



## Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025 Phol Dhanya Public Company Limited.

Wednesday April 23, 2025 at 2.00 p.m.  
via Electronics Device (E-AGM)

Registration for Attend the Meeting starts from 12.30 hours onwards



“We provide the best things  
for life that is safe and  
gets better in every day.”

MAKE EVERY DAY  
**SAFER AND BETTER**

The Shareholders and/or proxies who wish to participate in the meeting via electronic media can register to join the meeting starting from April 8, 2025, at 8:00 a.m. onwards until the meeting concludes. Please study the details for participating in the meeting as provided in Attachment 6 and the registration and meeting participation manual.

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

Scan QR Code for Manual,  
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- 1) Letter Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025
- 2) Attachment for the Shareholders' Meeting
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  - 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 2025
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  - 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](http://www.pdgth.com))
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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 2025 Annual General Meeting of Shareholders on the Company's website: [www.pdgth.com](http://www.pdgth.com)



QR Code for Annual Report and Meeting details

For more Information details:

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Company Secretary Phol Dhanya Public Company Limited.

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

Tel: (02) 791 0111 ext. 151, 226 Telefax: (02) 791 0100

Subject: Invitation Letter to attend the 2025 Electronics Annual General Shareholders' Meeting

Attention: The Shareholder of Phol Dhanya Public Company Limited.

Attachments:

1. Annual Report 2024 (Form 56-1 One Report) together with the consolidated Financial Statements of the Company for the year ended 31 December 2024 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 2025
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](http://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. Procedure for Submission of Questions in Advance for the AGM 2025
9. The Articles of Association of the Company's related to Shareholders Meeting
10. Privacy Notice for the Shareholders' Meeting
11. Requisition Form Annual Report 2024 (56-1 One Report)

**Notice is hereby given;**

1. The Company disclosed the previous minutes of the AGM 2024 held on April 26, 2024 on the company website ([www.pdgth.com](http://www.pdgth.com)) from May 10, 2024 and also posted via SET Portal to Shareholders to review recorded correctly and completely or suggestion for correction by June 10, 2024. However, there were no objection or requested and amendment.
2. The Company allowed the minor Shareholders to exercise their rights to put forward the 2025 AGM's agenda and nominate director candidates in advance during October 22, 2024 – December 30, 2024 and disclosed the criteria SET Community Portal and the company's website ([www.pdgth.com](http://www.pdgth.com)). However, there were no objection or requested and amendment.

The Board of Directors of Phol Dhanya Public Company Limited ("the Company") resolved in the meeting No.2/2025 on February 19, 2025 to convene the 2025 electronics Annual General Meeting of Shareholders held on Friday, April 23, 2025 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 2024**

Purposes and Rationale: The Company has summarized the operating results for 2024 along with the significant changes occurred during the year 2024 (details shown in Annual Report 2024 (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 2024 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, 2024**

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, 2024 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, 2024 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, 2024 appears shown QR Code, printed summary of key financial information from the Annual Report 2024 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	
	2024	2023	2024	2023
Total Assets	651.01	643.39	598.77	602.63
Total Liabilities	255.40	268.99	228.21	252.16
Paid up Capital (million shares) <sup>/1</sup>	202.50	202.50	202.50	202.50
Shareholders' Equity	395.49	374.28	370.56	350.47
Total Income	1,014.54	971.43	897.43	885.28
Total comprehensive income Profit (Loss) for the year	65.76	63.36	64.64	57.24
Profit equity holders of the company	65.69	58.30	64.64	55.99
Profit Earnings per share (baht/share)	0.32	0.29	0.32	0.28

**Remark:** <sup>/1</sup> The Paid-up capital of amounts 202,500,232 baht from the total registered capital of amounts 202,500,232 baht.

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

**Agenda 3 To consider and approve dividend payment 2024 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 2024, the Company had net profit from the consolidated financial statements end of December 31, 2024 of amount 65.69 million baht, earning per share of 0.32 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 2024 and to approve the appropriation of net profit as legal reserve for the year 2024, and approve the dividend payment based on the operating results for the year 2024 as follows:-

1. The Interim dividends for the first half of 2024 operating results

The Company, by the Resolutions of the Board of Directors' meeting no.6/2024 held on August 13, 2024 approved the payment of the interim dividends for the first half of the year 2024 at the rate 0.10 baht per share, totaling 20.25 million baht paid on 9 September 2024.

2. The dividends for the second half of 2024 operating results and the allocation of net profit as legal reserve

2.1 The allocate net profit for legal reserve 5% of net profit from the 2024 operating results, amounting 3.23 million baht. This brings the total accumulated legal reserve to 17.94 million baht, or 8.86% of the registered capital.

2.2 The resolutions of the Board of Directors' meeting no.2/2025 held on February 19, 2025 approved the dividend payment from the Company's profit as of December 31, 2024 at the rate 0.23 baht per share from the amount of paid-up ordinary share of 202,500,232 shares, totaling not exceeding 46.58 million baht, or 70.90% of net profit, in compliance with the Company's policy. Therefore the company has paid the interim dividend at rate 0.10 per share, the remaining payment at rate 0.13 baht per share, totaling 26.33 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 5, 2025. The dividend will be payable on May 19, 2025.

**Details Comparing Previously Dividend payments are shown as follows:**

Dividend payment details, Separate financial statements	2024	2023
1. Dividend Policy	Not less than 40 percent of net profit (under conditions)	
2. Net Profit (million baht)	64.64	55.99
3. Total shares (million shares) <sup>/1</sup>	202.50	202.50
4. Earnings per share (baht/share)	0.32	0.28
5. Dividend per share (baht/share)	0.23	0.21
5.1 Interim dividend (1 January -30 June)	0.10	0.09
5.2 Cash dividend (1 July -31 December)*	0.13	0.12
6. Total dividend payment net exceeding (million baht)	46.58	42.53
7. Dividend payout ratio compared to net income (%)	70.90	71.20
8. Legal reserve for year <sup>/2</sup> (million baht) (Separate Financial)	3.23	2.80
9. Capital Registration (million baht)	202.50	202.50
10. Percentage of Legal reserve (%)	1.60	1.38

**Remarks:** <sup>/1</sup> By weighted average number of ordinary shares 202,500,232 shares of total ordinary shares 202,500,232 shares at par value of 1.00 Baht.

\*Dividend paid upon approval from the 2025 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 2025 There are 3 (three) directors to retired by their rotation, namely:

- |                              |   |
|------------------------------|---|
| 1. General Chaiwat Satondee  | Independent Director/ Chairman of Nomination and Compensation Committee |
| 2. Mr. Wisarute Srirojanakul | Independent Director/ Audit Committee                                   |
| 3. Mr. Thanya Wangthamrong   | Director/ Risk Management and Sustainability Oversight Committee        |

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 22, 2024 - December 30, 2024 and disclosed the criteria through SET and the company's website ([www.pdgh.com](http://www.pdgh.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 interests, have considered and nominated individuals to assume the Company director positions in replacement of directors whose term of office is ending. The consideration is prudently based upon the director's selection criteria and procedures, with the right qualifications that are of benefit to the Company's business operations strategies. They must have a wide range of qualifications, knowledge, competencies and comprehensive attributes as required by law, diverse expertise and experience in different fields of professions. Moreover, the consideration also includes diversity in gender, age, race, nationality, skin color, ethnicity or religions, to ensure comprehensive point of view, coupled with the individuals' qualifications, knowledge and expertise in accordance with the Board Skill Matrix. Hence, it is deemed appropriate to propose to the Annual General Meeting of Shareholders 2025 to appoint the directors whose term of office is ending to resume the director position for another term as follows:

- |                              |   |
|------------------------------|---|
| 1. General Chaiwat Satondee  | to be re-elected as Independent Director for another term |
| 2. Mr. Wisarute Srirojanakul | to be re-elected as Independent Director for another term |
| 3. Mr. Thanya Wangthamrong   | to be elected as Director for another term                |

The directors being nominated this time have the knowledge, expertise and diverse experience that are beneficial to business operation strategies, being able to perform duties with prudence, care and honesty, with a dedication to role performance to the best of their ability. Hence, they have appropriate qualifications to serve as an independent director given the essential qualifications and no prohibited attributes according to the Public Limited Company Act B.E.2535 (including amendments), Securities and Exchange Commission's regulations, the Stock Exchange of Thailand and the Company's regulations. The 3 nominated individuals are not in the director or management positions in businesses that may induce conflicts of interest with the Company, or businesses that may suggest the likelihood of competition with the Company. Independent directors who have been nominated to assume the position once again possess the qualifications in accordance with the laws related to the independent directors. They are independent directors based on the qualifications defined by the Company, being independent from the management, with no business relationships with the Company in ways that impose limitations in expressing opinions independently. Profiles and relevant information about the nominated individuals for the director and independent director positions are available in Enclosure2.

**Board of Directors' Opinions:** The Board of Directors, not including directors with potential interests, have carefully considered and proposed to the Annual General Meeting of Shareholders to appoint the directors whose term of office is ending to resume the director's

position for another term. From the name list proposed by the Nomination and Remuneration Committee, the 3 nominated individuals have been reviewed by the Nomination and Remuneration Committee and the Board of Directors, affirming that they have the proper qualifications in accordance with the relevant rules and laws in coherence with the Company's business operations.

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

#### **Agenda 5 To consider the remuneration of director for 2025**

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 has established policies, criteria, and procedures for the payment of director remuneration and 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 2024 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 2025 to consider and approve the remuneration package for the Board of Directors and committee members for the year 2025. Besides, the payment of director bonus from the operating results in 2024, details as follow:

- 1) Remuneration; monthly compensation and attendance, same as previously in 2024 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 2025, details as following:

The Board of Director		
Remuneration	2025 <sup>/1</sup> (Proposed year)	2024 (Past year)
1. Monthly fee <sup>/2</sup> (baht/month)		
- Chairman	25,000	25,000
- Director (non-executive)	12,000	12,000
Remuneration	2025 <sup>/1</sup> (Proposed year)	2024 (Past year)
2. Meeting Allowance <sup>/3</sup> (baht/attendance)		
- Chairman	22,500	22,500
- Director	15,000	15,000
3. Directors' Bonus	2.5% of dividend payment to Shareholders	2.5% of dividend payment to Shareholders (totaling remuneration 1.11 MB) <sup>/4</sup>
	<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 <sup>/2</sup> (baht/month)		
- Chairman	20,000	20,000
- Director	n/a	n/a
2. Meeting Allowance <sup>/3</sup> (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a
The Nominating and Compensating Committee		
1. Monthly fee <sup>/2</sup> (baht/month)		
- Chairman	15,000	15,000
- Director	n/a	n/a
2. Meeting Allowance <sup>/3</sup> (baht/attendance)		
- Chairman	18,000	18,000
- Director	12,000	12,000
3. Other benefits	n/a	n/a



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

The Company does not impose any other benefits for directors. In addition to regular compensation meeting allowance and bonus for directors per above mention. However, the Company takes into duties and responsibilities of directors by insuring under the D&O Insurance Policy that covers the liability of directors and executive officers of amounts 100 MB., premium 0.15 MB. for period of 1 year (1Nov.2024-1Nov.2025) the 14<sup>th</sup> consecutive year.

Remarks:

<sup>/1</sup> To Approval of the 2025 Electronics Annual General Meeting shareholders held on April 23, 2025 which shall be effective from the resolution of the 2025 E-AGM onward.

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

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

<sup>/4</sup> Bonus 2024; rate 2.5% from dividend payment paid to Shareholders year 2024, same as previously criteria.

<sup>/5</sup> The Sub-Committee consisting of Audit Committee Nominating and Compensating Committee and Risk Management and Sustainability Oversight Committee

**Board of Directors' Opinions:** The Board of Directors, through the appropriate consideration and screening of the Nomination and Remuneration Committee, taking into account the remuneration policy and the criteria for determining remuneration for directors in each position, deems it appropriate to propose to the Annual General Meeting of Shareholders for approval of the remuneration of the Board of Directors and sub-committees for the year 2025 at the same rate as the year 2024 and to report the payment of directors' bonuses based on the 2024 performance as proposed by the Nomination and Remuneration 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 2025**

Purposes and Rationale: In order to comply with Section 120 of the Public Limited Company Act B.E.2535 (including amendments), the Annual General Meeting of Shareholders are required to appoint the auditors and identify the auditing fees, whereby the same auditors can be appointed. Furthermore, from the announcement of the Capital Market Supervisory Board, listed companies must ensure rotation of the auditors, whereby the auditors who have reviewed, verified and expressed opinions on the Company's statement of financial positions for 7 fiscal years, whether consecutive or not, the Company can appoint such auditors after a period of at least 5 consecutive fiscal years have elapsed..

Opinion of the Audit Committee: To ensure a comprehensive and diverse point of view in the audit activities in 2025, to be of benefit to the Company and comply with the Capital Market Supervisory Board's announcement in auditors' rotation, the change of audit firm

and auditors have been proposed; Dharmniti Auditing Co., Ltd., who has been approved by the Securities and Exchange Commission, whereby the Audit Committee has considered and selected the auditors based on the experience, expertise, proper qualifications and audit fees, as well as the auditors' independence.

**The Board's Opinion:** The Board of Directors, with the approval of the Audit Committee, recommends proposing to the Annual General Meeting of Shareholders to consider and approve of the change in auditor for the accounting period ending December 31, 2025, to the new audit firm will be Dharmniti Auditing Co., Ltd., to be the Company's Auditor for the accounting period 2025, whereby one of the following auditors will be reviewing, verifying and expressing opinions of the Company's statements of financial positions Auditors namely;

Auditor's Name	Certificate Public Account Number	Period for being the Company's auditor
1. Miss Soraya Tintasuwan	8658	-
2. Mr.Peradate Pongsathiansak	4752	-
3. Miss Methavee Chanasongkram	12784	-
4. Miss Naralee Karnsonth	14205	-
5. Miss Sulalit Ardsawang	7517	-

**Remarks:** All five auditors have never been the auditors who signed the financial statements of the company. Appears according to Auditor's profile shown in Enclosure 3

In the event that the aforementioned auditors are unable to perform their duties, Dharmniti Auditing 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 1,400,000 were including subsidiaries company, decreasing Baht 225,000 or decreasing 13.85% from previously, 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	2025	2024
1) Auditor's Fee - Phol Dhanya Public Company Limited.	1,000,000	1,130,000
2) Subsidiaries' Fee	400,000	495,000
3) Others service (Non-audit fee)	-	-
Total Audit Fee (Baht)	1,400,000	1,625,000

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

#### Agenda 7 To consider and approve the addition to the Company's Objectives and the amendment to Clause 3 of the Company's Memorandum of Association.

**Purposes and Rationale:** In order for the Company's objectives to align with the business operations, it was proposed that additional objectives are added to resonate with the Company's products and services. Moreover, the amendment of the objectives results in the amendment of the Company's Memorandum of Association no.3 to ensure coherence. This is to go in line with the Company's regulations and

the Public Limited Company Act B.E.2535, whereby the person authorized to proceed with the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, is empowered to edit and add wordings to comply with the registrar's command.

Opinion of Board of directors: It was deemed appropriate to propose to the Annual General Meeting of Shareholders 2025 to consider and approve of the amendments of the Company's objectives to align with the business operations. A new objective has been added, increasing from 56 to 57 Objectives, with details of the addition as follows:

"Clause 57. To Engaged in the business of selling and providing calibration services for equipment and instruments related to gas systems, such as gas cylinders, gas distribution systems, and related equipment, including spare parts and accessories."

Additionally, the Memorandum of Association, Clause 3, shall be amended to align with the revision of the company's objectives as follows:

"Clause 3. The Objectives of the Company consist of 57 clauses."

In the regard, the person authorized by the company to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, is empowered to add wording as necessary to comply with the registrar's command.

Required Vote: Majority Vote of not less than three-fourths (3/4) of all the votes of the shareholders present the meeting.

#### **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 fix Record Date on March 5, 2025 to entitle rightful shareholders to attend the 2025 Electronic Annual General Meeting of Shareholders and disclosed such invitation letter E-AGM i.e. notification and attachment proxy Form A Form B and Form C publicized at the Company's website [www.pdgth.com](http://www.pdgth.com) since March 28, 2025. 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 8, 2025 at 9.00 hrs., until the meeting is adjourned on April 23, 2025. Shareholders or proxies will be able to log in to the system to participate in the meeting via electronic channels in advance from April 23, 2025, at 12.30 pm. 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) Assoc.Prof.Dr.Ekachidd Chungcharoen 2) Mr.Noppadol Dheerabutrungkul 3) Miss Mathusorn Srikerd, 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](http://www.pdgth.com) section Investor Relation, submit to the company as follows;

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

PostalCode: Investor Relation, Phol Dhanya Public Company Limited.

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

The Company has posted the notice calling the Meeting and Enclosure on the Company's website [www.pdgth.com](http://www.pdgth.com). In addition, any shareholders who wish to receive the Annual Report 2024 (Form 56-1 One Report) in hard copy, kindly fill out the requisition form for 56-1 Report 2024 in the Enclosure 11 submit to the company as above address.

To obtain highest benefit from the Meeting, and adhere to the meeting agenda, which is legally required the Meeting, the shareholders may forward questions in advance, please indicate your first name, last name, telephone number and e-mail(if you one), to our Investor Relation at [ir@pdgth.com](mailto:ir@pdgth.com) as attached Enclosure 8.

Please be informed accordingly.

Yours faithfully,

By the order of the Board of Directors



Assoc.Prof. Ekachidd Chungcharoen,

Chairman of the Board