



# Invitation to attend AGM of Shareholders

Year 2021

GFPT Public Company Limited

Thursday 8 April 2021 at 9.30 a.m.

by electronic meeting platform (E-AGM)

and broadcast from the Company Meeting Room, M Floor

312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150

Please kindly see details for Guidelines for attending the meeting, proxy appointment and details of GFPT independent directors, vote casting and counting procedures via electronic platform (E-AGM) (Enclosure 4) and User Manual Electronics Meeting System for the Shareholders' Meeting (Enclosure 7).



# GFPT PUBLIC COMPANY LIMITED

PLANT: 209 MOO 1, TEPARAK RD., K.M. 20.5 BANGSAOTONG, SAMUTPRAKARN 10570, THAILAND TEL. 02-315-9400 FAX: 02-315-9433-6  
OFFICE: GFPT TOWER, 312, RAMA 2 ROAD, BANGMOD, JOMTHONG, BANGKOK 10150, THAILAND TEL. 02-473-8000, 02-473-8398

No. GFPT 5/2564

8 March 2021

Subject: Invitation to Attend the 2021 Annual General Shareholders' Meeting (E-AGM)

To: Shareholders of GFPT Public Company Limited

- Enclosures:
- 1) 2020 Annual Report Form 56-1 One Report in QR Code
  - 2) Information of the proposed directors in replacement of those retiring by rotation
  - 3) GFPT Definition of Independent Director
  - 4) Guidelines for attending the meeting, proxy appointment and details of GFPT independent directors, vote casting and counting via electronic platform (E-AGM)
  - 5) Proxy Form B
  - 6) GFPT Articles of Association of the Company relating to shareholders' meeting
  - 7) User manual for the electronic meeting system for the Shareholders' Meeting

GFPT Public Company Limited ("GFPT") hold the 2021 Annual General Meeting of Shareholders on Thursday 8 April 2021 at 9.30 a.m. by electronic meeting platform (E-AGM) one format only in accordance with the Emergency Decree on Electronic Meeting B.E. 2563, to consider the following agenda:

## **Agenda 1 To acknowledge the Company's 2020 operating results**

Rationale: The report of GFPT's operational results for the year 2020 and other important information are available in the 2020 Annual Report Form 56-1 One Report in form of QR Code (Enclosure 1).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge GFPT's operational results for the year 2020.

*Required Votes: No voting required for this agenda*

## **Agenda 2 To consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2020**

Rationale: The consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2020 were audited by the Certified Public Accountant and reviewed by the Audit Committee as shown in the "Financial Statements" section of the 2020 Annual Report Form 56-1 One Report Page 175 (Enclosure 1).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2020 which have been audited by the Certified



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Auditor (Mr. Naris Saowalagsakul, CPA No. 5369 from Sam Nak – Ngan A.M.C. Co., Ltd.) and reviewed by the Audit Committee.

*Required Votes: The resolution for this agenda requires majority votes of the shareholders who attend the meeting and cast their votes*

## Agenda 3 To consider and approve dividend payment for year 2020 performance

**Rationale:** The dividend policy of GFPT is set as to pay dividend not more than 50% of net profit of Company's separate financial statement after all deductions required by law or by the Company, subjected to the Company's cash flow, liquidity, future investment plans of the Company and its subsidiaries, and economic situation.

In 2020, the separate financial statement of GFPT showed THB 1,112,499,811.59 or equivalent to THB 0.89 per share in net profit and carried no retained loss. GFPT has sufficient cash flow to pay dividend. In consideration of the future investment plan of GFPT and its subsidiaries, the Board considered and proposed the Meeting of Shareholders to approve the cash dividend payment for the year 2020 performance at the rate of THB 0.20 per share in the total amount of THB 250,764,200 equivalent to 22.54% of net profit of the separate financial statements. The dividend payment is in accordance with the Company's dividend policy. Dividend will be paid from net profit of separate financial statements for year 2020, in which shareholders must be deducted withholding tax.

The dividend payment for the operational results of year 2019 - 2020 is shown below:

Dividend Payment for Operational Results of Year	2019	2020
Dividend Payment (Baht per share)	0.20	0.20
Dividend Payment Amount (Baht)	250,764,200	250,764,200
Stock Price as of 14 Feb 2020 and 16 Feb 2021	11.50	12.90
Dividend Yield (%)	1.74%	1.55%
Net Profit – Separate (million Baht)	318.31	1,112.50
Dividend Payout Ratio – Separate (%)	78.78%	22.54%
Net Profit – Consolidated (million Baht)	1,195.45	1,351.73
Dividend Payout Ratio – Consolidated (%)	20.98%	18.55%

The date for determining the rights of shareholders to receive dividend payment will be on March 9, 2021 (Record Date). The dividend payment will be made on April 29, 2021.

*However, the right to receive dividend payment is subjected to the approval of the 2021 AGM.*

GFPT has already allocated its annual net profit as legal reserve in total amount of 140,000,000.00 Baht or equal to 10.00% of registered capital of the Company in compliance with the requirement of



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the law and the Articles of Association of the Company. Thus, there is no allocation of net profit as statutory reserve for the year 2020 operating results.

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at Baht 0.20 per share for the year 2020

*Required Votes: The resolution for this agenda requires majority votes of the shareholders who attend the meeting and cast their votes*

**Agenda 4 To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2021**

Rationale: In accordance with clause 19 of the Articles of Association, one-third of the total number of Directors shall be required to vacate their offices by rotation at every general meeting of shareholders.

There are 3 retired directors by rotation in 2021 AGM as follows: 1) Mr. Thanathip Pichedvanichok 2) Ms. Wannee Sirimongkolkasem, and 3) Mr. Sujin Sirimongkolkasem

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during October 1, 2020 - December 30, 2020. However, no shareholder nominated any qualified candidate.

The Nomination, Remuneration and Governance Committee (excluding committee who had conflict of interest) considered qualification of director and independent director in accordance with the nomination procedure. In consideration of various aspects of appropriate candidates including qualification, contribution, diversity among the directors of the Board, knowledge, work experience, and expertise, the Nomination, Remuneration and Governance Committee, excluding directors who may have conflict of interest, proposed 3 retired directors by rotation to be re-elected to hold the position for another term as follow: -

- 1) Mr. Thanathip Pichedvanichok Independent Director (re-elected)
- 2) Ms. Wannee Sirimongkolkasem Director (re-elected)
- 3) Mr. Sujin Sirimongkolkasem Director (re-elected)

As the current situation, there is no other suitable candidate to replace the independent director; therefore, it is deemed necessary to propose to reappoint Mr. Thanathip Pichedvanichok, the existing independent director, who has been the independent director of the Company for more than 9 consecutive years. (The period of tenure is equal to 13 years, when combined with re-appointment period of 3 years, which will be totally equal to 16 years). His expertise, good knowledge in law, business understanding, and also be able to work with The Board effectively. His qualifications and requirements are and fit with the skill specified in Board Skill Matrix.



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The 3 candidates' profiles of nominated directors for re-appointment of retired director by rotation are shown in the [Enclosure 2](#).

BOD's Opinion: The Nomination, Remuneration and Governance Committee considered qualification of director and independent director to be in compliance with the Company's Article of Association, the Public Limited Company Act B.E. 2535, the regulation of the Stock Exchange of Thailand and GFPT's definition of independent director ([Enclosure 3](#)). All 3 proposed directors have performed their duties with accountability and fidelity as well as having knowledge, expertise, and experiences which are valuable for GFPT. The proposed independent director can perform his duty and has freedom to express his opinions.

Thus, it is considered appropriate for the Meeting of Shareholders to approve the re-appointment of these 3 directors to serve for another term as follow:

- 1) Mr. Thanathip Pichedvanichok Independent Director (re-elected)
- 2) Ms. Wannee Sirimongkolkasem Director (re-elected)
- 3) Mr. Sujin Sirimongkolkasem Director (re-elected)

*Required Votes: The resolution for this agenda requires majority votes of the shareholders who attend the meeting and cast their votes*

## **Agenda 5 To consider and approve the 2021 Board of Directors' remuneration**

Rationale: The Nomination, Remuneration and Governance Committee and the Board of Director annually reviewed and determined the directors' remuneration based on the Company's overall performance, business size, net profit, business growth together with the duty and responsibilities of the Board of Directors and also comparing with the industry average rate of directors' remuneration.

For year 2021, the Nomination, Remuneration and Governance Committee has considered the directors' appropriateness of the directors' remuneration based on the above mentioned criteria and comparison with the Director Compensation Survey 2020 prepared by the Thai Institute of Directors (IOD) and proposed to maintain the rate of remuneration for directors similar to the approved rate from the 2020 Annual General Shareholders' Meeting as follow:



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Remuneration	2020	2021 (Proposal)
<b>1) Monthly Remuneration</b>		
- Chairman of the Board of Directors	50,000 Baht /Person/Month	50,000 Baht /Person/Month
- Chairman of Audit Committee & Independent Director	50,000 Baht /Person/Month	50,000 Baht /Person/Month
- Director of Audit Committee & Independent Director	45,000 Baht /Person/Month	45,000 Baht /Person/Month
- Director	45,000 Baht /Person/Month	45,000 Baht /Person/Month
<b>2) Annual Bonus</b>	one month per year	one month per year
<b>3) Non-monetary compensation</b>	- None -	- None -
<b>Change</b>		-

Remark: Directors who are the Company's employee will receive monthly remuneration and annual bonus excluded the remuneration as an employee of the Company.

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the directors' remuneration for year 2021 based on the recommendation of the Nomination, Remuneration and Governance Committee.

Required Votes: *The resolution for this agenda requires votes of not less than two-thirds of the number of the shareholders who attended the meeting*

## **Agenda 6 To consider and approve the appointment of auditor and the 2021 auditor's fee**

Rationale: In accordance with the Securities and Exchange Act B.E. 2535 and Clause 42(5) of the Article of Association of the Company, the appointment of Company's auditor and auditor's fee shall be annually approved by the Meeting of shareholders on recommendation of the Audit Committee and considered by the Board of Directors.

Based on the recommendation of the Audit Committee, the Board of Director considered the performance of the auditors from Sam Nak - Ngan A.M.C. Company Limited and noted that Sam Nak - Ngan A.M.C. Company Limited is proper, reliable, capable, and duly performs duties with their responsibilities. In addition, the Audit Committee also considered the audit fee for the year 2021 based on scope of audit, and proposed to the Board of Directors and the Meeting of shareholders for consideration, as per details described below:

- 1) To consider and appoint the following auditors from Sam Nak - Ngan A.M.C. Company Limited as auditor of the Company and 5 subsidiaries for the year 2021:



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- 1) Mr. Naris Saowalagsakul, CPA No. 5369 or  
(Mr. Naris has initialed on the financial statements of the Company and its subsidiaries for 3 years since 2018)
- 2) Ms. Praphasri Leelasupha CPA No. 4664  
(Never certified in the Company's and its subsidiaries financial statements)

The above-mentioned auditors and Sam Nak - Ngan A.M.C. Company Limited have neither relationship nor conflict of interest with the Company and its subsidiaries, joint ventures, the executives, the major shareholders, or other related persons of these parties. Thus, the auditors are independent to perform audit activities and express their opinions on the Financial Statements of the Company and its subsidiaries.

Sam Nak – Ngan A.M.C. Company Limited is the auditor of all 5 subsidiary companies and GFPT Nichirei (Thailand) Co., Ltd. (a joint venture); but not being the auditor of McKey Food Services (Thailand) Limited (“Mckey”). The major shareholders McKey are an international company, holding majority share at 51%, and requires to appoint its own auditor.

The Company is confident in the work standard of the auditor of McKey which passed criteria for auditor's selection of the Group and are be able to audit and present the financial statements of the Company within schedule.

- 2) To consider and approve the audit fee of the Company and its 5 subsidiaries for the accounting year 2021 in the amount of THB 3,630,000 same as audit fee of year 2020 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2020	2021 (Proposal)
Audit Fee of GFPT PCL.	1,200,000.-	1,200,000.-
Audit Fee of 5 Subsidiaries	2,430,000.-	2,430,000.-
Non-Audit Fee	-	-
<b>Total Audit Fee</b>	<b>3,630,000.-</b>	<b>3,630,000.-</b>
<b>change (%)</b>		-

BOD's Opinion: The Board of Director concurred with the Audit Committee recommendation and had an opinion that Sam Nak - Ngan A.M.C. Company Limited is a reliable organization with good performance, sufficient personnel, knowledgeable, and reasonable compensation that it is considered appropriate for the Meeting of Shareholders to approve the appointment of auditors from Sam Nak - Ngan A.M.C. Company Limited namely: Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Praphasri Leelasupha



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CPA No. 4664, to be the auditor of Company and its 5 subsidiary companies for the year 2021 and the auditor's fee for the year 2021 in the amount of THB 3,630,000 as proposed.

*Required Votes: The resolution for this agenda requires majority votes of the shareholders who attend the meeting and cast their votes*

## Agenda 7 Other businesses (if any)

The shareholders are free to ask any questions and the Board will answer their queries (if any).

In addition, shareholders can appoint proxy to any person or any independent director of the Company. Name and information of the independent directors are provided for shareholders' proxies (**Enclosure 4**) by completing information in the meeting notification form and Proxy Form B (**Enclosure 5**) with supporting documents for proxy as specified in the granting of proxy (**Enclosure 4**) and send all original documents to the Company **within 5 April 2021**.

The Company will open for registration to attend the Annual General Meeting of Shareholders through electronic platform (E-AGM) in advance via <https://portal.eservice.set.or.th> from 22 March 2021 onwards, guidelines for attending the meeting, proxy appointment, vote casting and counting (**Enclosure 4**) and the Company will conduct the meeting in accordance with the Company's Articles of Association and Public Company Law (**Enclosure 6**).

If any shareholder wish to request additional information or have any question or suggest any recommendation regarding the mentioned agenda of the Meeting of Shareholders, please submit the inquiries and suggestions to the Company in advance or send an electronic mail to [cs@gfpt.co.th](mailto:cs@gfpt.co.th) or fax at +662 473 8398.

Yours sincerely,

GFPT Public Company Limited

(Mr. Prasit Sirimongkolkasem)

Chairman of the Board of Directors





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- Remark:
1. The Company determined the right of shareholders to attend the 2021 Annual General Shareholders' Meeting and the right of shareholders to receive the dividend on Tuesday 9 March 2021 (Record Date)  
*However, the right to receive dividend payment is subjected to the approval of the 2020 AGM.*
  2. The Company has published the Invitation to Attend of the 2021 Annual General Shareholders' Meeting including the meeting documents and Proxy Form in the Company's website (<https://www.gfpt.co.th/>).
  3. In the event that a shareholder is desirous to appoint a proxy in general, such a shareholder may apply the Proxy Form A. In case of a shareholder is 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.
  4. GFPT invited shareholders to propose the Meeting agenda and to nominate qualified person to be elected as the Company's director during October 1, 2020 until December 30, 2020. Neither meeting agenda nor director nomination was proposed this year.
  5. If shareholder would like to receive the 2020 Annual Report Form 56-1 One Report , request via email [cs@gfpt.co.th](mailto:cs@gfpt.co.th)

Contact channels:

Company Secretary Department

02 473 8000 ext. 1804

## Annual Report 2020 Form 56-1 One Report in form of QR Code

Supporting Document for

Agenda 1: To acknowledge the Company's 2020 operating results

Agenda 2: To consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2020



*Annual Report 2020 Form 56-1 One Report (pdf)*

[Download Annual Report 2020 EN.pdf](#)

**The Information of the Proposed Directors to Replace those Retiring by Rotation**

<b>Name / Surname</b>	: Mr. Thanathip Pichedvanichok	
<b>Type of Nominated Position</b>	: Independent Director (re-elected)	
<b>Age</b>	: 56 years	
<b>Nationality</b>	: Thai	
<b>Education</b>	: Law, LL. M. University of Pennsylvania Law, LL. M. Southern Methodist University Law, LL. B. Thammasat University	
<b>Director Certificate</b>	: Directors Accreditation Program No.78/2009	
<b>Current Position</b>	: Independent Director  Member of Audit Committee  Member of Nomination, Remuneration and Governance Committee	
<b>Year of Nomination</b>	: 1 July 2008 – Present (13 years)	
<b>Experience / Other Positions</b>	: <u>Listed Company and Public Company Limited</u>  - None -  <u>Other Juristic</u>  1. Director of Thanathip and Partners Legal Counsellors Limited	
<b>Expertise</b>	: Have extensive knowledge and experiences in legal aspect	
<b>Criteria and Recruitment</b>	: Determined by the Nomination, Remuneration and Governance Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from IOD Chartered Director, nominate candidate proposed by shareholders, and the evaluation results of directors and sub- committee' s performance (individual) who retied by rotation, as the current situation, there is no other suitable independent director to replace; therefore, It is deem necessary to propose to reappoint the existing independent director who has been the independent director of the Company for more than 9 consecutive years and propose to the Board for consideration, respectively.	

**Meeting attendance in 2020**

- The Annual General Shareholders' Meeting	:	1 meeting from total of 1 meeting (100%)
- The Board of Directors' Meeting	:	9 meetings from total of 9 meetings (100%)
- The Audit Committee Meeting	:	4 meetings from total of 4 meetings (100%)
- The Nomination Remuneration and Governance Committee Meeting	:	3 meetings from total of 3 meetings (100%)

## The Information of the Proposed Directors to Replace those Retiring by Rotation (Cont.)

Number of Shareholding (as of 30 December 2020) : -None-

Positions in other listed companies in The Stock Exchange of Thailand : -None-

Positions in other non-listed companies in The Stock Exchange of Thailand : -1-

Position in Competing / Involving Business Person : -None-

Legal dispute in criminal cases : -None-

(other than criminal cases with petty offences)

Restrict Qualification by the Public Limited Company Act B.E. 2535 : -None-


Type of Relationship of Independent Director

Having the following relationship with GFPT Public Company Limited, subsidiary company, associated company, or any juristic person who may have a conflict of interest at present or during the past 2 year (only applied for the nominated Independent Director)	
(1) Having relationship by blood with Executive or major shareholder of the Company	None
(2) Being executive director which involves in the management of the Company's operation or employee or staff or advisor who receives regular salary	None
(3) Being professional service provider in which receives the service fee more than 2 million Baht per year including auditor, legal advisor, financial advisor, or asset appraiser, etc.	None
(4) Having business relation including Purchase or Sales raw materials /products/ services, receive or provide financial assistance that is material and could be barrier to independent judgment ( If any, please clarify the transaction size)	None

## The Information of the Proposed Directors to Replace those Retiring by Rotation

Name / Surname	:	Ms. Wannee Sirimongkolkasem	
Type of Nominated Position	:	Director (re-elected)	
Age	:	63 years	
Nationality	:	Thai	
Education	:	Bachelor Degree in Education, Srinakharinrajvit University	
Director Certificate	:	Directors Accreditation Program No.17/2004	
Current Position	:	Director	
Year of Nomination	:	18 April 2003 – Present (18 years)	
Experience / Other Positions	:	<u>Listed Company and Public Company Limited</u> 1. Senior Vice President, Import and Chemicals Purchasing Department of Krungthai Food PCL.  <u>Other Juristic</u> 1. Director of Minimax Venture Co., Ltd.	
Expertise	:	- Have extensive knowledge in management and expertise in procurement and import raw materials.  - Have work experience in the agricultural industry for more than 30 years.	
Criteria and Recruitment	:	Determined by the Nomination, Remuneration and Governance Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from IOD Chartered Director, nominate candidate proposed by shareholders, and the evaluation results of directors and sub- committee' s performance ( individual) who retired by rotation, and propose to the Board for consideration, respectively.	
<b>Meeting attendance in 2020</b>			
- The Annual General Shareholders' Meeting	:	1 meeting from total of 1 meeting (100%)	
- The Board of Directors' Meeting	:	9 meetings from total of 9 meetings (100%)	
Number of Shareholding (as of 30 December 2020)	:	10,100,000 shares (0.81%)	
Positions in other listed companies in The Stock Exchange of Thailand	:	-None-	
Positions in other non-listed companies in The Stock Exchange of Thailand	:	-2-	
Position in Competing / Involving Business Person	:	-1-	
		1) Senior Vice President, Import and Chemicals Purchasing Department of Krungthai Food PCL. Subsidiary Company : Feed mill	
Legal dispute in criminal cases (other than criminal cases with petty offences)	:	-None-	
Restrict Qualification by the Public Limited Company Act B.E. 2535	:	-None-	

## The Information of the Proposed Directors to Replace those Retiring by Rotation

Name/Surname	: Mr. Sujin Sirimongkolkasem	
Type of Nominated Position	: Director (re-elected)	
Age	: 50 years	
Nationality	: Thai	
Education	: Bachelor of Art in Economics, Boston University	
Director Certificate	: Directors Certification Program No.33/2003	
Current Position	: Director	
	Member of Nomination, Remuneration and Governance Committee	
	Member of Risk Management Committee	
	Member of Executive Committee	
	Vice President, Live-Chicken Purchasing Department	
Year of Nomination	: 18 April 2003 – Present (18 years)	
Experience / Other Positions	: <u>Listed Company and Public Company Limited</u>	
	1. Director and Vice President, Marketing Department of Krunghthai Food PCL.	
	<u>Other Juristic</u>	
	1. Director of Krunghthai Farm Co., Ltd.	
	2. Director of M.K.S. Farm Co., Ltd.	
	3. Director of GF Foods Co., Ltd.	
	4. Director of GP Breeding Co., Ltd.	
	5. Director of P.Charoenphan Feedmill Co., Ltd.	
	6. Director of P.Charoenphan Im-Ex Farm Co., Ltd.	
	7. Director of P.Charoenphan G.P. Farm Co., Ltd.	
	8. Director of Krungh Thai Aqua-Culture Co., Ltd.	
	9. Director of P.Charoenphan Produce Co., Ltd.	
	10. Director of M.K.S.Condo Town Co., Ltd.	
	11. Director of Julchat Co., Ltd	
	12. Director of MS2018 Co., Ltd	
Expertise	: - Have extensive knowledge in management and expertise in selling feed and broiler purchasing.  - Have work experience in the agricultural industry for more than 10 years.	

**The Information of the Proposed Directors to Replace those Retiring by Rotation (Cont.)**

**Criteria and Recruitment** : Determined by the Nomination, Remuneration and Governance Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from IOD Chartered Director, nominate candidate proposed by shareholders, and the evaluation results of directors and sub-committee's performance ( individual) who retired by rotation, and propose to the Board for consideration, respectively.

**Meeting attendance in 2020**

- The Annual General Shareholders' Meeting : 1 meeting from total of 1 meeting (100%)  
 - The Board of Directors' Meeting : 9 meetings from total of 9 meetings (100%)  
 - The Nomination Remuneration and Governance Committee Meeting : 3 meetings from total of 3 meetings (100%)  
 - The Executive Committee Meeting : 12 meetings from total of 12 meetings (100%)

**Number of Shareholding (as of 30 December 2020)** : 59,791,880 shares (4.77%)

**Positions in other listed companies in The Stock Exchange of Thailand** : -None-

**Positions in other non-listed companies in The Stock Exchange of Thailand** : -13-

**Position in Competing / Involving Business Person** : -5-

- 1) Director and Vice President, Marketing Department of Krungthai Food PCL.  
Subsidiary Company : Feed mill
- 2) Director of GP Breeding Co., Ltd.  
Subsidiary Company : Grandparent Chicken Farm
- 3) Director of Krungthai Farm Co., Ltd.  
Subsidiary Company : Hatchery Farm
- 4) Director of M.K.S. Farm Co., Ltd.  
Subsidiary Company : Broiler Farm
- 5) Director of GF Foods Co., Ltd.  
Subsidiary Company : Processed Chicken Food

**Legal dispute in criminal cases** : -None-

(other than criminal cases with petty offences)

**Restrict Qualification by the Public Limited Company Act B.E. 2535** : -None-

### Definition of Independent Director

The Board of Director of GFPT Public Company Limited (“GFPT” or “the Company”) considered and set qualification of the independent director in accordance with the good practice of its Corporate Governance. The definition of Independent Director of GFPT is higher than the regulation of the SEC about shareholding restriction (SEC’s minimum requirement is 1%).

- 1) Hold share in total not more than 0.5% of total voting share of GFPT or its subsidiaries or associated companies or related companies which may have conflict of interest which shall be inclusive of shares held by his/her related person.
- 2) Not participate in the management of GFPT, its subsidiaries, associated companies, or related companies which may have conflict of interest. He or she shall not be an employee or a staff member or an advisor receiving regular salary or an authority in charge at GFPT, its subsidiaries, associated companies, or related companies. The qualified independent director must not have any interest or stake as mentioned at present and prior to be nominated for at least 2 years.
- 3) Not being a related person by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, to executives, major shareholders, top management or any nominator to be executive or top management of GFPT or its subsidiaries.
- 4) Not having any business relationship with GFPT, its subsidiaries, associated companies, related companies or major shareholders who may have conflicts of interest, in the manner that may interfere with his/her independent judgment. In addition, he or she must not be a major shareholder or an executive officer of the company that having business relationship with GFPT, its subsidiaries, associated companies, related companies at present and prior to be nominated for at least 2 years.

The “business relationship” aforementioned includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance in amount of 3% or more of the net tangible assets of the Company or more than 20 million Baht which is lower. The transaction amount shall be calculated according to calculation method for transaction value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies concerning the Connected Transaction. Transaction amount includes any amount incurred during 1 year prior to date on which the business relationship with person commences.

- 5) Not being an auditor of GFPT, its subsidiaries, associated companies, related companies or any juristic person who may have conflicts of interest and must not be a major shareholder, executive director, top management or partner of an audit firm which employs auditors of GFPT, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest unless the foregoing relationship has ended at least 2 years.
- 6) Not being any professional advisor including legal advisor, financial advisor, or asset appraiser who receives an annual service fee exceeding 2 million Baht from GFPT, its subsidiaries, associated companies, related companies or any juristic person who may have conflicts of interest and must not be a major shareholder,



executive director, top management or partner of the professional advisor unless the foregoing relationship has ended for at least 2 years.

- 7) Must not be a director nominated to be a representative of major shareholder or a shareholder who is related to GFPT's major shareholder.
- 8) Must not participate in a company operating in the same business and being a competitor of GFPT or its subsidiaries. He or she must not be partner, executive director, employee, staff member, advisor who receives regular salary or hold share more than 1% of total voting share of the company operating in the same business and being a competitor of GFPT or its subsidiaries.
- 9) Must not have any characteristics which make him or her incapable of expressing independent opinions with regard to GFPT's business.

However, after being nominated to be an independent director of GFPT, he or she may be assigned by the Board of Director to take part in the business decision of GFPT, its subsidiaries, its associated companies, same-level subsidiaries, major shareholder, top management or related companies which may have conflicts of interest on the condition of collective decision.

**Guidelines for Meeting Registration, Proxy Appointment and  
Details of GFPT Independent Directors for Proxy Appointment, and Voting and Vote Counting Procedures  
The 2021 Electronic Annual General Meeting of Shareholders (E-AGM)**

GFPT Public Company Limited (GFPT) convene the Annual General Meeting of Shareholders for year 2021 on Thursday 8 April 2021 at 9.30 a.m. by electronic meeting platform (E-AGM) and broadcast from the Company Meeting Room, M Floor, GFPT Tower, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150 in accordance with the Emergency Decree on Electronic Meeting B.E. 2563.

To attend the E-AGM either in person or by proxy, please kindly see details about preparation for e-Registration, attending the e-Meeting, asking questions, and voting procedures in the User Manual Electronics Meeting System for the Shareholders' Meeting (Enclosure 7).

The pre-registration will start from **22 March 2021** until the Meeting is ended.

For more information:



E-AGM service for Registration and Attending the Meeting

<https://portal.eservice.set.or.th>



User's Manual for the Electronic Meeting System for the Shareholders' Meeting (E-AGM)

<https://www.set.or.th/th/eservice/shareholder.html>

**REGISTRATION AND IDENTIFICATION (as the case may be)****1. Individual Shareholders Attending E-Shareholder Meeting and Self-Registration**

Please proceed the followings: -



- (1) Self-Register via <https://portal.eservice.set.or.th> or scan this QR-Code
- (2) Select “Register”
- (3) Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking  and pressing “OK” button
- (4) Shareholders fill out information as specified, including:
  - 4.1) Name-Surname
  - 4.2) ID card number and laser code on the back of the ID card card(Only fill in numbers, without ticks)
  - 4.3) Date of birth
  - 4.4) Email address (e-mail address will be used as your Username for log-in)
  - 4.5) Mobile phone number (only fill in numbers, without ticks)
  - 4.6) Password and confirm password
- (5) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (6) Click “Next”
- (7) Click to request OTP, and the OTP will be sent to the mobile phone number you have entered
- (8) The system will send your information to verify the correctness with the database of the Department of Provincial Administration (DOPA)
- (9) After the verification with DOPA database, shareholders take pictures by clicking the picture button. The system will turn on your camera. Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:
  - Picture1: Picture of yourself
  - Picture2: Picture of your ID card
  - Picture3: Picture of yourself holding the ID card
- (10) Shareholders review securities holding information. If the information is correct, click “Confirm” button.
- (11) Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk mail or contact the Company’s staff.

**\*\*\* Please keep your Username and Password confidential.**

**Your login account should never be disclosed to others\*\*\***

## 2. Individual Shareholders wishing to use other documents for Identity Verification

Please proceed the followings: -

- (1) fill out “Notification of Meeting”
- (2) a copy of “Identification document”<sup>1</sup> of the Shareholders and certified true copy by the Shareholders
- (3) Please send the original copy of the above documents to the Company by Post within 5 April 2021 to the following address:  
Company Secretary Office  
GFPT Public Company Limited  
312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150
- (4) Shareholders will receive can email confirming your registration result. If you cannot find the email, please check Junk mail or contact the Company’s staff.

The company reserves the right not to register in the case of (1) documents deliver after the date specified above or (2) documents are incomplete or incorrect or not comply to specified conditions.

**\*\*\* Please keep your Username and Password confidential.**

**Your login account should never be disclosed to others\*\*\***

<sup>1</sup> “Identification document” must be the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License, or Passport (In case of Foreign Shareholder). In case of changing name or surname, please submit a copy of Certification of Name Change.

## APPOINTMENT A PROXY

Shareholders may appoint a person or an independent director of the Company to act as their proxy by using Proxy Form (enclosure 5) and supporting proxy documents as the case may be:-

### 3. Appointing a Proxy by Individual Shareholders

- (1) fill out "Notification of Meeting"
- (2) a Proxy Form B. attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxy holder
- (3) a copy of "Identification document"<sup>1</sup> of the Shareholders and certified true copy by the Shareholders
- (4) a copy of "Identification document"<sup>1</sup> of the proxy holder and certified true copy by the proxy holder

### 4. Appointing a Proxy by Juristic Shareholders

- (1) fill out "Notification of Meeting"
- (2) a Proxy Form B. attached to the invitation of the Meeting, accurately completed and signed by the Shareholders' representatives and the proxy holder
- (3) a copy of "affidavit or certificate of incorporation of the juristic Shareholders" containing a statement indicating that such representative has been duly authorised to act on its behalf, certified true by its representative.
- (4) a copy of "Identification document"<sup>1</sup> of the Shareholders and certified true copy by the Shareholders' representatives
- (5) a copy of "Identification document"<sup>1</sup> of the proxy holder and certified true copy by the proxy holder

### 5. Non-Thai Individual Shareholders or Non-Thai Juristic Persons Established under Foreign Laws Appointing Custodian in Thailand

- (1) fill out "Notification of Meeting"
- (2) a Proxy Form C. which can be downloaded from <https://www.gfpt.co.th/gfpt/files/ir.shareholders.meeting/AGM2021EN5ProxyC.pdf>, accurately completed and signed by the Shareholders' representatives and the proxy holder
- (3) a copy of "affidavit or certificate of incorporation of the juristic Shareholders", 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;
- (4) a copy of "Identification document"<sup>1</sup> of the Shareholders and certified true copy by the Shareholders' Representatives
- (5) a confirmation letter stating that the custodian has obtained a license to undertake or engage in custodian business
- (6) a copy of "Identification document"<sup>1</sup> of the Custodian and certified true copy by the Custodian's Representatives

<sup>1</sup> "Identification document" must be the document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver License, or Passport (In case of Foreign Shareholder). In case of changing name or surname, please submit a copy of Certification of Name Change.

- (7) a copy of "Identification document"<sup>1</sup> of the proxy holder and certified true copy by the proxy holder
- (8) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorised officer (if any)

Please send the original copy of the above documents to the Company by Post within 5 April 2021 to the following address:

Company Secretary Office  
GFPT Public Company Limited  
312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150

Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk mail or contact the Company's staff.

#### NOTIFICATION OF IDENTITY VERIFICATION

After receiving documents for registration and / or proxy appointment according to clause 2. , 3. , 4. and 5.; the Company will check and verify for completeness and correctness of all documents. Then, the company will send Username and Password along with the WebLink to log-in to the E-AGM meeting system via e-mail specified in the document.

The company reserves the right not to register in the case of (1) documents delivered after the date specified above or (2) documents are incomplete or incorrect or not comply to specified conditions.

In addition, the E-AGM system allows only one e-mail address to register for each shareholder or proxy. If the attendant is a shareholder and appointed as a proxy from other shareholders; or the attendant who receives a proxy from multiple shareholders, please prepare other e-mail addresses according to the number of proxy appointment.

**\*\*\* Please keep your Username and Password confidential.  
Your login account should never be disclosed to others.\*\*\***

**DETAILS OF GFPT INDEPENDENT DIRECTORS FOR PROXY APPOINTMENT**

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.

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 <https://www.gfpt.co.th/gfpt/files/ir.shareholders.meeting/AGM2021EN5ProxyC.pdf>

**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, 68 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, 57 years


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

## 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	68 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 (23 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 2020	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 3 out of 3 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 2021 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	57 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 (16 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 2020	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 3 out of 3 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 2021 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

**ATTENDING THE ELECTRONIC ANNUAL GENERAL MEETING OF SHAREHOLDERS (E-AGM)**

- Please kindly see details about preparation for attending the e-Meeting, asking questions, and voting procedures in the User Manual Electronics Meeting System for the Shareholders' Meeting via <https://www.set.or.th/th/eservice/shareholder.html> or Scan QR code
- Shareholders or Proxy holders can log in to e-service from 8.00 a.m. on the Meeting date with the provided Username & Password and OTP code at <https://portal.eservice.set.or.th> or scan QR code here.
- After log-in to the DAP e-Shareholder Meeting (e-service), the attendance can join the E-AGM meeting through WebEx (conference application) by click the URL link.

**ASKING QUESTIONS IN THE E-MEETING**

- Before casting the vote in each agenda, the Company will give shareholders an opportunity to make inquiries or comments on the issues related to such agenda as appropriate. In this regard, shareholders who wish to make the inquiries or comments are requested to return to the DAP e-Shareholder Meeting application (previously log-in) and select "Send Questions" button and then type in the question in the box and select "Confirm" button. The question will be added into a waiting list.
- Please wait for notification from the system administration by returning to the WebEx application and preparing to open microphone and camera and making inquiries and comments accordingly. Shareholder are requested to notify their names before making the inquiries or comments in the Meeting.

**VOTING PROCEDURES**

- To cast a vote, one share shall have one vote
- During the voting period, the Company will notify shareholders and open a voting system for each agenda. Please return to the DAP e-Shareholder Meeting system and press the voting button
- A shareholder or a proxy may cast a vote to "Approve" or "Disapprove" or "Abstain"
- Only shareholders who wish to vote "Disapprove" or "Abstain" are required to go to vote in the e-service page. For shareholders who wish to vote "Approve", no action is required as being default setting.
- If the shareholders have assigned the proxy to vote on each agenda item as stated in the Proxy Form, the Company will record the votes as specified by the shareholders in the Proxy Form.

## VOTE COUNTING

- In counting the votes for each agenda item, the Company will count the votes for “Approve” or “Disapprove” and “Abstain”. For a simple majority vote of the shareholders who attend the Meeting, the “Abstain” votes would not be counted as base score. For a special resolution which require two-thirds of the total shares held by the shareholders attending the Meeting or three-quarters of the total shares held by the shareholders attending the Meeting, the “Abstain” votes would be counted as base score.
- To pass a resolution, a simple majority vote of the shareholders who attend the Meeting and are entitled to vote is required, except Agenda Item regarding the approval of the remuneration of directors, which requires the vote of not less than two-thirds of the total shares held by the shareholders who attend the Meeting.

## ANNOUNCING VOTE COUNTING RESULT

- After vote counting for each agenda item is completed, the Company will announce the voting results as approval, disapproval, or abstention as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results by individual directors.

The 2021 Electronic Annual General Meeting of Shareholders (E-AGM) will be recorded and disclosed through the Company’s website.

**Any questions or problems regarding the Electronic Annual General Meeting of Shareholders (E-AGM), please contact:**

Company Secretary Office

GFPT Public Company Limited

312 Rama II Road, Bangmod, Jomthong, Bangkok 10150

Telephone 024738000 Ext. 1804, 1807

Email [cs@gfpt.co.th](mailto:cs@gfpt.co.th)

## Proxy Form B (recommended)

Duty Stamp  
20 Baht

ติดอากรแสตมป์

20 บาท

Written at.....

Date..... Month..... Year.....

(1) I/We..... Nationality.....  
 Residing at No..... Road..... Sub District.....  
 District..... Province..... Postal Code.....

(2) as a shareholder of GFPT Public Company Limited

holding a total amount of..... shares, and is entitled to cast..... votes as follow:

- Ordinary share..... shares, and is entitled to cast..... votes  
 Preferred share..... shares, and is entitled to cast..... votes

(3) hereby appoint

- (1) Name..... Age..... Years  
 Residing at No..... Road..... Sub District.....  
 District..... Province..... Postal Code.....  
 Tel (for receiving OTP) \*..... E-mail \*.....; or
- Assign a proxy to the Independent Director,.....**Dr. Sathit Karanes**,..... Age.....68..... Years  
 Residing at No...250/2..Soi..Thonglor..8.. Road....Sukhumvit..55..... Sub District....Klongtan.....  
 District.....Wattana.....Province....Bangkok..... Postal Code....10110.....;or
- Assign a proxy to the Independent Director,.....**Mr. Paramet Hetrakul**,...Age.....57..... Years  
 Residing at No...1/4..... Road..Vipawadee..Rungsit.....Sub District.....-.....  
 District.....Laksi..... Province....Bangkok..... Postal Code....10210.....;or

just only one as my/our Proxy to attend and vote on my/our behalf at the 2021 Electronic Annual General Meeting of Shareholders (E-AGM) only on 8 Thursday April 2021 at 9.30 a.m., or such other date, time and place as the meeting may be adjourned.

**Remark :** Please correctly and completely fill in the form, especially those specified with (\*). Otherwise the Company shall not be able to send you the Username & Password and OTP used for log-in to the e-service for shareholder meeting.

(4) I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda 1: To acknowledge the Company's 2020 operating results**

(No voting required for this agenda)

**Agenda 2: To consider and approve the consolidated and separate statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2020**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve                       Disapprove                       Abstain

**Agenda 3: To consider and approve dividend payment for the year 2020 performance**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve                       Disapprove                       Abstain

**Agenda 4: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2021**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- The appointment of all nominated candidates; or
- Approve                       Disapprove                       Abstain
- The appointment of individual member as follows:
1. **Mr. Thanathip Pichedvanichok**
- Approve                       Disapprove                       Abstain
2. **Ms. Wannee Sirimongkolkasem**
- Approve                       Disapprove                       Abstain
3. **Mr. Sujin Sirimongkolkasem**
- Approve                       Disapprove                       Abstain

**Agenda 5: To consider and approve the 2021 Board of Directors' remuneration**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve                       Disapprove                       Abstain

**Agenda 6: To consider and approve the appointment of auditor and the 2021 auditor's fee**

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve                       Disapprove                       Abstain

- (5) The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and will not be regarded as my/our voting as shareholder(s).
- (6) In case I/we do not specify or express my/our intention to vote in any agenda, or if there is any agenda considered or resolved in the meeting other than specified above, or if there is any change or amendment to any facts, the Proxy is entitled to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

Any act(s) undertaken by the Proxy at such meeting shall be deemed as my/our own act(s) in all respects.

Signed .....Grantor  
(.....)  
Signed .....Proxy  
(.....)

**Remark:**

- 1. A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot be split for more than one proxy.
- 2. In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.

## GFPT Public Company Limited

## Articles of Association Relating to the Shareholders' Meeting

**Chapter V: General Meeting****Article 36:**

The Board of Directors shall hold the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meetings are called Extraordinary General Meeting. The Board of Directors may convene the Extraordinary General Meeting whenever they think fit or shall convene and Extraordinary Meeting either shareholders not less than one-fifth of the total number of shares issued by the company or the number of at least 25 shareholders who hold the shares in total numbers of not less than one-tenth of the number of issued shares make a formal request in writing for an Extraordinary General Meeting to be convened. The request must specify the reason for which the meeting is required to convene. The Board of Directors must convene the meeting within 1 month from receiving such request.

**Article 37:**

To convene the General Meeting, the Board of Directors shall prepare the written notice specifying the place, the day, the time and the agenda of the meeting with proper details as well as the Board's opinions, and clearly state that the agenda is for acknowledge, approval or consideration. Such notice shall be sent not less than 7 business days before the date set for the meeting to shareholders and registrar, and shall be published in the newspaper in the period of 3 days consecutively before the meeting date.

**Article 38:**

To constitute a quorum, a General Meeting shall be attended by not less than 25 shareholders and proxy (if any) or not less than one-half of total shareholders which those representing not less than one-third of total issued shares.

If within an hour from the time appointed for the General Meeting, the quorum is not constituted, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting had not been summoned upon the requisition of shareholders, another General Meeting shall be summoned by giving the notification to the shareholders not less than 7 days before the date of the meeting and at such meeting, no quorum shall be necessary.

**Article 39:**

The Chairman of the Board of Directors shall preside at the General Meeting. If the Chairman is not present or cannot conduct the meeting, the Deputy Chairman, if it has, shall preside as the Chairman. If there is no such Deputy Chairman or the Deputy Chairman cannot conduct the meeting, the shareholders at the meeting may elect one of the shareholders present to be Chairman of the meeting.

**Article 40:**

The shareholder shall have right to attend the meeting and exercising their votes or the shareholder may appoint any other person to attend the meeting and vote on his/her on behalf.

The appointment shall be made in writing in a form as specified by the registrar and signed by the principal, and it shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attend the meeting.

Any shareholder who has special interest on that matter, such shareholder does not have rights to vote it exceptionally to vote the appointment of directors.

In voting, the shareholder shall have one vote for each share of which he/she is holder added to the number of shares which he/she is acquired from proxy.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the proxy's principal. Except that the proxy shall announce to the meeting that the proxy will vote on behalf of particular shareholders by specify the name and the amount of shares of the shareholder (proxy granter).

**Article 41:**

The resolution of the meeting shall be as follows:

- (1) For normal case, the resolution shall be passed by the majority shareholders presenting at the meeting and exercising their votes. If the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- (2) For the following case, the resolution shall be passed by the majority of not less than three-fourths of the total votes of shareholders presenting at the meeting and having the voting right:
  - (a) Sell or transfer in whole or in substantial parts of the business of the Company to other person.
  - (b) Purchase or accept the transfer of the business of other company or private company
  - (c) Execute, amend or terminate the agreement relating to lease out in whole or in substantial parts of the business of the Company, assign the other person to manage the business of the Company or merge the business of the Company with the business of the other person, which the objective is profit sharing.

**Article 42:**

The matters to be considered at the Annual Ordinary General Meeting are as follows:

- (1) To acknowledge the Company's operation report for the previous year which proposed by the Board of Directors
- (2) To consider and approve the balance sheet and income statement
- (3) To consider the appropriation of profit
- (4) To elect directors to replace directors who retired by rotation
- (5) To appoint the Company's auditor and fix the remuneration
- (6) Other business



DAP

e-Shareholder  
Meeting

# User Manual Electronics Meeting System

## DAP e-Shareholder Meeting



1

Preparation for DAP e-Shareholder Meeting

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2

e-Registration for individual shareholders wishing to use their ID card for identity verification

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3

Joining the e-Meeting

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4

Asking Question Procedures

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5

Voting Procedures

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6

Resetting password

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# 1

## Preparation for DAP e-Shareholder Meeting



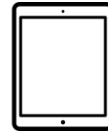
For registration, please prepare an electronic device with a camera.



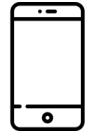
PC Computer



Notebook



Tablet



Mobile

Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome  
*(Recommended)*



Safari



Internet Explorer

Operating Systems Compatibility



iOS



android

Download Cisco WebEx Meeting application\*



iOS



android

\* If shareholders would not like to download the application, they can access via Web Browser

An identity document is required for proof of identity.



Identification Card

# 1

## Preparation for DAP e-Shareholder Meeting



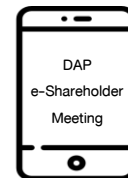
### Registration for e-Shareholder Meeting

#### For shareholders who wish to attend the e-Shareholder meeting themselves

1

Individual shareholders wishing to use their ID card for identity verification

Register via DAP e-Shareholder Meeting



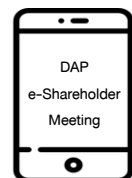
2

Individual shareholders wishing to use other documents such as other official cards / passport for identity verification

Submit the identity document to the company's staff for registration

3

Shareholder is a juristic person



\* Please study the details of registration such as related documents / document submission as specified in the invitation letter to shareholders' meeting

#### For shareholders who wish to appoint a proxy

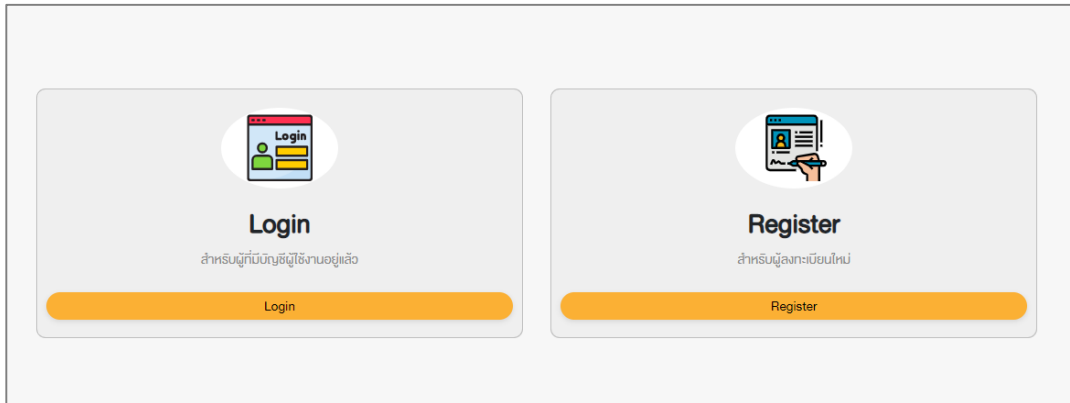
For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

## 2

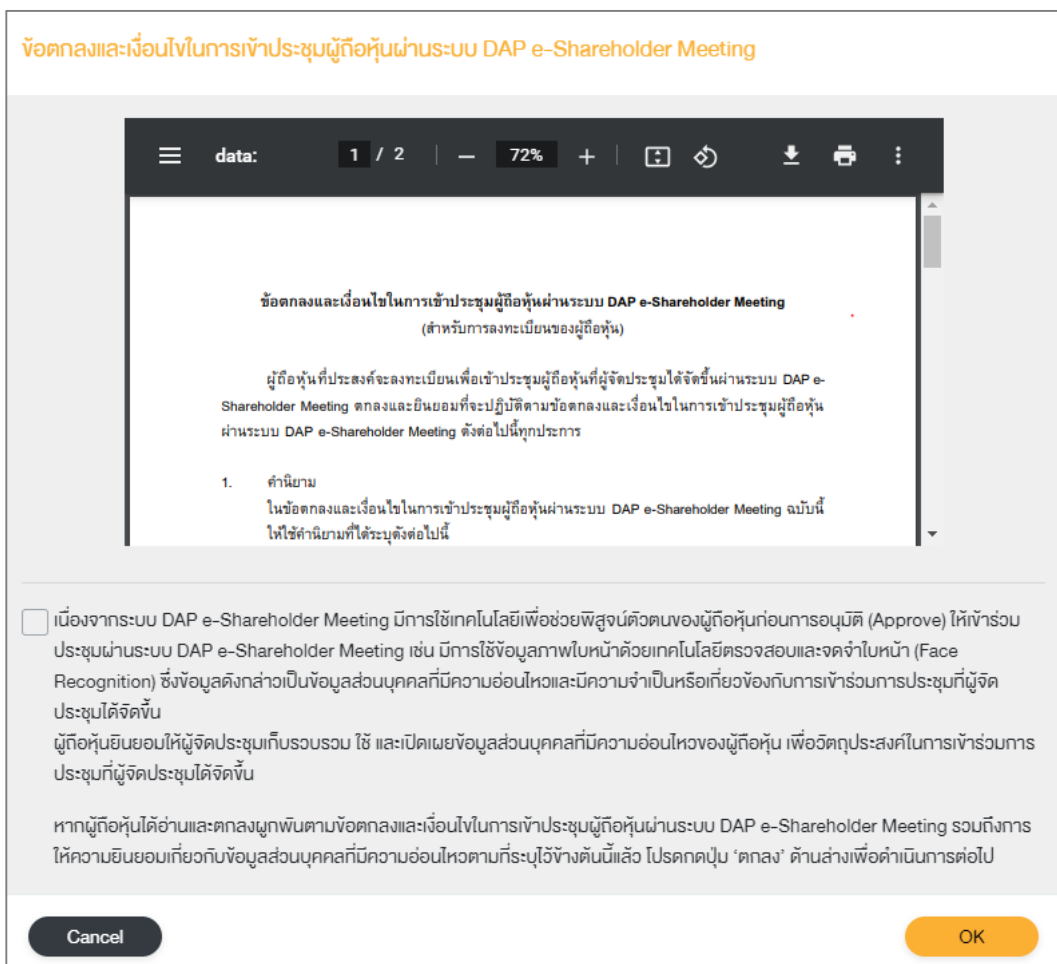
## e-Registration

for individual shareholders wishing to use their ID card for identity verification

1. Register via the registration link provided in the invitation letter to shareholders' meeting
2. Select “Register”



3. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder Meeting system by marking  and pressing “OK” button



## 2

## e-Registration

for individual shareholders wishing to use their ID card for identity verification

4. Shareholders fill out information as specified, including:
  - 4.1 Name-Surname
  - 4.2 ID card number and laser code on the back of the ID card (Only fill in numbers, without ticks)
  - 4.3 Date of birth
  - 4.4 Email address  
(Email address will be used as your username when logging in)
  - 4.5 Mobile phone number (Only fill in numbers, without ticks)
  - 4.6 Password and confirm password
5. Shareholders consent to receive documents in electronic format from the meeting organizer by marking
6. Click "Next"

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

The screenshot shows a registration form with the following fields and options:

- First name (Thai language) \* (Input field)
- Last name (Thai language) \* (Input field)
- Identity Number \* (No dash) (Input field)
- หมายเลขหลังบัตร \* (No dash) (Input field)
- Date of birth \* (Input field with calendar icon)
- Email \* (Input field)
- Mobile number \* (Input field)
- Password \* (Input field)
- Confirm password \* (Input field)

Below the fields is a consent checkbox with the following text:   
 ผู้ถือหุ้นตกลงยินยอมที่จะรับเอกสารในรูปแบบอิเล็กทรอนิกส์จากผู้จัดประชุม เช่น หนังสือเชิญประชุม เอกสารประกอบการประชุม เป็นต้น ผ่านอีเมลที่ผู้ถือหุ้นได้แจ้งไว้ รวมถึงตกลงยินยอมให้ผู้จัดประชุมใช้ข้อมูลที่ได้แจ้งไว้ข้างต้น เพื่อประโยชน์ในการติดต่อสื่อสารหรือดำเนินการที่เกี่ยวข้องกับการประชุมผู้ถือหุ้น

At the bottom, there are three buttons: "Cancel" (red), "Previous" (grey), and "Next" (orange).

7. Click to request OTP, and the OTP will be sent to the mobile phone number you have entered

The screenshot shows a screen with the text "โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63" and five empty circles for entering the OTP. A red box highlights a button labeled "ขอรับ OTP".

The screenshot shows a screen with a warning icon and the text "ต้องการส่ง OTP หรือไม่" and "กดตกลง เพื่อยืนยันการส่ง OTP หรือสละสิทธิ์ เพื่อยกเลิก". There are "ปิด" and "ตกลง" buttons at the bottom.

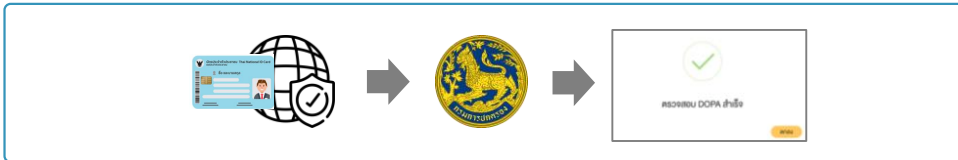
The screenshot shows a screen with the text "คุณกำลังทำการผ่านระบบ SET e-Service รหัสอ้างอิง 'VVCLNR' รหัส OTP คือ 369316".

## 2

## e-Registration

for individual shareholders wishing to use their ID card for identity verification

- The system will send your information to verify the correctness with the database of the Department of Provincial Administration (DOPA)

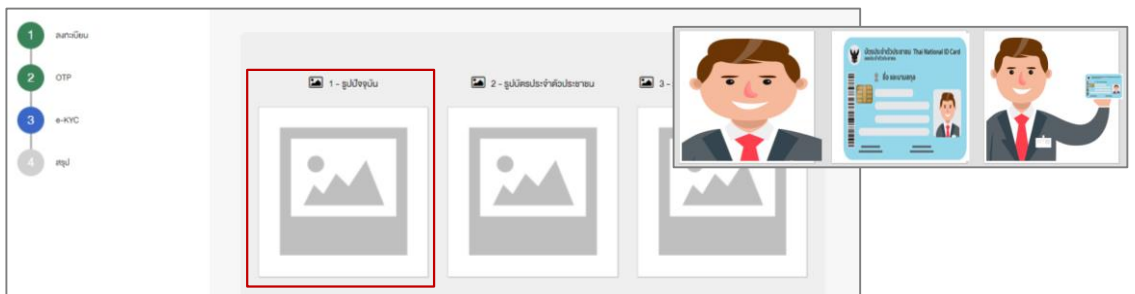


- After the verification with DOPA database, shareholders take pictures by clicking the picture button. The system will turn on your camera. Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

Picture 1 : Picture of yourself

Picture 2 : Picture of your ID card

Picture 3 : Picture of yourself holding the ID card



- Shareholders review securities holding information. If the information is correct, click “Confirm” button.



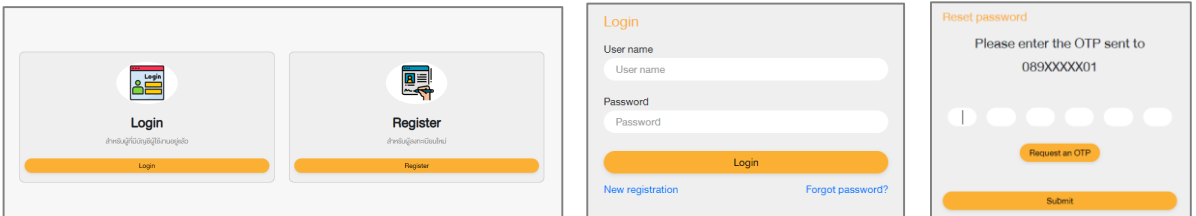
- Shareholders will receive an email confirming your registration result. If you cannot find the email, please check Junk email or contact the company’s staff.

Please keep your username and password confidential.  
Your login account should never be disclosed to others.

### 3 Joining the e-Meeting

Shareholders please log in to attend the e-meeting.

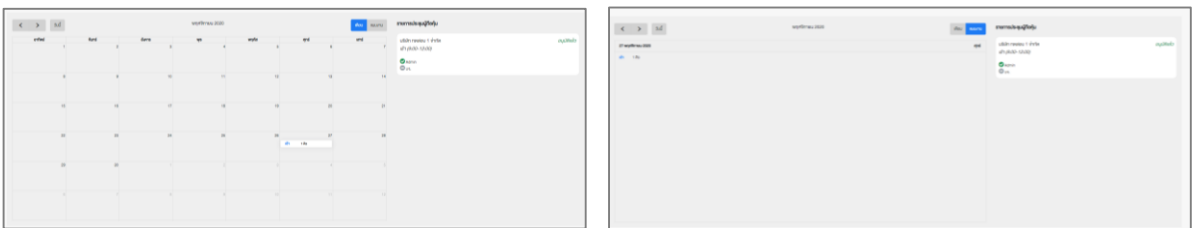
1. Log in at: <https://portal.eservice.set.or.th>
2. Select “Log in”
3. Enter username (email address that you have registered) and password
4. Enter OTP code sent to the mobile phone number that you have registered



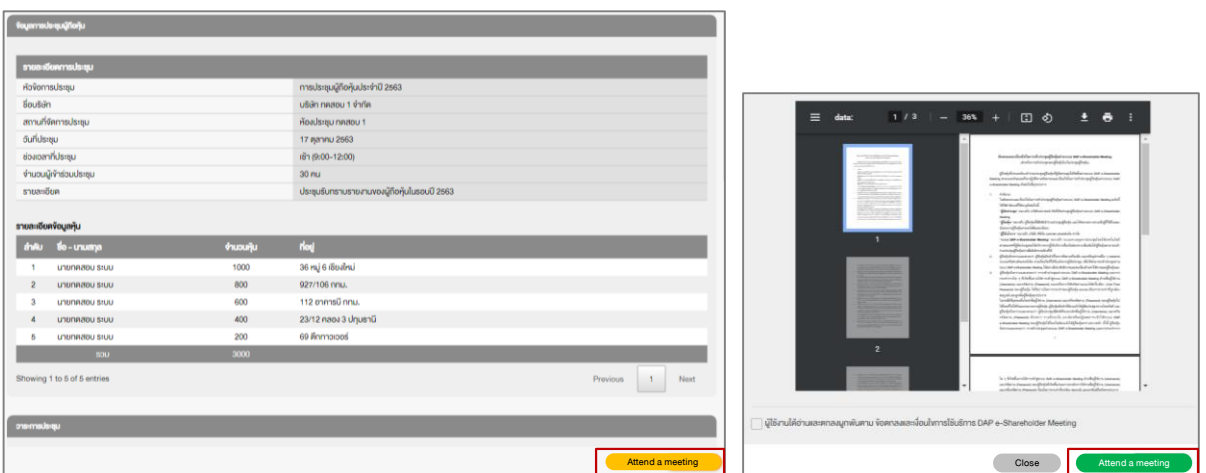
5. The system will show a list of all meetings that you have registered in advance. It allows you to switch between 2 different views.

#### 5.1 Calendar View

#### 5.2 List View



6. Click on a meeting. The system will display details such as meeting date, agenda of the meeting, and attached documents for each agenda.



7. Click “Attend the meeting” in the lower right corner of the screen. Click “Attend the meeting” to agree to the terms and conditions of service before attending the meeting.
8. Shareholders enter the meeting via WebEx and wait for the host to start the meeting.

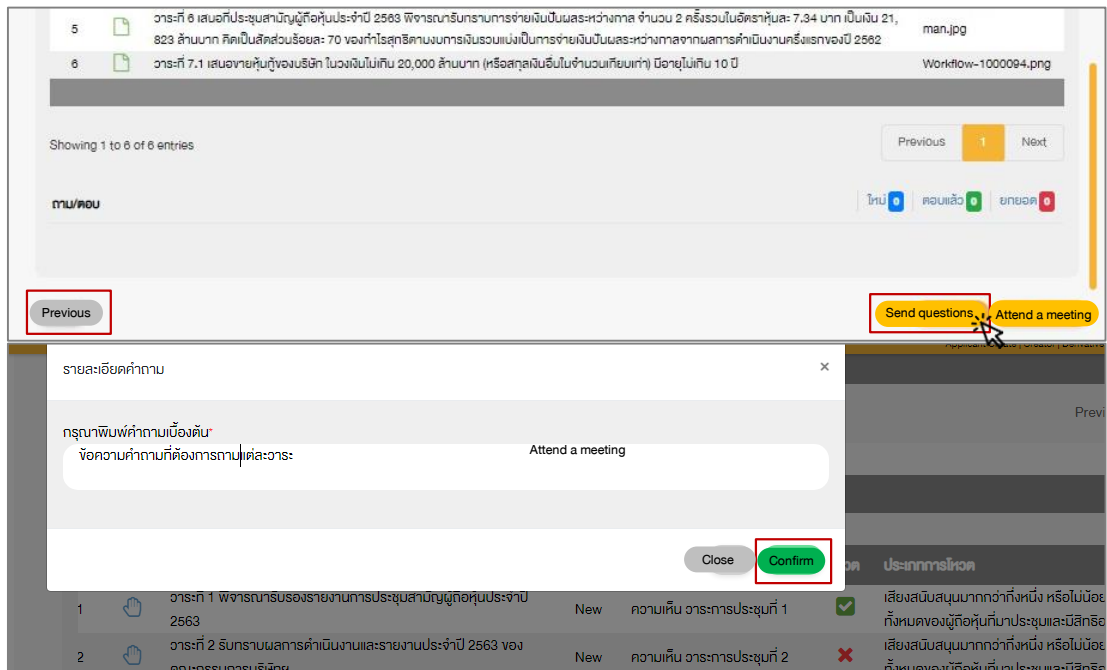


## 4 Asking Question Procedures

When the company allows questions from shareholders, shareholders who wish to ask questions in that agenda please go back to the DAP e-Shareholder Meeting system and follow steps below.

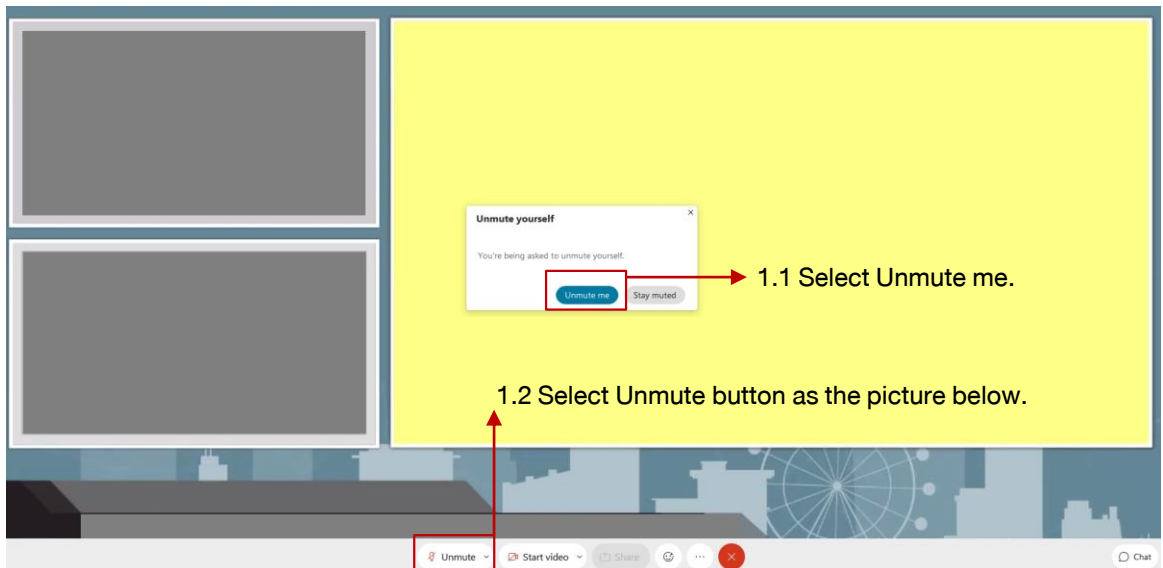
### Request to ask questions

1. Request to ask questions by clicking “Send questions” button.
2. Type your question and select “Confirm” button. Your question will be added into a waiting list.



### Asking questions when your name comes up

1. When you are allowed to ask questions, the company will call your name. Please turn on your microphone and camera (VDO) on WebEx to ask such question by yourself.



## 5 Voting Procedures

- During the voting period, the company will notify shareholders and open a voting system for each agenda. Please go back to the DAP e-Shareholder Meeting system and press the voting button.

ลำดับ	หัวข้อ	สถานะ	ความเห็นของคณะกรรมการ	โหวต	ประเภทการโหวต
1	วาระที่ 1 พิจารณารับรองรายงานการประมุขสามัญผู้ถือหุ้นประจำปี 2563	New	ความเห็น วาระการประชุมที่ 1	✓	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือไม่น้อยกว่า 2 ใน 3 ของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นที่นำประชุมและนสิทธิ์ออกเสียง
2	วาระที่ 2 รับทราบผลการดำเนินงานและรายงานประจำปี 2563 ของคณะกรรมการบริษัทฯ.	New	ความเห็น วาระการประชุมที่ 2	✗	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือไม่น้อยกว่า 2 ใน 3 ของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นที่นำประชุมและนสิทธิ์ออกเสียง
3	วาระที่ 3 พิจารณายกอนุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563	New	ความเห็น วาระการประชุมที่ 3	✓	เสียงสนับสนุนมากกว่ากึ่งหนึ่ง หรือไม่น้อยกว่า 2 ใน 3 ของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นที่นำประชุมและนสิทธิ์ออกเสียง

- Choose the agenda to vote. There are 3 voting options: “Approve”, “Disapprove” and “Abstain”.


**วาระที่ 1 พิจารณารับรองรายงานการประมุขสามัญผู้ถือหุ้นประจำปี 2563**

ขอให้ผู้ประมุขพิจารณารับรองรายงานการประมุขสามัญผู้ถือหุ้นประจำปี 2563 โดยวาระนี้จะต้องได้รับการรับรองด้วยคะแนนเสียงข้างมาก ไม่น้อยกว่า กึ่งหนึ่งของจำนวนสิทธิ์ทั้งหมดของผู้ถือหุ้นซึ่งนำประชุมและออกเสียงลงคะแนน

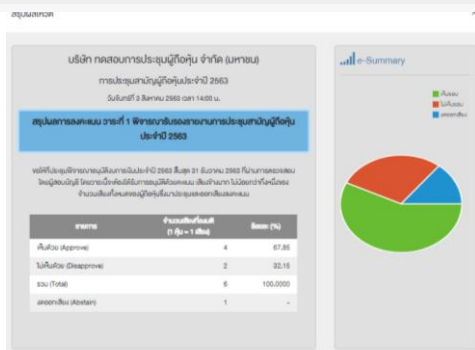
เห็นด้วย / Approve  
 ไม่เห็นด้วย / Disapprove  
 งคออกเสียง / Abstain

[Vote](#)

**Remark :** Voting can be operated in a manner similar to physical meetings. Only shareholders who wish to vote “Disapprove” or “Abstain” are required to voice their stands. For shareholders who wish to vote “Approve”, no action is required. In this regard, the company must notify shareholders of voting conditions prior to the meeting.

- After the closing of voting in each agenda, the company will announce results. Shareholders can check the results of each agenda by clicking the  icon.

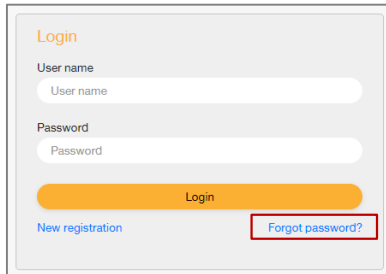
ลำดับ	หัวข้อ	โหวต
1	วาระที่ 1 พิจารณารับรองรายงานการประมุขสามัญผู้ถือหุ้นประจำปี 2563	✗
2	วาระที่ 2 รับทราบผลการดำเนินงานและรายงานประจำปี 2563 ของคณะกรรมการบริษัทฯ.	✓
3	วาระที่ 3 พิจารณายกอนุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2563	✓



Summary of the voting results

## 6 Resetting password

To retrieve your password, shareholders can reset password by clicking “Forgot Password” button.

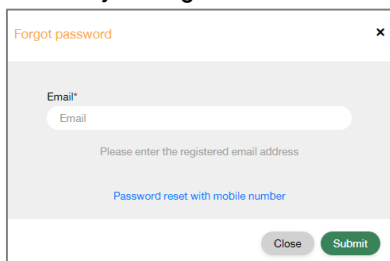


The image shows a login form with the following elements: a title 'Login', a 'User name' input field, a 'Password' input field, an orange 'Login' button, a blue link for 'New registration', and a red-bordered button for 'Forgot password?'.

There are 2 options to reset your password:

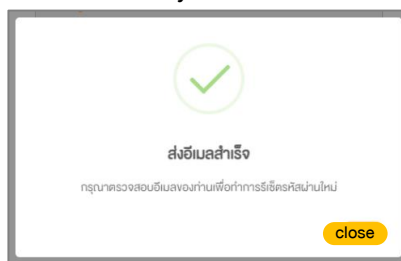
### 1. Reset password by using email

Enter your registered email



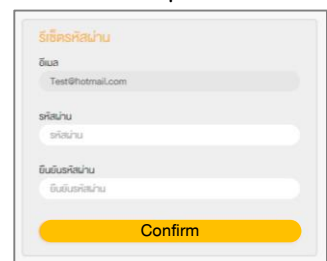
The form is titled 'Forgot password' and contains an 'Email\*' input field. Below the field is the text 'Please enter the registered email address' and a blue link 'Password reset with mobile number'. At the bottom are 'Close' and 'Submit' buttons.

Check your inbox



The screen shows a green checkmark icon and the Thai text 'ส่งอีเมลสำเร็จ' (Email sent successfully). Below it is the text 'กรุณาดูกล่องจดหมายของคุณเพื่อทำการรีเซ็ตรหัสผ่านใหม่' (Please check your mailbox to reset your password). A yellow 'close' button is at the bottom right.

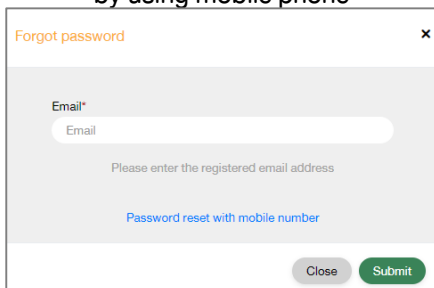
Set new password



The form is titled 'รีเซ็ตรหัสผ่าน' (Reset password) and contains three input fields: 'อีเมล' (Email) with 'Test@hotmail.com' pre-filled, 'รหัสผ่าน' (Password), and 'ยืนยันรหัสผ่าน' (Confirm password). A yellow 'Confirm' button is at the bottom.

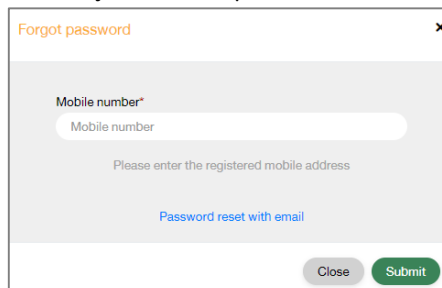
### 2. Reset password by using OTP

Click the link to reset password  
by using mobile phone



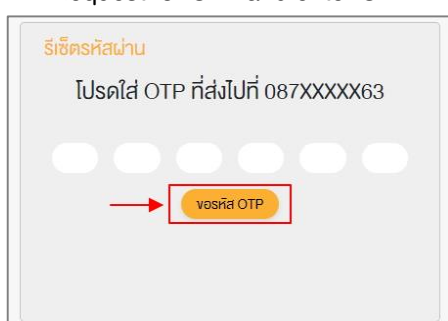
The form is titled 'Forgot password' and contains an 'Email\*' input field. Below the field is the text 'Please enter the registered email address' and a blue link 'Password reset with mobile number'. At the bottom are 'Close' and 'Submit' buttons.

Enter your mobile phone number



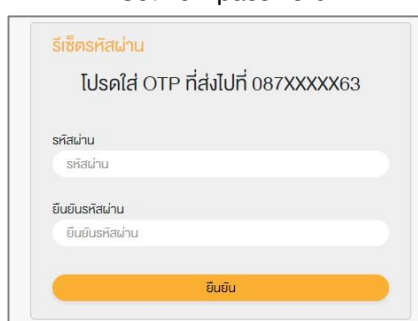
The form is titled 'Forgot password' and contains a 'Mobile number\*' input field. Below the field is the text 'Please enter the registered mobile address' and a blue link 'Password reset with email'. At the bottom are 'Close' and 'Submit' buttons.

Request for OTP and enter OTP



The screen is titled 'รีเซ็ตรหัสผ่าน' (Reset password) and shows 'โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63' (Please enter OTP sent to 087XXXXX63). Below are five empty circles for digits and a yellow button labeled 'ขอรับ OTP' (Request OTP) with a red arrow pointing to it.

Set new password



The screen is titled 'รีเซ็ตรหัสผ่าน' (Reset password) and shows 'โปรดใส่ OTP ที่ส่งไปที่ 087XXXXX63' (Please enter OTP sent to 087XXXXX63). Below are two input fields: 'รหัสผ่าน' (Password) and 'ยืนยันรหัสผ่าน' (Confirm password). A yellow 'ยืนยัน' (Confirm) button is at the bottom.

To download user manual,



shareholders could visit the website:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:



## DAP e-Shareholder Meeting

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