



Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024

Phol Dhanya Public Company Limited.

Friday April 26, 2024 at 2.00 p.m. via Electronics Device (E-AGM)

According to the Emergency Decree on Electronic Meetings B.E.2563

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



“MAKE EVERY DAY SAFER AND BETTER”

เราอบสิ่งที่ดีที่สุดเพื่อชีวิตที่ปลอดภัยและดียิ่งขึ้นในทุกวัน

For more convenience in registration, The Company open registration to attend the meeting (e-Register) at 13.00 p.m. (1 hour prior the E-Meeting)

The Company kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E-Meeting, and prepare identity documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf

Inquiries about E-Meeting System/Technical Support, please contact
: IR PLUS AGM Call Center Tel: 02-022 6200 ext. 2 ,626
Business days only on Monday to Friday
during 9.00 a.m. to 5.30 p.m.

Or scan QR Code to report a problem
using the system to get help quickly.

Add Line id :
@irplusagm



Enclosure Documents for the 2024 Annual General Meeting

- 1) Letter Invitation to Attend the Annual General Meeting of Shareholders for the Year 2024
- 2) Attachment for the Shareholders' Meeting
 - Enclosure 1 Annual Report 2023 (Form 56-1 One Report) together with the consolidated Financial Statements of the Company for the year ended 31 December 2023 in QR Code (Registration Form "TSD")
 - Enclosure 2 Brief profile of nominate director and proposed to be elected the directors in replacement of those to be retired by rotation
 - Enclosure 3 The Company auditor's information and experience for the year 2024
 - Enclosure 4 Details for shareholders proxy and definition of ID's definition
 - Enclosure 5 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 6 Guidelines for attending The Annual General Meeting of Shareholders by Electronic Method (E-Meeting)
 - 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 The Articles of Association of the Company's related to Shareholders Meeting
 - Enclosure 10 Privacy Notice for the Shareholders' Meeting
 - Enclosure 11 Procedure for Submission of Questions in Advance for the AGM2024
 - Enclosure 12 Requisition Form Annual Report 2023 (Form 56-1 One Report)

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 2024 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, 226 Telefax: (02) 791 0100

Subject: Invitation Letter to attend the 2024 Electronics Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Annual Report 2023 (Form 56-1 One Report) together with the consolidated Financial Statements of the Company for the year ended 31 December 2023 in QR Code (Registration Form "TSD")
2. Brief profile of nominate director and proposed to be elected the directors in replacement of those to be retired by rotation
3. The Company Auditor's Information and Experience for the year 2024
4. Details for shareholders proxy and definition of ID's definition
5. Shareholder's Proxy Form-A and Form-B (Proxy Form C is available for download from the Company's website at www.pdgth.com)
6. Guidelines for attending The Annual General Meeting of Shareholders by Electronic Method (E-Meeting)
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. The Articles of Association of the Company's related to Shareholders Meeting
10. Privacy Notice for the Shareholders' Meeting
11. Procedure for Submission of Questions in Advance for the AGM 2024
12. Requisition Form Annual Report 2023 (56-1 One Report)

Notice is hereby given;

1. The Company disclosed the previous minutes of the AGM 2023 held on April 27, 2023 on the company website (www.pdgth.com) from May 11, 2023 and also posted via SET Portal to Shareholders to review recorded correctly and completely or suggestion for correction by June 11, 2023. However, there were no objection or requested and amendment.
2. The Company allowed the minor Shareholders to exercise their rights to put forward the 2024 AGM's agenda and nominate director candidates in advance during October 19, 2023 – December 30, 2023 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") resolved in the meeting No.2/2024 on February 16, 2024 to convene the 2024 electronics Annual General Meeting of Shareholders held on Friday, April 26, 2024 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 2023

Purposes and Rationale: The Company has summarized the operating results for 2023 along with the significant changes occurred during the year 2023 (details shown in Annual Report 2023 (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 2023 and submit the 2024 Annual Report to the Meeting for acknowledgement.

Required Vote: As this item is for information to shareholders; therefore, 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, 2023

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, 2023 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, 2023 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, 2023 appears shown QR Code, printed summary of key financial information from the Annual Report 2023 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	
	2023	2022	2023	2022
Total Assets	643.39	638.82	602.63	599.58
Total Liabilities	268.99	285.25	252.16	263.83
Paid up Capital (million shares) ^{/1}	202.50	202.50	202.50	202.50
Shareholders’ Equity	374.28	354.87	350.47	335.75
Total Income	971.43	1,000.48	885.28	925.08
Total comprehensive income Profit (Loss) for the year	63.36	53.99	57.24	54.92
Profit equity holders of the company	58.30	54.04	55.99	54.92
Profit Earnings per share (baht/share)	0.29	0.27	0.28	0.27

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 2023 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 2023, the Company had net profit from the consolidated financial statements end of December 31, 2023 of amount 59.72 million baht, earning per share of 0.29 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 of Directors proposed to the Shareholders' Meeting to acknowledge the interim dividend payment based on the Company's operating results for the first half of the year 2023 and to approve the appropriation of net profit as legal reserved for the year 2023, and approve the dividend payment based on the operating results for the year 2023 as follows:-

1. The Interim dividends for the first half of 2023 operating results

The Company, by the Resolutions of the Board of Directors' meeting no.6/2023 held on August 10, 2023 approved the payment of the interim dividends for the first half of the year 2023 at the rate 0.09 baht per share, totaling 18.23 million baht paid on 8 September 2023.

2. The dividends for the second half of 2023 operating results

2.1 The allocate net profit for legal reserve 5% of net profit from the 2023 operating results, amounting 2.80 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, 2023 at the rate 0.21 baht per share from the amount of paid-up ordinary share of 202,500,232 shares, totaling not exceeding 42.53 million baht, or 75.96% of net profit, in compliance with the Company's policy. Therefore the company has paid the interim dividend at rate 0.09 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 1, 2024. The dividend will be payable on May 20, 2024.

Details Comparing Previously Dividend payments are shown as follows:

Dividend payment details, Separate financial statements	2023	2022
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (Loss) (million baht)	55.99	54.92
3. Total shares (million shares) ¹	202.50	202.50
4. Earnings per share (baht/share)	0.28	0.27
5. Dividend per share (baht/share)	0.21	0.20
5.1 Interim dividend (1 January -30 June)	0.09	0.08
5.2 Cash dividend (1 July -31 December)*	0.12	0.12
6. Total dividend payment net exceeding (million baht)	42.53	40.50
7. Dividend payout ratio compared to net income (%)	75.96	73.75
8. Legal reserve for year ² (million baht) (Separate Financial)	2.80	2.75
9. Capital Registration (million baht)	202.50	202.50
10. Percentage of Legal reserve (%)	1.38	1.36

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, 2023.

² The Company's accumulated legal reserved amount 14.91 million baht, representing 7.27% the registered capital.

*Dividend paid upon approval from the 2024 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 2024 There are 3 (three) directors to retired by their rotation, namely:

1. Assoc.Prof.Dr.Ekachidd Chungcharoen Independent Director
2. Mr.Boonchai Suwanvutthiwat Director
3. Dr.Pallapa Ruangrong 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 19, 2023 - December 30, 2023 and disclosed the criteria through SET and the company's website (www.pdgth.com). However, there were no anyone to propose the nominated person to the company.

Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee, not including directors with potential conflicts of interest, has considered and selected individuals with appropriate qualifications to assume the Company's director position, in replacement of the directors to leave the position upon completion of their terms, through careful consideration procedures, in accordance with the nomination and appointment criteria and procedures approved by the Board of Directors. The candidates' qualifications are considered prudently and carefully to make sure they possess all the attributes as legally required, with no prohibited attributes as specified by laws, rules, or the Company's regulations, with adherence to the good governance initiatives directed by the Securities and Exchange Commission (SEC) and candidate screening protocols of the

Thai Institute of Directors (IOD). The candidates must be knowledgeable, with transparent work history, expertise, and experiences in diverse fields of profession, taking into account the diversity in the Board structure, coupled with the qualifications required of the Board members, field-specific knowledge and expertise according to the Board Skill Matrix to serve and align with the business operations strategy. The optimum Board structure remains the same at 9 directors, and so it was deemed appropriate to nominate the candidates to the Board of Directors to then propose to the Annual General Meeting of Shareholders 2024 to consider and select 2 directors whose terms have ended to resume the position once again for another term, and to select one new director in replacement of the resigned director who is unwilling to extend the term of office as follows:

1. Assoc. Prof. Dr. Ekachidd Chungcharoen to be re-elected as Independent Director for another term
2. Mr. Boonchai Suwanvutthiwat to be re-elected as Director for another term
3. Mr. Pornsak Chunnachinda to be elected as Director to replace Dr.Pallapa Ruangrong

For Assoc. Prof. Dr. Ekachidd Chungcharoen, if he was to be selected to assume the position for another term, the total tenure would be 20 years, exceeding the 9-year tenure according to the principle of good governance. However, it was of the opinion that Assoc. Prof. Dr. Ekachidd Chungcharoen is independent from the management, with no business relationship with the Company in ways that may cause limitations in expressing opinions independently. He is also qualified, knowledgeable and has the expertise and diverse experience that are useful for business operations strategies. He performs duties prudently, cautiously, and honestly, dedicating his time in performing duties to the maximum of his capacity. Therefore, he possesses suitable qualifications to serve as an Independent Director given his coherent attributes with no prohibited characteristics in accordance with the Public Limited Company Act B.E. 2535 (including amendments), Securities and Exchange Act B.E. 2535 (including amendments), regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, and the Company's regulations.

In this regard, the 3 nominated individuals for the Company director position are not in the directorship or management team in businesses that may involve conflicts of interest or commercial competition with the Company. Profiles and relevant data of the candidates for the director or independent director positions are available in Attachment 2.

Board of Directors' Opinion: The Board of Directors, not including directors with potential conflicts of interest, has carefully considered and agreed to propose to the Annual General Meeting of Shareholders to select 2 directors whose terms have expired to once again resume the position for another term, namely (1) Assoc. Prof. Dr. Ekachidd Chungcharoen (Independent Director) and (2) Mr. Boonchai Suwanvutthiwat (Director). The Board of Directors also nominated a new director to replace the director whose term of office has ended and not willing to extend for another term, namely (3) Mr. Pornsak Chunnachinda, to assume the Company director position (Director) in replacement of Dr. Pallapa Ruangrong (Independent Director) whose term of office has ended and not willing to extend due to personal matters. Nominated candidates have been considered by the Nomination and Remuneration Committee, who endorsed their qualifications according to the rules, criteria, and suitability for the Company's business. The candidates to assume the Independent Director position hereby possess the attributes required by relevant laws on Independent Directors and that they are Independent Directors as defined by the Company's Independent Directors' qualifications.

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

Agenda 5 To consider the remuneration of director for 2024

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.

Criteria and Procedures in Proposing the Board of Directors' Remunerations

The Company assigned the Nomination and Remuneration Committee to consider the criteria for the payment of the Board of Directors' remuneration following the principle of CG Code 2017 and good practices in remuneration package prescription of the Thai Institute of Directors (IOD) through cautious consideration, taking into account the suitability of the obligations, roles, and responsibilities of the directors, performance, the Company's operating results, in comparison with other companies in the same industry with similar scale and business nature, to ensure the remuneration package that is suitable, sufficient, fair and independent. The remuneration package should motivate and retain quality directors, while meeting the Company's objectives and strategies. The monetary remuneration structure and rates take the format of monthly compensation based on the position or type of the director, meeting allowance paid for each attendance, and annual director bonus, considering from the Company's operating results and the dividend paid to shareholders as specified in the terms and conditions. The Company does not pay director remuneration in the format of any other privileges. The details are to be proposed to the Board of Directors for consideration and approval, to propose to the shareholders' meeting to approve of the director remuneration on an annual basis.

Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee has considered and reviewed the remuneration package for the Company's Board members, committee members and annual director bonus from the operating results in 2023 based on the criteria and procedures in proposing the remuneration package, with thorough consideration in a cautious and prudent manner, taking into account the suitability and different factors related to the criteria in remuneration package proposal as specified, as well as the remuneration package survey data from the IOD, and the summary of director and executive profile of listed companies by the Stock Exchange of Thailand. It was deemed appropriate to propose to the Board of Directors for consideration and propose to the Annual General Meeting of Shareholders 2024 to consider and approve the remuneration package for the Board of Directors and committee members for the year 2024. Besides, the payment of director bonus from the operating results in 2023, details as follow:

- 1) Remuneration; monthly compensation and attendance, same as previously in 2023 to be an amount not exceeding of 4 MB. (excluding bonus)
- 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 2024, details as following:

The Board of Director		
Remuneration	2024 ^{1/} (Proposed year)	2023 (Past year)
1. Monthly fee ^{2/} (baht/month)		
- Chairman	25,000	25,000
- Director (non-executive)	12,000	12,000

Remuneration	2024 ¹ (Proposed year)	2023 (Past year)
2. Meeting Allowance ³ (baht/attendance) - Chairman - Director	22,500 15,000	22,500 15,000
3. Directors' Bonus	2.5% of dividend payment to Shareholders	2.5% of dividend payment to Shareholders (totaling remuneration 1.06 MB) ⁴
	<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.	
4. Other benefits	n/a	n/a

The Sub-Committee

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

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 0.15 MB. for period of 1 year (1Nov.2023-1Nov.2024) the 13rd consecutive year.

Remarks:

^{/1} To Approval of the 2024 Electronics Annual General Meeting shareholders held on April 26, 2024 which shall be effective from the resolution of the 2024 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 2023; rate 2.5% from dividend payment paid to Shareholders year 2023, same as previously criteria.

^{/5} The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee and Risk Management and Sustainability Oversight 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 2024

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 (thirteen 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 2024, 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	Period for being the Company's auditor
1. Mr. Sathien Vongsnan ^{/1}	3495	7 year (2011-2015,2018,2023)
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)
5. Mr.Yuttapong Chuamuanpan	9445	-

Remarks: ^{/1} Item 1. The Auditor to be signed the company's financial statement for 7 years in 2023, 2018, and 2011-2015.

^{/2} Item 3. The Auditor to be signed the company's financial statement for 2 years in 2016 to 2017

^{/3} Item 4. The Auditor to be signed the company's financial statement for 4 years in 2019-year to 2022

Item no.2 and no.5 haven't sign the company's financial statement. Appears according to Auditor's profile shown in Enclosure 3

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 1,625,000 were including subsidiaries company, decreasing Baht 55,000 or decreasing 3.27% 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	2024	2023
1) Auditor's Fee		
- Phol Dhanya Public Company Limited.	1,130,000	1,130,000
2) Subsidiaries' Fee		
- PD Genesis Engineering Co., Ltd.	-	5,000
- Phol Palladium Co., Ltd.	240,000	262,000
- Phol Water Co., Ltd.	250,000	278,000
- Pholdhanya (Cambodia) Co., Ltd.	5,000	5,000
3) Others service (Non-audit fee)	-	-
Total Audit Fee (Baht)	1,625,000	1,680,000

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

Agenda 7 Others Business (if any)

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

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

The company has fix Record Date on March 1, 2024 to entitle rightful shareholders to attend the 2024 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 26, 2024. 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, 2024 at 9.00 hrs., until the meeting is adjourned on April 26, 2024. Shareholders or proxies will be able to log in to the system to participate in the meeting via electronic channels in advance from April 26, 2024, at 1:00pm onwards.

If shareholders are willing to participate in the meeting themselves or assign proxies and cast votes via e-meeting, which is the only available format, please study the e-meeting participation regulations in Attachment 6 and prepare the documents serving as identifying evidence of the shareholders or eligible representatives as in Attachment 7.

The Company utilizes the e-meeting program offered by Online Asset Co., Ltd.; the provider of a meeting control system that has been certified by the Electronic Transactions Development Agency.

If any shareholder is unable to attend the meeting via such electronic meeting, wishes to appoint either one independent director namely; 1) Mr.Noppadol Dheerabutvongkul 2) Miss Mathusorn Srikerd 3) Mr.Wisarute Sirojanakul, those independent director have no conflict of interest in all agenda item details shown in Enclosure 4 or assign another representative to attend the meeting and vote on behalf his/her each one proxy Form A or Form B attached in Enclosure 5, 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 Annual Report 2023 (Form 56-1 One Report) in hard copy, kindly fill out the requisition form for 56-1 Report 2023 in the Enclosure 12 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 11. The Board of Director shall provide an answer publicly disclosed on the Company's website, together with the Minutes of 2024 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