



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.pdgt.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

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

สิ่งที่ส่งมาด้วย 1
Enclosure 1

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 03 มีนาคม 2566
Date

สัญชาติ
Nationality

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units

หุ้นบริมสิทธิ
Preferred share

หุ้น/หน่วย
shares/units



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=230427>

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

วันที่ประชุม : วันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14:00 น.
Meeting Date : Thursday, April 27, 2023 at 14:00 hrs.

สถานที่ประชุม : การประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)
Meeting Venue : Via Electronics (E-AGM)

ข้าพเจ้า.....เป็น[]ผู้ถือหลักทรัพย์ []หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท ผลชัยญะ จำกัด (มหาชน)
of PHOL DHANYA PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม
Sign Meeting Attendee

(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหลักทรัพย์ที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง พร้อมกับแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PHOL&date=230427> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: www.pdgth.com / โทร 027910100 ต่อ 226 / email : kwandao@pdgth.com

สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : 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=230427>

You can also contact the issuer for the annual report

Website : www.pdgth.com /Tel. +66 27910100 Ext. 226 / email : kwandao@pdgth.com

For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999

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

Shareholders or proxies who wish to participate the E-AGM meeting must submit documents (Enclosure 8) and Shareholder’s identification documents or proxy to be entitled to attend the Meeting (Enclosure 7) confirming their identity as specified by the Company to the Company by April 27, 2023 at 12.00 hrs., when the Company has reviewed the information in the list of shareholders' entitled to participate the meeting completely, 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. The organizer of meeting via electronic media will send an individual link for attending the meeting and the system access manual to email which the shareholders informed the Company in the registration form for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) and the individual link will be sent to you 2 days in advance before the date of the E-AGM meeting or after verifying the information, as the case.

Requesting to attend the meeting via electronic media.

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

1. Submit your request to attend the meeting by sending information via Email or postal mail.

1.1 Shareholders or proxies who wish to participate the E-AGM meeting must submit documents (Enclosure 8) and Shareholder’s identification documents or proxy to be entitled to attend the Meeting (Enclosure 7) by specifying your Email and your mobile phone number clearly for registering for the meeting, send them to the Company within April 27, 2023 at 12.00 hrs, submit to the company as follows;

1.1.1 E-mail: ir@pdgth.com

1.1.2 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

2. Submit your request to attend the meeting by sending information via website or QR Code.

2.1 Shareholders or proxies who wish to participate the E-AGM meeting request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Link
	http://phol.thekoble.com/agm/emeeting/index/1

The system will be available to access from April 10 - April 27, 2022 at 12:00 hrs.

After logging into the system, the shareholders or proxies must fill out the following information :

1. Fill in the information of shareholders:

- Securities holder account number;
- Name (do not include a title)
- Last Name
- ID card number;
- Choose to accept the terms and consent to access to personal information and Press "Confirm"

2. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.

- Name - Surname (English);
- Email to receive a link to attend the meeting;
- Mobile phone number;
Self-Attending: Shareholder's mobile number.
Proxy: Proxy's mobile number. (Used to log in system).
- Select the attendance type: and Press "Next"

In the case of shareholders attending the meeting in person:

In the case of shareholders attending the meeting in person, prepared shareholders' identification documents (Enclosure 7)

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

In the case of appointing the natural person to attend the meeting via E-AGM:

In the case of appointing the natural person to attend the meeting via E-AGM, prepared shareholders' identification documents (Enclosure 7)

1. Name-surname of the proxy (Thai language);
2. Name-surname of the proxy (English);
3. Attach a copy of the proxy's identity document;
4. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

In the case of appointing a proxy to an independent director:

In the case of appointing a proxy to an independent director, prepared shareholders' identification documents (Enclosure 7)

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person); Attach the completed and signed proxy form;
2. Press "Next";
3. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
4. Close window to finish;

When the Company receives the documents according to item 1,2 from shareholders or proxies, the Company will check the documents for confirmation of the right to attend the meeting. And when it is completed, you will receive an Email from the meeting organizer, a link for attending the meeting OJ International Co., Ltd. As informed by the shareholders in the registration form for electronic meetings (E-Meeting), 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



Please read the system access manual thoroughly form the email that the Company send to you.

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, and in case your username and password are lost or did not receive with 26 April 2023. Please contact the company or OJ International Co., Ltd. at the telephone no. 02-079-1811 between the office hours from 9.00 hrs to 17.00 hrs., (except Saturday and Sunday)

Attendance via electronic media meeting (E-AGM)

1. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.video-meetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date, procedure for submission of questions in Advance for the AGM2023 appear in Enclosure 9

2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

2.1 Chat channel for text messages;

2.2 An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.

Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual and telephone no. 02-079-1811.

History of directors/persons who are considered to be appointment as directors to replace of those retire by rotation

Name	: Mr. Noppadol Dheerabutrpongkul	
Age	: 56	
Nationality	: Thai	
Position	: Independent Director/Chairman of Audit Committee/ Nomination and Compensation Committee	
Proposed Position	: Independent Director	
First Appointment	: September 12, 2007	
No. of years of Directorship	: 16 years (April 2023)	
No. of years of Directorship (Including the years of being re-appointed as a director for another term)	: 19 years upon resolve to the Company's Director (April 2026)	
Ownership in securities issued (As December 31, 2022)	: Personally 30,000 shares Spouse and minor children - None - (representing 0.01% of total issued share)	
Family relationship to the Management or Major shareholders of the Company or its' subsidiaries	: None	
Education	: - Master of Science (Finance), University of Colorado at Denver - Bachelor of Accounting, Thammasat University - Certified Public Accountant (CPA) 4570	
Training Program	: Training programs of Thai Institute of Directors (IOD) - Role of the Nominating and Governance Committee (RNG) class 3/2012 - Audit Committee Program (ACP) class 23/2008 - Director Accreditation Program (DAP) class 68/2008	
Experiences	: 2018 - Present Chairman of Audit Committee, BJC Heavy Industries Plc. 2017 - Present Chairman of Audit Committee, Phol Dhanya Plc. 2016 – Present Nomination and Compensation Committee, Phol Dhanya Plc. 2016 – Present Independent Director, BJC Heavy Industries Plc. 2007 – Present Independent Director, Phol Dhanya Plc. 2007 – Present Executive Director IFAC Co., Ltd 2019 – 2021 Independent Director / Nomination and Compensation Committee, Sunshine International Company Limited Jan-Apr 2020 Independent Director /Chairman of Audit Committee, Decoplus Industry CO.,Ltd. 2007-2017 Audit Committee, Phol Dhanya Plc.	

2011-2018	Audit Committee, BJC Heavy Industries Plc.
2013- 2014	Audit Committee, Zemash Corporation Co., Ltd.
2005 - 2007	Business Controller, Siam City Cement Plc.

Other directorship position / Other position at present

- **Subsidiary company** : None
- **Other listed company** : 1 company
- Chairman of Audit Committee, BJC Heavy Industries Plc.
- **Non-listed company** : 1 companies
- Executive Director IFAC Co., Ltd
- **Other Organizations that may have** : None

conflict of interest to the Company

Meeting Attendance in 2022

	Attendance / Total Meeting	%
● Board of Director	9/9	100%
● Audit Committee	6/6	100%
● Nomination and Compensation Committee	3/3	100%
● AGM	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 2023 Shareholders' Meeting:

- Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation

Name	: Mr. Apichart Jarutangtrong	
Age	: 27	
Nationality	: Thai	
Position	: Director	
Proposed Position	: Director	
First Appointment	: May 10, 2016	
No. of years of Directorship	: 8 Months (April 2023)	
No. of years of Directorship (Including the years of being re-appointed as a director for another term)	: 8 Months upon resolve to the Company's Director (April 2026)	
Ownership in securities issued (As December 31, 2022)	: Personally 22,160,000 shares Spouse and minor children - None – (representing 10.94% of total issued share)	
Family relationship to the Management or Major shareholders of the Company or its' subsidiaries	: -None-	
Education	: National Taiwan University, Taiwan Bachelor of Science in Engineering (Bio-Industrial Mechatronics Engineering)	
Training Program	: Training programs of Thai Institute of Directors (IOD) - Director Certification Program (DCP) Class 336/2023 , during study.	
Experiences	: 2022 – Present Director, Phol Dhanya Plc. 2020 – 2022 Business Portfolio Assistant Manager, The Siam Cement Plc. 2018 - 2020 Change Management Officer Agile Enablement Transformation and Business Analyst, Siam Commercial bank Plc. 2016 - 2018 Application Field Engineer , Coretech System Company Limited	
Other directorship position / Other position at present		
● Subsidiary company	: None	
● Other listed company	: None	
● Non-listed company	: None	
● Other Organizations that may have conflict of interest to the Company	: None	
Meeting Attendance in 2022		
	Attendance / Total Meeting	%
● Board of Director	3/3	100%

Remark: Mr. Apichart Jarutangtrong was appointed by the resolution of the Board of Directors in the meeting No. 6/2022 on August 11, 2022


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)

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 2023 Shareholders' Meeting:

- Director who retired by due term its regards as a conflict of interest in the re-election of directors to replace those who are due to retire by rotation

Name	:	Miss Matusorn Srikerd	
Age	:	34	
Nationality	:	Thai	
Position	:	- None -	
Proposed Position	:	Independent Director	
First Appointment	:	New director is proposed for appointment at the meeting AGM 2023	
No. of years of Directorship	:	3 years upon resolve to the Company's director (April 2026)	
Ownership in securities issued (As December 31, 2019)	:	Personally - None - Spouse and minor children - None -	
Family relationship to the Management or Major shareholders of the Company or its' subsidiaries	:	- None -	
Education	:	- University of Bristol, United Kingdom (LL.M., in Commercial Law, 2013) - Thammasat University, Thailand (LL.B., Honors, 2011)	
Professional affiliations	:	-Admitted to the Thai Bar Association (2012) -Admitted to the Law Society of Thailand (2012)	
Experiences	:	2020 - Present Legal Counsel (Financial Regulation) at Sea Group. 2015 - 2020 Senior Associate at Baker & McKenzie Limited 2013-2015 Associate at The Siam Commercial Bank Public Company Limited	
Other directorship position / Other position at present			
• Subsidiary company	:	None	
• Other listed company	:	None	
• Non-listed company	:	None	
• Other Organizations that may have conflict of interest to the Company	:	None	
• Meeting Attendance in 2022	:	None	

Additional qualifications

(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 2023 Shareholders' Meeting:

The person nominated for appointment as an independent director in the meeting Annual General Meeting of Shareholders 2023



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

สิ่งที่ส่งมาด้วย 4

Enclosure 4

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 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14.00 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 รวมถึงกฎหมายและระเบียบอื่นที่เกี่ยวข้อง หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

- | | |
|--|---|
| 1. รศ.ดร.เอกจิตต์ จิ่งเจริญ อายุ 60 ปี | ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150 |
| Assoc. Prof. Dr. Ekachidd Chungcharoen, 60 years | address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150 |
| 2. ดร.พัลลภา เรืองรอง อายุ 69 ปี | ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150 |
| Dr. Pallapa Ruangrong, 69 years | address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150 |
| 3. นายวิศรุต ศรีโรจนกุล อายุ 43 ปี | ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150 |
| Mr. Wisarute Sirojanakul, 43 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 2023 Annual General Meeting of Shareholders held on Thursday 27th April, 2023 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)

ผู้รับมอบฉันทะที่มาประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

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

สิ่งที่ส่งมาด้วย 4

Enclosure 4

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น 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.



ผู้รับมอบฉันทะที่มาร่วมประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

สิ่งที่ส่งมาด้วย 4

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

Enclosure 4

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 เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการ

ประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14.00 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 รวมถึงกฎหมายและระเบียบอื่นที่เกี่ยวข้อง หรือ ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย ดังมีรายชื่อต่อไปนี้ (รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

1. รศ.ดร.เอกจิตต์ จิงเจริญ อายุ 60 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150
Assoc. Prof. Dr. Ekachidd Chungcharoen, 60 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150

2. ดร.พัลลภา เรืองรอง อายุ 69 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150
Dr. Pallapa Ruangrong, 69 years address: 1/11 Moo 3, Lamlukka Rd., Ladsawai, Lamlukka Pathumthani 12150

3. นายวิสรุต ศรีโรจนกุล อายุ 43 ปี ที่อยู่: 1/11 หมู่ที่ 3 ถนนลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี 12150
Mr. Wisarute Sirojanakul, 43 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 2023 Annual General Meeting of Shareholders held on Thursday 27th April, 2023 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.

ผู้รับมอบฉันทะที่มาร่วมประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

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

สิ่งที่ส่งมาด้วย 4

Enclosure 4

- วาระที่ 1** เพื่อรับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2565
 Agenda No.1 To acknowledgement the Company's Operating Results 2022.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2** พิจารณานุมัติงบการเงินรวมของบริษัทและบริษัทย่อย สำหรับรอบปีบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2565
 Agenda No.2 To consider and approve of the Audited Consolidated Financial Statements of the Company for the financial year end as of 31 December, 2022.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 3** พิจารณานุมัติการจ่ายเงินปันผล ประจำปี 2565 และการจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย
 Agenda No.3 To consider and approve dividend payment 2022 and the allocation of net profit as legal reserve
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4** พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ
 Agenda No.4 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 นายนพดล ธีระบุตรวงศ์กุล (Mr. Noppadol Dheerabutrvongkul)
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
4.2 นายอภิชาติ จารุตั้งตรง (Mr. Apichart Jarutangtrong)
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
4.3 นางสาวมาธุสร ศรีเกิด (Miss Mathusorn Srikerd)
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 5** พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2566
 Agenda No.5 To consider the remuneration of director for 2023.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 6** พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2566
 Agenda No. 6 To consider the appointment of auditors of the Company and determine their remuneration for 2023
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 7** พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัท
 Agenda No.7 To consider and approve amendments of the Company's Articles of Association.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 8** เรื่องอื่น ๆ (ถ้ามี)
 Agenda No.8 Other matters (if any).
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain



ผู้รับมอบฉันทะที่มาประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

สิ่งที่ส่งมาด้วย 4

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

Enclosure 4

- (5) คำแถลงหรือเอกสารหลักฐานอื่นๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy
- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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:

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
- ผู้รับมอบฉันทะสามารถแยกลงคะแนนเสียงได้ ทั้งนี้หากข้อความที่ระบุมีจำนวนเกินกว่าที่ระบุไว้ข้างต้นก็สามารถระบุ เพิ่มเติมได้ในใบประจำค่อแบบหนังสือมอบฉันทะตามแนบ
- กรณีหากมีข้อกำหนดหรือข้อบังคับให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (7)

Remarks:

- 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.
- Shareholders will appoint an equal number of shares specified in paragraph (2) or grant only part less than the amount specified for optional..
- 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.
- 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)

ผู้รับมอบฉันทะที่มาร่วมประชุม โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

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

สิ่งที่ส่งมาด้วย 4

Enclosure 4

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Annex to the Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ผลชัยธัญญา จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14.00น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ.2563 รวมถึงกฎหมายและระเบียบอื่นที่เกี่ยวข้อง หรือที่พึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For The 2023 Annual General Meeting of Shareholders held on Thursday 27th April, 2023 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.

ลงชื่อผู้มอบฉันทะ

Signed () Grantor

วันที่/Date.....

ลงชื่อผู้รับมอบฉันทะ

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
Assoc.Prof. Ekachidd Chungcharoen	Independent director	60	1/11 Moo 3 Lamlukka Road, Ladsawai, Pathumthani 12150	None	None
Dr.Pallapa Ruangrong	Independent director	69	1/11 Moo 3 Lamlukka Road, Ladsawai, Pathumthani 12150	None	None
Mr. Wisarute Srirojanakul	Independent director	43	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.

Brief Profile of the Auditors, nominated to Auditor for 2023

ANS Audit Co., Ltd.

100/72, 22th 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>1. Mr. Sathien Vongsnan</p> <p>Age 62 years</p> <p>CPA No. 3495</p> <p>Position: Parter</p> <p>ANS Audit Co., Ltd.</p>	<p>Email address: sathien@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● Member of the Federation of Accounting Professions of Thailand (FAP) ● BBA (Accountancy) from Thammasat University ● MBA (International Program) from Bangkok University ● Lecturer and guest speaker ● SEC Authorized Auditor <p>Experience:</p> <ul style="list-style-type: none"> ● Senior Audit Partner of ANS Audit Co., Ltd. since 2001 ● The Deputy Financial Controller for Christiani & Neilsen (Thai) PCL ● Accounting Manager at Ericsson Thai Networks ● Senior Auditor at SGV Na Thalang Co., Ltd. <p>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.</p> <p>Signatory of financial statements of the Company : Yes / 6 years (2018 and 2011-2015)</p> <p>Shareholding structure in the Company: -None-</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>2. Mr. Atipong Atipongsukul</p> <p>Age 63 years</p> <p>CPA No. 3500</p> <p>Position: Partner</p> <p>ANS Audit Co., Ltd.</p>	<p>Email address: atipong@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● Member of the Federation of Accounting Professions of Thailand (FAP) ● Instructor, lecturer and guest speaker ● MBA, Thammasat University & BBA in Accounting, Thammasat University ● SEC Authorized Auditor ● Board Member of Auditing Standards of Federation of Accounting Professions (FAP) during 2007 to 2010 <p>Experience:</p> <ul style="list-style-type: none"> ● January 1, 1992 to December 30, 2000: Worked with KPMG - Bangkok providing auditing and advisory services to various multinational companies ● 1982 to 1991: Working with SGV Na Thalang Co., Ltd (Arthur Andersen) <p>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.</p> <p>Signatory of financial statements of the Company : Yes / 1 year (year 2010)</p> <p>Shareholding structure in the Company: -None-</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>

Auditors' Name	Auditor's Profile
<p>3. Ms. Kultida Pasurakul</p> <p>Age 50 years</p> <p>CPA No. 5946</p> <p>Position: Partner</p> <p>ANS Audit Co., Ltd.</p>	<p>Email address: kultida@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● SEC Authorized Auditor ● Certified Public Accountant of Thailand ● Member of The Federation of Accounting Professions of Thailand (FAP) ● Bachelor of Law, Thammasat University ● BBA in Accounting, Thammasat University <p>Experience:</p> <ul style="list-style-type: none"> ● 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. <p>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.</p> <p>Signatory of financial statements of the Company : Yes / 2 years (year 2016-2017)</p> <p>Shareholding structure in the Company : -None-</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>4. Ms. Panita Chotesaengmaneeekul</p> <p>Age 42 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: panita@crowe-ans.co.th</p> <p>Education and qualification:</p> <ul style="list-style-type: none"> ● Certified Public Accountant of Thailand ● SEC Authorized Auditor ● Member of The Federation of Accounting Professions of Thailand (FAP) ● M.Sc.in IT in Business (MIS), Chulalongkorn University ● BBA in accounting from Ramkhamhaeng University <p>Experience:</p> <ul style="list-style-type: none"> ● 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. <p>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.</p> <p>Signatory of financial statements of the Company : Yes / 4 years (2019-2022)</p> <p>Shareholding structure in the Company: -None-</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>

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.

Shareholders or proxies who wish to attend the meeting via electronic means (E-Meeting) must submit a request form in advance to attend the meeting. By completing all procedures as specified in the documents / evidence to show the right to attend the shareholders' meeting via electronic means (E-Meeting). The Company reserves the right not to accept registration. In the event that documents or evidence are incomplete or inaccurate or do not comply with the conditions.

Shareholder's identification documents or proxy used to verify identity before attending the meeting. (E-AGM)

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 via the following channels:

4.3.1 E-mail: 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

You can appoint a proxy via E-Request system via website or QR Code as specified in Enclosure 2.

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 Thursday, 27 April 2023 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.

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 2023 Annual General Meeting of Shareholders, to be held on Wednesday, 27th April, 2023 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 April 27, 2023 (within 12.00am.) via the following channels:

E-mail: 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 AGM2023

Phol Dhanya Pcl.

(Within April 25, 2023 at 12.00 hrs.)

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 2023 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
- 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 AGM2023.

Any question or suggestion, please contact:

1. Mrs. Kwandao Duangjan Telephone: 0-27910111 ext. 151 or
2. Ms. Siriporn Ondee Telephone: 0-27910111 ext. 206

Question form for the AGM2023

On Thursday, April 27, 2023 at 2 p.m. via Electronics Device (E-AGM)

We, Name-SurnamePlease marking ✓ in ()

() Shareholders of Phol Dhanya Pcl.

() Proxy Grantor fromthe Shareholders of Phol Dhanya Pcl.

Question related agenda:

1).....

.....

.....

.....

2).....

.....

.....

.....

3).....

.....

.....

.....

Remarks:

Please send “Questions in Advance for the AGM2023” fill in completed form submit to the Company within April 25, 2023 at 12.00 hrs., as following channel:

- Email: ir@pdgth.com
- Postal mail: Investor Relation, Phol Dhanya Pcl.

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



Requisition Form Annual Report 2022 (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
- 3) Request Annual Report 2022 (56-1 One Repot) 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. Mrs. Kwandao Duangjan 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 2023)

Please submit such requisition arrived to the Company within April 21, 2023

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

Articles of Association of The Company's Vote Counting Rules which Relating to
The Electronics Annual General Shareholder's Meeting 2023

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.

Privacy Notice for the Shareholders' Meeting

Since Phol Dhanya Plc. (“the Company”), as the data controller under the Personal Data Protection Act, B.E. 2562, has announced its Personal Data Protection Policy with the description of its personal data processing for the shareholders and investors on the Company’s website <https://www.pdgth.com/site/index.php/page/cookies>. For this meeting, the Company would like to inform its shareholders and their proxies on the Personal Data Protection Policy in brief.

1. Personal Data: The Company needs to collect the following personal information for the purpose of arranging attendance at the meeting:

1.1 General Personal Data: Name, Age, Address, Telephone number, Identity card number, Bank account details, E-mail address, Fax number, Shareholder’s registration number, photographs, and video recording.

2. Objectives, Legal Basis, and Data Processing :The Company will process all personal data in accordance with the objectives and legal basis as follows:

2.1 Legal basis

The Company will collect and use your data specified in items 1.1. above for the purpose of calling, arranging and conducting the meeting, including identity verification, sending any related documents, and carrying out any action pursuant to the meeting resolutions and/or to comply with the related laws or orders issued by the relevant authorities under the Public Limited Companies Act, B.E. 2535 (1992).

2.2 Legitimate interest

The Company will collect and use your data specified in item 1.1 above for the purpose of preparing the meeting minutes, and keep evidence of your meeting attendance and any other activity involving the Company’s legitimate interests and other persons to the extent that it is within your reasonable expectation.

The Company will take photographs of the meeting and record it on video for the purpose of media reporting and broadcasting the meeting by electronic means. You may appear in the photographs or video recording but details of your identity will not be revealed. If you wish the Company to refrain from disclosing any photographs or any part of the video recording in which you appear, you should notify the Company that you have not given your consent.

3. Sources of Personal Data: The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd., which is the Company’s registrar,

4. Personal Data Storage: The Company expects to keep your personal data for a period of 10 years, except for photographs and the video recording, which will only be kept for six months from the date of the meeting. After these periods elapse, the Company will either destroy or anonymize your data.

5. Rights of Data Owners: As a data owner, you have the right to receive a copy of your personal data, the right to correct any mistakes in your data, the right to have your data erased and the right to withhold consent for your data to be used for any other purpose than the abovementioned meeting. If you would like to exercise any of the serights, please contact the Company at email: dpo@pdgth.com Data Controller and/or Personal Data Protection Officer Telephone: 02-791-0111 the Company will consider your request and contact you as soon as reasonably possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint at the Office of the Personal Data Protection Commission.



Official website:
www.pdgth.com



ศูนย์รวมความรู้
ด้านความปลอดภัย
www.thai-safetywiki.com



บริษัท พลธัญญะ จำกัด (มหาชน)

สำนักงานใหญ่ : 1/11 หมู่ 3 ถ.ลำลูกกา ต.ลาดสวาย อ.ลำลูกกา จ.ปทุมธานี โทร. 02 791 0111

สาขาระยอง : 155/213 ม. 2 ต.ทับมา อ.เมือง จ.ระยอง โทร. 038 034 011

สาขาเชียงใหม่ : 7/55-57 ม. 2 ถ.โชตนา ต.ช้างเผือก อ.เมือง จ.เชียงใหม่ โทร. 053 226 811