for the Shareholders' Meeting

Notice is hereby given;

1. The Company disclosed the previous minutes of the AGM2022 on April 27, 2022 on the company website (www.pdgth.com) from May 10, 2022 and also posted via SET Portal to Shareholders to review recorded correctly and completely or suggestion for correction by June 6, 2022. However, there were no objection or requested and amendment.
2. The Company allowed the minor Shareholders to exercise their rights to put forward the 2023 AGM's agenda and nominate director candidates in advance during October 1, 2022-December 30, 2022 and disclosed the criteria SET Community Portal and the company's website (www.pdgth.com). However, there were no objection or requested and amendment.

The Board of Directors of Phol Dhanya Public Company Limited ("the Company") revolved in the meeting No.2/2023 on February 17, 2023 to convene the 2023 electronics Annual General Meeting of Shareholders held on Thursday, April 27, 2023 at 2.00 p.m. via electronic media (E-Meeting) only, in compliance with the Emergency Decree on Electronics B.E. 2563 (2020) and other related laws and regulations. Live broadcast at the Company's address at the Company's Conference room address 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 for consideration according to the agenda together with the objective, rationale and opinions of the Board of Directors

The meeting's agenda is as follows:

Agenda 1 To Acknowledge the company operating results for 2022

Purposes and Rationale: The Company has summarized the operating results for 2022 along with the significant changes occurred during the year 2022 (details shown in Annual Report 2022 (Form 56-1 One Report)) which is attached together with the notice letter invitation per details in Enclosure 1

The Board's Opinion: The Board was deemed appropriate to report the Company's operational results for 2022 and submit the 2022 Annual Report to the Meeting for acknowledgement.

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, 2022

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 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, 2022 which were reviewed by the Board and the Audit Committee, and were duly audited and certified by the Certified public accountant.

The Company's Statement of Financial Position and the Comprehensive Income Statement for the year as of December 31, 2022 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, 2022 appears shown QR Code, printed summary of key financial information from the Annual Report 2022 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	
	2022	2021	2022	2021
Total Assets	638.82	636.23	599.58	597.64
Total Liabilities	285.25	288.06	263.83	268.21
Paid up Capital (million shares) ^{/1}	202.50	202.50	202.50	202.50
Shareholders' Equity	354.87	349.47	335.75	329.43
Total Income	1,000.48	1,225.76	925.08	1,102.64
Total comprehensive income Profit (Loss) for the year	53.99	81.76	54.92	79.58
Profit equity holders of the company	54.04	81.89	54.92	79.24
Profit Earnings per share (baht/share)	0.27	0.40	0.27	0.39

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

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

Agenda 3 To consider and approve dividend payment 2022 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 2022, the Company had net profit from the consolidated financial statements end of December 31, 2022 of amount 54.04 million baht, earning per share of 0.27 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, therefore able to allocate dividends to shareholders.

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 2022 operating results

The Company, by the Resolutions of the Board of Directors' meeting no.6/2022 held on August 11, 2022 approved the payment of the interim dividends for the first half of the year 2022 at the rate 0.08 baht per share, totaling 16.20 million baht paid on 9 September 2022.

2. The dividends for the second half of 2022 operating results

2.1 The allocate net profit for legal reserve 5% of net profit from the 2022 operating results, amounting 2.75 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, 2022 at the rate 0.20 baht per share from the amount of paid-up ordinary share of 202,500,232 shares, totaling not exceeding 40.50 million baht, or 74.95% of net profit, in compliance with the Company's policy. Therefore the company has paid the interim dividend at rate 0.08 per share, the remaining payment at rate 0.12 baht per share, totaling 24.30 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 3, 2023. The dividend will be payable on May 19, 2023.

Details Comparing Previously Dividend payments are shown as follows:

Consolidated financial statements	2022	2021
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (Loss) (million baht)	54.04	81.89
3. Total shares (million shares) ¹	202.50	202.50
4. Earnings per share (baht/share)	0.27	0.40
5. Dividend per share (baht/share)	0.20	0.32
5.1 Interim dividend (1 January -30 June)	0.08	0.16
5.2 Cash dividend (1 July -31 December)*	0.12	0.16
6. Total dividend payment net exceeding (million baht)	40.50	64.80
7. Dividend payout ratio compared to net income (%)	74.95	79.13
8. Legal reserve for year ² (million baht) (Separate Financial)	2.75	3.96
9. Capital Registration (million baht)	202.50	202.50
10. Percentage of Legal reserve (%)	1.36	1.95

Remarks: ¹ By weighted average number of ordinary shares 202,500,232 shares of total ordinary shares 202,500,232 shares at par value of 1.00 Baht, totaling capital of amount 202,500,232 baht as of December 31, 2022.

² The Company's accumulated legal reserved amount 11.91 million baht, representing 5.88% the registered capital.

*Dividend paid upon approval from the 2023 Annual General Meeting of Shareholders.

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 2023 There are 3 (three) directors to retired by their rotation, namely:

- | | |
|----------------------------------|----------------------|
| 1. Mr. Noppadol Dheerabutrongsul | Independent Director |
| 2. Mr. Apichart Jarutangtrong | Director |
| 3. Mr. Santi Niamnil | 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 1,2022 - December 30, 2022 and disclosed the criteria through SET and the company's website (www.pdgth.com). However, there were no anyone to propose the nominated person to the company.

The Board of Directors, through consideration of the Nomination and Remuneration Committee (directors with potential benefits or losses refrain from voting), has thoroughly and prudently reviewed the matter in order to ensure that the nominated individuals' profiles have been reviewed in accordance with the Company's recruitment procedures, and have the qualifications prescribed in the relevant criteria that are suitable for the Company's business. The criteria and recruitment

procedures are hereby approved of by the Board of Directors, who assigned the Nomination and Remuneration Committee to shortlist qualified individuals with knowledge and expertise, as well as qualifications required by laws, the Company's regulations, the Securities and Exchange Commission's (SEC) corporate governance direction and candidate screening guidelines for director nomination prescribed by the Thai Institute of Directors (IOD). The person must possess moral and ethical qualifications, with transparent work history and no bad reputation. One must be able to express opinions independently, taking into account the diversity in the Board's structure, coupled with the qualifications required of the Company's directors, special expertise in accordance with the Board Skill Matrix in order to align with business execution strategies.

The Board's Opinion: The Board of Directors, through consideration of the Nomination and Remuneration Committee (directors with potential benefits or losses refrain from voting), has thoroughly and prudently reviewed the appropriate structure of the Board of Directors to maintain the same occupancy of 9 directors. Names of nominated individuals that passed the recruitment screening according to the director recruitment procedures have been considered, whereby each and every candidate's qualification has been thoroughly reviewed that they have the right qualifications as required by laws and the Company's regulations. Those who get nominated to assume the Independent Director positions also have the qualifications as required by law and regulations related to the Independent Directors. It has then become a resolution to propose to the Annual General Meeting of Shareholders to consider the appointment of 2 directors whose tenure has come to an end to assume the position for another term of office, namely 1) Mr. Noppadol Theerabutwongkul (Independent Director) and 2) Mr. Apichart Jarutangtrong (Director), while at the same time proposing 3) Ms. Mathusorn Srikerd to assume the director position (Independent Director) and audit committee in replacement of Mr. Santi Niamnil (Independent Director), whose tenure has come to an end and is unwilling to continue for another term due to personal engagements.

For Mr. Noppadol Theerabutwongkul, Independent Director, if he gets appointed to assume the position for another term of office, the total tenure will be 19 years, which exceeds 9 years as prescribed in the principle of good governance. However, it is of the opinion that Mr. Noppadol Theerabutwongkul is the director who is independent from the management and has no business relationship with the Company in ways that impose limitations in expressing opinions independently. He has the knowledge and expertise in accounting and finance, with sufficient experiences in auditing the trustworthiness of the statement of financial position and the internal control system. Hence, he still has proper qualifications to assume an Independent Director position of the Company due to his aligned qualifications with no prohibited attributes according to the Public Limited Company Act B.E.2535 (including amendments), Securities and Stock Exchange Act B.E.2535 (including amendments), the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and the Company. He is capable of offering opinions independently, with a wide variety of knowledge and experiences that are beneficial for business operations. He performs duties with care, prudence and honesty, and always dedicates time to his roles to the best of his capacity.

Therefore, the Board of Directors, through consideration of the Nomination and Remuneration Committee (directors with potential benefits or losses refrain from voting), agreed to propose to the Annual General Meeting of Shareholders to appoint the 3 nominated individuals as mentioned to assume the director position. In this regard, the 3 individuals are not assuming the director or executive positions in businesses that may induce potential conflicts of interest with the Company or commercial competition with the Company in any ways.

Details brief profiles of the person nominated to be the position of director, the Company's independent director definition are attached Enclosure 3

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

Agenda 5 To consider the remuneration of director for 2023

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 Company has prescribed the criteria, procedures and guidelines in determining the director compensation package that is appropriate, transparent, and fair, through consideration of the Nomination and Remuneration Committee, with agreement and prudent considerations of the Board of Directors, of the appropriateness in comparison to the obligations, duties and responsibilities of the directors. The consideration procedures range from the performance evaluation of all directors, the Company's operating performance that is considered comparatively with other companies of similar size and business nature, and compensation package that can motivate directors, with the agreement of the Board of Directors, which is to be proposed to the shareholders for an approval. The consideration also takes into account the appropriateness in accordance with good practices regarding the identification of director remuneration prescribed by the Thai Institute of Directors (IOD) to make adjustments to the Company's practices, as reasoned above.

Detail of the criteria, procedures and guidelines for consideration of remuneration directors appear in the Annual Report 2022 (Form 56-1 One Report), report on important corporate governance performance.

The Board's Opinion: The Board of Directors proposed the Shareholders' Meeting to approve the Director's Remuneration for year 2023, 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 2022, totaling amounts of 1.215 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

The Board of Directors deemed its appropriate to propose to the Shareholder's meeting consider the determine remuneration 2023, details as following:

The Board of Director		
Remuneration	2023¹(Proposed year)	2022 (Past year)
1. Monthly fee ² (baht/month)		
- Chairman	25,000	25,000
- Director (non-executive)	12,000	12,000

Remuneration	2023 ¹ (Proposed year)	2022 (Past year)
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	22,500	22,500
- Director	15,000	15,000
3. Directors' Bonus	2.5% of dividend payment to Shareholders	2.5% of dividend payment to Shareholders (totaling remuneration 1.215 MB) ⁴
	<p><u>Criteria:</u> To determine director's bonus payments as well as last year, allocated to The Chairman of 1.5 parts and all directors (both non-executive director and executive director) each one of 1 part in proportion to the director's period appointed by the shareholders meeting for the year or whose director is appointed to the Board during the year except in case of the period are less than 2 months, no bonus .</p>	
4. Other benefits	n/a	n/a

The Sub-Committee

Audit Committee		
1. Monthly fee ² (baht/month)		
- Chairman	20,000	20,000
- Director	n/a	n/a
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
The Nominating and Compensating Committee		
1. Monthly fee ² (baht/month)		
- Chairman	15,000	15,000
- Director	n/a	n/a
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
Risk Management Committee		
1. Monthly fee ² (baht/month)		
- Chairman	15,000	15,000
- Director	n/a	n/a
2. Meeting Allowance ³ (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
Total Amounts (baht/year)	monthly fee and attendance not exceeding	monthly fee, attendance and bonus
Boards and sub-committee	of 4MB (excluding bonus)	not exceeding 4MB

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

Remarks:

¹ To Approval of the 2023 Electronics Annual General Meeting shareholders held on April 27, 2023 which shall be effective from the resolution of the 2023 E-AGM onward.

² Monthly fee; only for non-executive director, in case of the directors holding more than 1 position receive the highest monthly fee to be paid.

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

⁴ Bonus 2022; rate 2.5% from dividend payment paid to Shareholders year 2022, same as previously criteria.

⁵ The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee and Risk Management Committee.

Required Vote: Majority Vote of not less than two-third (2/3) of all the votes of the shareholders present the meeting

Agenda 6 To consider the appointment of the auditor and determine their remuneration for year 2023

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 (twelve 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 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 2023, 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, the Company's Auditors namely;

Auditor's Name	Certificate Public Account Number	No. of year as the Company's Auditor
1. Mr. Sathien Vongsnan ¹	3495	1 year (2018)
2. Mr. Atipong Atipongsukul	3500	-
3. Ms. Kulthida Pasurakul ²	5946	2 years (2016-2017)
4. Ms. Panita Chotesaengmaneeekul ³	9575	4 years (2019-2022)

Remarks: ¹ Item 1. Being the Auditor to signed the company's financial statement for the year end of 31 December 2018 and had been signed the company's financial statement year 2011-2015 (5 years respectively)

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

³ Item 4. The Auditor to be signed the company's financial statement 4 years (2019-year end December 31, 2022)

Item no.2 haven't sign the company's financial statement.

Appears according to Auditor's profile shown in Enclosure 6

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 deem to propose determine the Auditors fee of amounts Baht 1,680,000 were including subsidiaries company, increasing Baht 8,000 or 0.48% from previously, due to the increased portion of income growth, no other non-service fee except the audit fee. Even though, the auditors of foreign subsidiaries are not affiliated with the same audit office, the Board will ensure that the financial statements can be completed on time.

Comparison Information of the Auditors Remuneration of the Company

Amount: Baht

Audit Fee	2023	2022
1) Auditor's Fee		
- Phol Dhanya Public Company Limited.	1,130,000	1,122,000
2) Subsidiaries' Fee		
- PD Genesis Engineering Co., Ltd.	5,000	5,000
- Phol Palladium Co., Ltd.	262,000	262,000
- Phol Water Co., Ltd.	278,000	278,000
- Pholdhanya (Cambodia) Co., Ltd.	5,000	5,000
3) Others service (Non-audit fee)	-	-
Total Audit Fee (Baht)	1,680,000	1,672,000

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

Agenda 7 To consider and approve amendments of the Company's Articles of Association

Purposes and Rationale: The amendments of the Public Limited Companies Act B.E. 2535 allow public limited companies to use electronic means to convene the Board of Directors' and Shareholders' meetings, deliver notice or documents and appoint a proxy at the Shareholders' meeting

The Board's Opinion: The Board of Director Appropriate to propose to the shareholders' meeting to approved the amendment to Article 27, Article 28, Article 34, Article 37, Article 38 and Article 49 to be in line with amendment to the Public Limited Companies Act (No.4) B.E.2565 5 in various matters such as Period for sending notices of Board of Directors' Meeting, announcements and advertisements of the company electronically, Board of Directors' Meeting and shareholders' meetings by electronic means, Calling of board of directors' meeting by directors, and Proxy of shareholders by electronic means, for consideration and approval as follows:

Summary of the Amendment of the Articles of Association

Company's Current Articles of Association	Proposed Articles to be Amended
<p>Article 27. In calling board of directors' meetings, no less than half of the total number of the directors must be in attendance in order to meet the requirements for a meeting quorum. In the event that the chairman of the board is not present in the meeting or is incapable of performing his/her duties, the vice chairman of the board, if any, must become the chairman instead. If the vice chairman is absent or if the vice chairman is available but incapable of performing his/her duties, the attending directors must elect one of the directors as chairman of the meeting.</p> <p>A meeting resolution must be decided by a majority vote.</p> <p>One director has one vote, except the director who has interests in any matter. There is no right to vote on that matter. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.</p> <p>The Board of Directors' Meetings or the Committee Meetings may be organized via electronic channels and to be in effect in accordance with the laws.</p>	<p>Article 27. In calling board of directors' meetings, no less than half of the total number of the directors must be in attendance in order to meet the requirements for a meeting quorum. In the event that the chairman of the board is not present in the meeting or is incapable of performing his/her duties, the vice chairman of the board, if any, must become the chairman instead. If the vice chairman is absent or if the vice chairman is available but incapable of performing his/her duties, the attending directors must elect one of the directors as chairman of the meeting.</p> <p>The Board of Directors' Meetings or committee meetings can be organized via electronic media channels, and should comply with the criteria and protocols and information security standard required by laws. If a meeting is organized electronically, the Company's headquarters should be held as the meeting venue. The meeting's ultimate judgement should rely on the majority's votes. Each director is entitled to cast one vote unless he or she has potential interests in the matter, in which case he or she must refrain from voting on that particular matter. If the votes on both sides turn out equally, the Chairman of the meeting shall cast a deciding vote.</p>
<p>Article 28. In calling a board of directors' meeting, the chairman of the board or authorized person must send a letter of meeting to directors no less than seven days before the meeting. However, in cases where there is an urgency to maintain the Company's rights or benefits, other meeting notification methods may be used and meetings may be scheduled to take place sooner.</p> <p>In this regard, if a meeting is to be held electronically, the Company may distribute the meeting invitation letters by e-mail.</p>	<p>Article 28. In calling a board of directors' meeting, the chairman of the board or authorized person must send a letter of meeting to directors no less than three days before the meeting. However, in cases where there is an urgency to maintain the Company's rights or benefits, other meeting notification methods may be used and meetings may be scheduled to take place sooner.</p> <p>The distribution of meeting invitation letters including supporting documents can be done via electronic mails. In which case, the meeting organizer must keep a copy of a meeting invitation letter and supporting documents as evidence, which can be stored in an electronic format.</p>
<p>Article 34. Regular meetings of the board of directors must be hosted for a minimum of three months per time. The chairman of the board or appointed persons must call the meeting or, when necessary, two or more directors may be request the chairman of the board to call a meeting of the board of directors within fourteen days from the date a request was received.</p>	<p>Article 34. Regular meetings of the board of directors should be held at least once in every 3 months, whereby the Chairman of the Board of Directors or the authorized person shall call for the meeting. In case of necessity, 2 or more directors can call for a meeting by sending out meeting invitation letters to all directors for at least three days in advance. Unless the matter is critically urgent and the Company's interests are at stakes, the meeting invitation can be made via electronic channels or any other means, and the meeting</p>

Company's Current Articles of Association	Proposed Articles to be Amended
	<p>date can be scheduled at an earlier date. In case 2 or more directors request for a Board of Directors' Meeting, the Chairman of the Board or the Vice Chairman are to call for a meeting accordingly, within 14 days after such request. Failing to do so, the 2 directors requesting for a meeting are eligible to determine the meeting date to consider the matters using the protocols as stated in the preceding paragraph.</p>
<p>Article 37. In calling for a shareholders' meeting, either physical attendance or via electronic means, the Board of Directors should prepare meeting invitation letters, specifying the venue, date, time, agendas and proposed topics, with necessary details. It should be clearly stated whether the matters are for acknowledgement, for approval, or for consideration, including the directors' opinions on such matters. The documents are to be distributed to shareholders and the registrar no less than seven (7) days prior to the meeting date, and the notice shall be posted no less than three (3) days on the newspapers for no less than three (3) consecutive days.</p> <p>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.</p> <p>The Company's Board of Directors' Meeting is held at the Company's headquarters or nearby provinces or any other places as deemed appropriate by the Board of Directors, or the meeting may be held via electronic channels.</p>	<p>Article 37. In calling for a shareholders' meeting, either physical attendance or via electronic means, the Board of Directors should prepare meeting invitation letters, specifying the venue, date, time, agendas and proposed topics, with necessary details. It should be clearly stated whether the matters are for acknowledgement, for approval, or for consideration, including the directors' opinions on such matters. The documents are to be distributed to shareholders and the registrar no less than seven (7) days prior to the meeting date. The meeting invitation letters can be distributed electronically provided that the shareholders have already submitted the statement of consent to the Company. The meeting notification should be advertised in the newspaper for no less than three (3) days prior to the meeting date for at least three (3) consecutive days. This can be executed via electronic means, following the rules regulated by the registrar.</p> <p>In this regard, the Company may send the meeting invitation letters, statements of notification, or any advertisements related to the meeting, the Company or any other messages via electronic channels instead of the printed newspaper as stated in the preceding paragraph.</p> <p>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 or any other messages via electronic channels 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.</p> <p>The Company's Board of Directors' Meeting is held at the Company's headquarters or nearby provinces or any other places as deemed appropriate by the Board of Directors. And if the meeting is organized via electronic channels in accordance with the Royal Decree on Meetings via Electronic Media, the Company's headquarters shall be held as the meeting venue.</p>

Company's Current Articles of Association	Proposed Articles to be Amended
<p>Article 38 . In attending the meeting, a shareholder may authorize other legal adult proxy to attend the meeting and cast votes on one's behalf. Assigning a proxy must be carried out in writing, with the shareholder' signature, while complying with the regulations put forth by the registrar of a public limited company. The power of attorney letter has to be handed to the Chairman of the Board or the assigned individual at the meeting venue prior to attending the meeting. At least the following must be stated:</p> <ol style="list-style-type: none"> (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 	<p>Article 38. In attending the meeting, a shareholder may authorize other legal adult proxy to attend the meeting and cast votes on one's behalf. Assigning a proxy must be carried out in writing, with the shareholder' signature, or made via an electronic means 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:</p> <ol style="list-style-type: none"> (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 <p>Appointment of a proxy may be conducted via electronic means in accordance with the criteria specified by the law.</p>
<p>Article 49 . Dividends derived from monetary forms other than profits must not be shared. In cases where the company continues to have accrued losses, no dividends can be shared.</p> <p>Dividends must be shared according to number of shares at an equal amount per share.</p> <p>The board of directors may occasionally pay interim dividends to shareholders when the board of directors deems the company to have sufficient profits to do so and accompanied by reports to the next meeting of shareholders following dividend payments.</p> <p>Dividend payments must be made within one month from the date the meeting of shareholders or the board of directors passed a resolution to do so, depending upon the case. Written notifications must be sent to shareholders and the aforementioned notification of dividend payments must be advertised in newspapers.</p>	<p>Article 49. Dividends derived from monetary forms other than profits must not be shared. In cases where the company continues to have accrued losses, no dividends can be shared.</p> <p>Dividends must be shared according to number of shares at an equal amount per share.</p> <p>The board of directors may occasionally pay interim dividends to shareholders when the board of directors deems the company to have sufficient profits to do so and accompanied by reports to the next meeting of shareholders following dividend payments.</p> <p>Dividend payments must be made within one month from the date the meeting of shareholders or the board of directors passed a resolution to do so, depending upon the case. Written notifications must be sent to shareholders and the aforementioned notification of dividend payments must be announced in accordance with criteria and method as provided by laws.</p>

Required Vote: No less than three quarters of the total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 8 Others Business (if any)

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

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

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

The company has fix Record Date on March 3, 2023 to entitle rightful shareholders to attend the 2023 Electronic Annual General Meeting of Shareholders and disclosed such invitation letter E-AGM i.e. notification and attachment proxy Form A Form B and Form C publicized at the Company's website www.pdgth.com since March 24, 2023. The Company will activate the system to open for submission of the E-meeting registration forms and relevant documents via electronic channels or QR code scanning in advance during April 10,2023 – April 27, 2023. The registration for electronic meeting participation will open on April 27, 2023 at 1 PM onwards.

If shareholders would like to participate in the Annual General Meeting of Shareholders 2023, the shareholder or the proxy are required to submit the registration form to participate in the meeting via electronic channels (E-Meeting) as in Attachment 8, together with documents to confirm identity as detailed in the meeting invitation letter to the Company within April 27, 2023 via email: ir@pdgth.com, in order for the Company to verify the documents and confirm meeting participation eligibility. If that is confirmed, the Company will send the username, password and web-link to access the E-AGM program to shareholders through the e-mail provided. The E-Meeting program is hosted by OJ International Co., Ltd.; the provider of meeting control system services that has been certified by the Electronic Transaction Development Agency.

If any shareholder is unable to attend the meeting via such electronic meeting, wishes to appoint either one independent director namely; 1) Assoc.Prof. Ekachidd Chungcharoen 2) Dr.Pallapa Ruangrong 3) Mr.Wisarute Srirojanakul, those independent director have no conflict of interest in all agenda item details shown in Enclosure 5 or assign another representative to attend the meeting and vote on behalf his/her each one proxy Form A or Form B attached in Enclosure 4, the Form C proxy for the foreign shareholders who have custodians in Thailand only, which shall be upload on the company's website www.pdgth.com section Investor Relation, submit to the company as follows;

E-mail: ir@pdgth.com

PostalCode: Investor Relation, Phol Dhanya Public Company Limited.

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

The Company has posted the notice calling the Meeting and Enclosure on the Company's website www.pdgth.com. In addition, any shareholders who wish to receive the Form 56-1 One Report 2022 in hard copy, kindly fill out the requisition form for 56-1 Report 2022 in the Enclosure 10 submit to the company as above address.

In this regards, in order to concise meeting and adhere to the meeting agenda, which is legally required the Meeting will accept only questions in written as you may send questions prior to the meeting date to our Investor Relation at ir@pdgth.com as attached Enclosure 9. The Board of Director shall provide an answer publicly disclosed on the Company's website, together with the Minutes of 2023 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