

Guidelines for Meeting Registration, Required Documents, Proxy Appointment,
Details of GFPT Independent Directors for Proxy Appointment, and Vote Casting and Counting
The 2020 Annual General Meeting of Shareholders
GFPT Public Company Limited
3 April 2020

Registration and Documents required to be shown prior to attend the Meeting

The Company will open the registration counter for meeting attendance from 7.30 a.m.

The Company uses the barcode system for meeting registration. Therefore, each shareholder is required to present the following documents (as the case may be) to the Company's Registrar.

Documents required for the meeting registration and attendance (as the case may be)

1. In the event that the shareholder is a natural person:

1.1 Attendance in person

A non-expired identification document issued by a governmental authority on which the card holder's photo also appears; such as, a personal identification card or a passport.

1.2 Attendance by proxy

- (a) A Proxy form B (the form of which is attached to the notice for calling the meeting of the shareholders), that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) A photocopy of identification document of the shareholder issued by a governmental authority as referred to in clause 1.1 above and certified as true and correct by the proxy grantor; and
- (c) An identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above

2. In the event that the shareholder is a juristic person:

2.1 Attendance in person by an authorized representative of the shareholder

- (a) An identification document of such authorized representative issued by a governmental authority as referred to in clause 1.1 above; and
- (b) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s).

2.2 Attendance by proxy:

- (a) A Proxy Form B (the Proxy form is attached to the notice for calling the meeting of the shareholders), that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder issued by the Ministry of Commerce, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, in where the information as to the name, the address of the head office, and the

person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person (including any condition or limitation thereof), etc. must be specified, which the issuing date of such document must not be longer than 1 year from the meeting date, and such document must be certified as true and correct by such authorized representative(s) (proxy granter).

- (c) An identification document of such authorized representative issued by a governmental authority (proxy granter) as referred to in clause 1.1 above; and
- (d) An identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above

2.3 In the event that the shareholder appoints a custodian in Thailand as its deposit taker and take carer of the shares:

- (a) A Proxy Form C, that is completely filled-in and signed by the proxy grantor and the proxy, and affixed with Baht 20 stamp duty;
- (b) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder, a competent authority of the country in which such juristic person is situated, or an officer of such juristic person, and the person(s) having power to place his/her/their signature(s) or to act on behalf of such juristic person
- (c) An identification document of such authorized representative issued by a governmental authority (proxy granter) as referred to in clause 1.1 above;
- (d) A confirmation letter as to the fact that the custodian has obtained a license to undertake or engage in custodian business;
- (e) A photocopy of Affidavit of the custodian issued by the Ministry of Commerce no longer than 1 year from the meeting date and certified true and correct by the authorized representative(s) or the attorney-in-fact of the custodian (if a power of attorney is presented, such power of attorney must state that the attorney-in-fact is empowered to certify the document as such);
- (f) A photocopy of the identification document of the attorney-in-fact issued by a governmental authority as referred to in clause 1.1 above certified true and correct by the attorney-in-fact; and
- (g) An identification document of the proxy issued by a governmental authority as referred to in clause 1.1 above.
- (h) If any original documents are not in English, the document must be translated into English and certified the correctness by the Notary Public.

Details of GFPT Independent Directors for Proxy Appointment

Appointment by Proxy

The Company has provided 3 proxy forms prescribed by the Department of Commercial Registration, Ministry of Commerce: Notification of Department of Business Development regarding Proxy Form No.5) B.E. 2550, to be used in any shareholders' meeting in order to facilitate the proxy, which are:

1. Form A, a general form which is easy to be used;
2. Form B, highly recommend to use as much of detail is clearly specified; and
3. Form C, in case proxy grantor is custodian.

In case that any shareholder is unable to attend the meeting, the shareholder may appoint another person or any of the Company's independent directors listed below as proxy to attend and vote on your behalf in the meeting by selecting one of these proxy forms provided above. It is highly recommended to use the Proxy Form B (Enclosure 5) as the vote can be clearly specified for each agenda items. Please complete and signed on the proxy form and then mail or present it to the Company before the commencement of the meeting.

In the event that a shareholder is desirous to appoint a proxy in general, such a shareholder may apply the Proxy Form A. Should a shareholder be a foreign investor for which a custodian of the shares in Thailand is appointed, such a shareholder may download and use the Proxy Form C available at http://www.gfpt.co.th/ir_shareholders_meeting.php?lang=en

The Nomination of the Independent Directors of the Company as Proxies

Name List of Independent Directors who serves as Proxy for Shareholders

1) **Dr. Sathit Karanes**

Independent Director and Chairman of Audit Committee, 67 years

Residing at 250/2 Soi Thonglor 8, Sukhumvit 55 Road, Klongtan, Wattana, Bangkok 10110

2) **Mr. Paramet Hetrakul**

Independent Director and Member of Audit Committee, 56 years

Residing at 1/4 Vipawadee Rungsit Road, Laksi, Bangkok 10210

3) **Mr. Thanathip Pichedvanichok**

Independent Director and Member of Audit Committee, 55 years

Residing at 52/137 Tower Park Condominium Room 29B Soi Sukhumvit 3, Sukhumvit Road, Wattana, Bangkok 10110

If you grant proxy status to any of the foregoing directors of the Company to attend the meeting and vote on your behalf, please use the enclosed return your completed proxy form well in advance of the scheduled meeting date. This is to ensure orderly preparation for the meeting.

Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Dr. Sathit Karanes	
Type of director	Independent Director Chairman of Audit Committee Chairman of Nomination, Remuneration and Governance Committee	
Age	67 years	
Nationality	Thai	
Education	Faculty of Doctor of Medicine, Diplomate Thai Board of General Surgery, and Pediatrics Surgery, Mahidol University	
Director Certificate	Directors Accreditation Program No. 14/2004 Audit Committee Program No. 31/2010	
No. of Years on the Board	25 June 1998 – Present (22 years)	
Experiences / Other Positions	Instructor and Doctor Faculty of Medicine, Ramathibodi Hospital Director of S.V.K. Family Mart Co., Ltd.	
Positions in Other Listed Companies	-None-	
Positions in Rival Companies / Agri-Related Business	-None-	
GFPT Shareholding	-None-	
Family Relationship	-None-	
% of Total Shares With Voting Right	-None-	
Legal Dispute in Criminal Cases (Other than Criminal Cases with Petty Offences)	-None-	
Meeting Attendance in 2019	Attend 1 out of 1 in the General Shareholders' Meeting Attend 9 out of 9 in the Board of Directors Meeting Attend 4 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Chairman of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2020 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

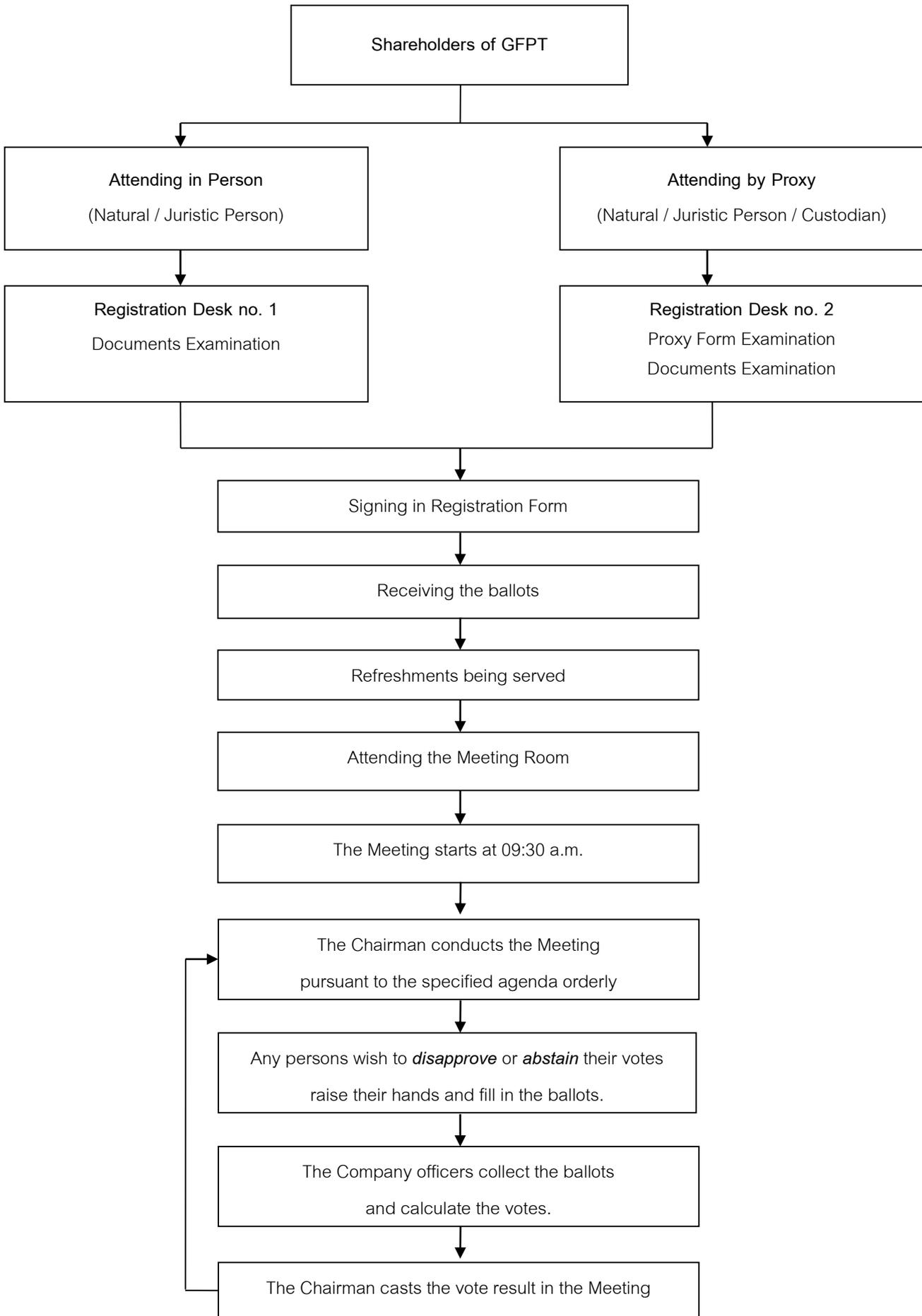
Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Mr. Paramet Hetrakul	
Type of director	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Governance Committee	
Age	56 years	
Nationality	Thai	
Education	MBA, University of Hartford, Connecticut, USA Bachelor Degree in Accountancy, Chulalongkorn University CFA, the Institute of Chartered Financial Analysts, Virginia, USA	
Director Certificate	Directors Accreditation Program No. 43/2005	
No. of Years on the Board	1 July 2005 - Present (15 Years)	
Experiences / Other Positions	Director of DN Broadcast Co., Ltd. Director of Pra Choom Chang Co., Ltd. Director of Agri – Union Co., Ltd. Director of Piyadamansion Co., Ltd.	
Positions in Other Listed Companies	-None-	
Positions in Rival Companies / Agri-Related Business	-None-	
GFPT Shareholding	50,000 shares	
Family Relationship	-None-	
% of Total Shares With Voting Right	0.004% of total shares	
Legal Dispute in Criminal Cases (Other than Criminal Cases with Petty Offences)	-None-	
Meeting Attendance in 2019	Attend 1 out of 1 in the General Shareholders' Meeting Attend 8 out of 9 in the Board of Directors Meeting Attend 4 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Member of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2020 Board of Directors' remuneration	
Special Conflict of Interest	Agenda 4: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2020	

Profiles of the Director who Serves as Proxy for Shareholders

Name/Surname	Mr. Thanathip Pichedvanichok	
Type of director	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Governance Committee	
Age	55 years	
Nationality	Thai	
Education	Law, LL. M. University of Pennsylvania Law, LL. M. Southern Methodist University Law, LL. B. Thammasat University	
Director Certificate	Directors Accreditation Program No. 78/2009	
No. of Years on the Board	1 July 2008 - Present (12 Years)	
Experiences / Other Positions	Director of Thanathip and Partners Legal Counsellors Limited	
Positions in Other Listed Companies	-None-	
Positions in Rival Companies / Agri-Related Business	-None-	
GFPT Shareholding	-None-	
Family Relationship	-None-	
% of Total Shares With Voting Right	-None-	
Legal Dispute in Criminal Cases (Other than Criminal Cases with Petty Offences)	-None-	
Meeting Attendance in 2019	Attend 1 out of 1 in the General Shareholders' Meeting Attend 7 out of 9 in the Board of Directors Meeting Attend 3 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Member of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2020 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

Steps for Attending the Annual General Meeting of Shareholders



Guidelines for Vote Casting and Counting in the Annual General Meeting of Shareholders

Vote Casting and Counting

The Chairman of the meeting or any other person assigned by the Chairman will inform the meeting about the procedure of vote casting and vote counting prior to start the meeting agenda.

1. Vote Casting

1.1. In order to cast the votes in each agenda, the Chairman will ask shareholders and proxies in the meeting who wish to vote disapprove or abstain their votes to raise their hands:

- If there is any shareholder or proxy showing his/her hand for disapproval or abstain votes, such shareholder or proxy must mark his/her votes for disapproval or abstain votes in the ballot given to the shareholders before the meeting starts, and handover the ballot to the Company's officer(s). Any shareholder or proxy who fails to deliver the ballots to the Company's officer(s) shall be deemed as a shareholder or proxy who approves such item of agenda.
- If there is no shareholder showing his/her hand for disapproval or abstain votes, it shall be deemed that the meeting unanimously resolves to approve such agenda as proposed by the Chairman.

1.2. In the event where a shareholder appoints a proxy to attend and vote on its behalf pursuant to its intention to vote for approval, disapproval, or abstain vote (as the case may be) as marked in the proxy form for the relevant agenda item in compliance with the regulations, the Company will record such votes as marked or specified by the shareholder in the proxy form in the vote-counting system in advance. The Company will not hand over the ballots to the proxy in respect of the agenda item.

2. Vote Counting

2.1 A barcode system will be applied by the Company for counting votes.

2.2 One share shall be counted as one vote.

2.3 The vote counting in each agenda item will be divided into 3 categories as follows:

- In the event of the agenda item for which a simple majority vote of the shareholders who attend and cast their votes is required (according to Section 107 (1) of the Public Limited Companies Act, B.E. 2535)
- In the event of the agenda item for which a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting is required (according to the second paragraph of Section 90 of the Public Limited Companies Act, B.E. 2535)
- In the event of the agenda item for which a vote of not less than three-quarters of the total number of votes of shareholders who attend and are entitled to vote is required (according to Section 107 (2) of the Public Limited Companies Act, B.E. 2535)

2.4 If a proxy marks his/her vote in the ballot not consistent with that specified in the proxy form, the vote specified in the proxy form will be applied and counted by the Company.

2.5 The Chairman of the meeting or any other person assigned by the Chairman will announce the vote casting result in each agenda item after the vote casting in respect of such agenda item is ended.