



GFPT Public Company Limited

# Invitation to attend AGM of Shareholders 2022

**Friday 8 April 2022 at 9.30 a.m.**

by electronic meeting platform (e-AGM)  
via DAP e-Shareholder Meeting

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).
- 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 6/2565

8 March 2022

Subject: Invitation to Attend the 2022 Annual General Shareholders' Meeting (E-AGM)

To: Shareholders of GFPT Public Company Limited

- Enclosures:
- 1) 2021 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 2022 Annual General Meeting of Shareholders on Friday 8 April 2022 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; by having Digital Access Platform Co., Ltd. ("DAP"), a subsidiary of the Stock Exchange of Thailand as a service provider, to consider the following agenda:

## **Agenda 1 To acknowledge the Company's 2021 operating results**

Rationale: The report of GFPT's operational results for the year 2021 and other important information are available in the 2021 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 2021.

*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, 2021**

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, 2021 were audited by the Certified Public Accountant and reviewed by the Audit Committee as shown in the "Financial Statements" section of the 2021 Annual Report Form 56-1 One Report Page 169 (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.



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and its subsidiaries for the year ended December 31, 2021 which have been audited by the Certified 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 2021**

**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 2021, the operating results of the Company's separate financial statement shows a net loss of THB 34.04 million. The Company has retained earnings appropriated for legal reserve in amount of THB 140 million or 10 percent of the registered capital the Company's regulation, which fully meet the laws and the Company has unappropriated retained earnings of THB 1,280.70 million.

Although the separate financial statement of GFPT shows net loss in year 2021, the consolidated statement shows net profit in amount of THB 209.34 million. In consideration of cash flow, liquidity and investment plans of the Company and its subsidiaries for the year 2022, the Company is able to pay dividend from its unappropriation retained earnings to its shareholders under Section 115 and Section 116 of the Public Limited Company Act B.E.2535.

The Board proposed cash dividend payment for the year 2021 at the rate of THB 0.10 per share in the total amount of THB 125,382,100. Dividend will be paid in cash from its retained earnings, in which shareholders must be deducted withholding tax.

The dividend payment for the operational results of year 2020 - 2021 is shown below:

Dividend Payment for Operational Results of Year	2020	2021
Dividend Payment (Baht per share)	0.20	0.10
Dividend Payment Amount (Baht)	250,764,200	125,382,100
Stock Price as of 16 Feb 2021 and 15 Feb 2022	12.90	12.90
Dividend Yield (%)	1.55%	0.78%
Net Profit (Loss) – Separate (million Baht)	1,112.50	(34.04)
Dividend Payout Ratio – Separate (%)	22.54%	-
Net Profit – Consolidated (million Baht)	1,351.73	209.34
Dividend Payout Ratio – Consolidated (%)	18.55%	59.89%



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The date for determining the rights of shareholders to receive dividend payment will be on 8 March 2022 (Record Date). The dividend payment will be made on 28 April 2022.

*However, the right to receive dividend payment is subjected to the approval of the 2022 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 the law and the Articles of Association of the Company. Thus, there is no allocation of net profit as statutory reserve for the year 2021 operating results.

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at THB 0.10 per share for the year 2021

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 2022

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 2022 AGM as follows: 1) Mr. Prasit Sirimongkolkasem 2) Mr. Virach Sirimongkolkasem, and 3) Dr. Sathit Karanes.

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during 1 October 2021 – 30 December 2021. 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. Prasit Sirimongkolkasem Chairman (re-elected)
- 2) Mr. Virach Sirimongkolkasem Director (re-elected)
- 3) Dr. Sathit Karanes Independent Director (re-elected)

As the current situation, there is no other suitable candidate to replace the independent director; therefore, it is deem necessary to propose to reappoint Dr. Sathit Karanes, the existing independent



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director, who has been the independent director of the Company for more than 9 consecutive years. (The period of tenure is equal to 24 years, when combined with re-appointment period of 3 years, which will be totally equal to 27 years). His expertise, good knowledge in business management and corporate governance, 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.

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, carefulness, and fidelity in accordance with law, objectives and regulations of the Company including the resolutions of the shareholders' meeting 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. Prasit Sirimongkolkasem Chairman (re-elected)
- 2) Mr. Virach Sirimongkolkasem Director (re-elected)
- 3) Dr. Sathit Karanes Independent 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 2022 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 2022, 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 2021 Annual General Shareholders' Meeting as follow:



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Remuneration	2021	2022 (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 2022 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 2022 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 2022 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 2022:



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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 4 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 2022 in the amount of THB 3,660,000 increases by THB 30,000 or 0.83% up from the audit fee of year 2021 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2021	2022 (Proposal)
Audit Fee of GFPT PCL.	1,200,000.-	1,230,000.-
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>3,660,000.-</b>
<b>change (%)</b>		<b>0.83</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.



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Company Limited namely: Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Praphasri Leelasupha CPA No. 4664, to be the auditor of Company and its 5 subsidiary companies for the year 2022 and the auditor's fee for the year 2022 in the amount of THB 3,660,000 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 2022**.

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/GFPT> from 21 March 2022 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 2022 Annual General Shareholders' Meeting and the right of shareholders to receive the dividend on Tuesday 8 March 2022 (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 2022 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 1 October 2021 until 30 December 2021. Neither meeting agenda nor director nomination was proposed this year.
  5. Holding Annual General Meeting of Shareholders via DAP e-Shareholder Meeting system, the Company collect, use, and disclose personal information of shareholders in order to perform duties as required by law and for benefit of providing services to shareholders in attending the Shareholders' Meeting which shareholders will be protected according to the "Privacy Policy" or "Privacy Notice" as shown on the Company's website at <https://www.gfpt.co.th/gfpt/files/cg/PrivacyPolicy>
  6. If shareholder would like to receive the 2021 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 2021 Form 56-1 One Report in form of QR Code

Supporting Document for

Agenda 1: To acknowledge the Company's 2021 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, 2021



*Annual Report 2021 Form 56-1 One Report (pdf)*

*[Download Annual Report 2021 EN.pdf](#)*

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

Name / Surname	: Mr. Prasit Sirimongkolkasem	
Type of Nominated Position	: Chairman (re-elected)	
Age	: 81 years	
Nationality	: Thai	
Education	: Secondary School	
Director Certificate	: Directors Accreditation Program No.11/2004	
Current Position	: Chairman (The authorized director)	
Year of Nomination	: 27 January 1992 – Present (30 years)	
Experience / Other Positions	<p><u>Listed Company and Public Company Limited</u></p> <p>1. Chairman of Krungthai Food PCL.</p> <p><u>Other Juristic</u></p> <p>1. Chairman of Krungthai Farm Co., Ltd.</p> <p>2. Chairman of M.K.S. Farm Co., Ltd.</p> <p>3. Chairman of GP Breeding Co., Ltd.</p> <p>4. Chairman of P.Charoenphan Feedmill Co., Ltd.</p> <p>5. Chairman of P.Charoenphan Im-Ex Farm Co., Ltd.</p> <p>6. Chairman of P.Charoenphan G.P. Farm Co., Ltd.</p> <p>7. Chairman of Krung Thai Aqua-Culture Co., Ltd.</p> <p>8. Chairman of P.Charoenphan Produce Co., Ltd.</p> <p>9. Chairman of M.K.S.Condo Town Co., Ltd.</p> <p>10. Chairman of Julchat Co., Ltd.</p> <p>11. Chairman of MS 2018 Co., Ltd.</p>	
Expertise	<p>: - Have extensive knowledge in feed mill, poultry farming, and management.</p> <p>- Be an expert in selling and marketing area of feed business.</p> <p>- Have work experience in the agricultural industry for more than 40 years.</p>	
Criteria and Recruitment	<p>: 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.</p>	

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

**Meeting attendance in 2021**

-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 2021) : 34,307,200 shares (2.74%)**

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

**Positions in other non-listed companies in The Stock Exchange of Thailand : -12-**

**Position in Competing / Involving Business Person : -4-**

- 1) Chairman of Krungthai Food PCL. Subsidiary Company : Feed Mill
- 2) Chairman of Krungthai Farm Co., Ltd. Subsidiary Company : Hatchery Farm
- 3) Chairman of M.K.S. Farm Co., Ltd. Subsidiary Company : Broiler Farm
- 4) Chairman of GP Breeding Co., Ltd. Subsidiary Company : Grandparent Chicken Farm

**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-**

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

**Name / Surname** : Mr. Virach Sirimongkolkasem

**Type of Nominated Position** : Vice Chairman (re-elected)

**Age** : 72 years

**Nationality** : Thai

**Education** : Secondary School

**Director Certificate** : Directors Accreditation Program No.14/2004

**Current Position** : Vice Chairman (The authorized director)  
Member of Executive Committee  
Managing Director

**Year of Nomination** : 27 January 1992 – Present (30 years)



**Experience / Other Positions**

Listed Company and Public Company Limited

1. Vice Chairman and Managing Director of Krungthai Food PCL.

Other Juristic

1. Vice Chairman and Managing Director of Krungthai Farm Co., Ltd.
2. Vice Chairman and Managing Director of M.K.S. Farm Co., Ltd.
3. Vice Chairman and Managing Director of GF Foods Co., Ltd.
4. Vice Chairman and Managing Director of GP Breeding Co., Ltd.
5. Vice Chairman and Managing Director of P.Charoenphan Feedmill Co., Ltd.
6. Vice Chairman and Managing Director of P.Charoenphan Im-Ex Farm Co., Ltd.
7. Vice Chairman and Managing Director of P.Charoenphan G.P. Farm Co., Ltd.
8. Vice Chairman and Managing Director of Krung Thai Aqua-Culture Co., Ltd.
9. Vice Chairman and Managing Director of P.Charoenphan Produce Co., Ltd.
10. Vice Chairman and Managing Director of M.K.S.Condo Town Co., Ltd.
11. Vice Chairman and Managing Director of Julchat Co., Ltd.
12. Director of Mckey Food Services (Thailand) Ltd.
13. Director of MS 2018 Co., Ltd.
14. Director of VWP Co., Ltd.

**Expertise** :

- Have extensive knowledge in feed mill, poultry farming, and management.
- Be an expert in integrated broiler production and purchasing feed materials.
- Have work experience in the agricultural industry for more than 40 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

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

**Criteria and Recruitment (Cont.)** 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 2021**

-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 Executive Committee Meeting : 12 meetings from total of 12 meetings (100%)

**Number of Shareholding (as of 30 December 2021)** : 30,349,500 shares (2.42%)

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

**Positions in other non-listed companies in The Stock Exchange of Thailand** : -15-

**Position in Competing / Involving Business Person** : -6-

- 1) Vice Chairman and Managing Director of Krungthai Food PCL.. Subsidiary Company : Feed Mill
- 2) Vice Chairman and Managing Director of Krungthai Farm Co., Ltd. Subsidiary Company : Hatchery Farm
- 3) Vice Chairman and Managing Director of M.K.S. Farm Co., Ltd. Subsidiary Company : Broiler Farm
- 4) Vice Chairman and Managing Director of GF Foods Co., Ltd. Subsidiary Company : Processed Chicken Food
- 5) Vice Chairman and Managing Director of GP Breeding Co., Ltd. Subsidiary Company : Grandparent Chicken Farm
- 6) Director of McKey Food Services (Thailand) Ltd. Joint venture : Frozen Processed 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-

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

Name/Surname	: Dr. Sathit Karanes	
Type of Nominated Position	: Independent Director (re-elected)	
Age	: 69 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	
Current Position	: Independent Director Chairman of Audit Committee Chairman of Nomination, Remuneration and Governance Committee	
Year of Nomination	: 25 June 1998 – Present (24 years)	
Experience / Other Positions	: <u>Listed Company and Public Company Limited</u> -None- <u>Other Juristic</u> 1. Instructor and Doctor of Faculty of Medicine, Ramathibodi Hospital	
Expertise	: - Have extensive knowledge and experience in business management and corporate governance.	
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 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.	

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

**Meeting attendance in 2021**

-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 : 2 meetings from total of 2 meetings (100%)

**Number of Shareholding (as of 30 December 2021) : -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 : -None-**

**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	<b>None</b>
(2) Being executive director which involves in the management of the Company's operation or employee or staff or advisor who receives regular salary	<b>None</b>
(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.	<b>None</b>
(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 transaction size)	<b>None</b>



### 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 2022 Electronic Annual General Meeting of Shareholders (E-AGM)

GFPT Public Company Limited (GFPT) convene the Annual General Meeting of Shareholders for year 2022 on Friday 8 April 2022 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 2022 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 **21 March 2022** until the Meeting is ended.

For more information:



E-AGM service for Registration and Attending the Meeting

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



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

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

## Registration Procedures

### Online self-registration via DAP e-Shareholder Meeting system

#### 1. Attend the meeting in person - Individual person with the ID card

Please proceed the followings: -



- (1) **Self-Register** via <https://portal.eservice.set.or.th/GFPT> or scan this QR-Code
- (2) Select “New Registration”
- (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) Select “Attend in person”
- (5) Select “Thai person”
- (6) Shareholders fill out information as specified, including:
  - Name-Surname
  - ID card number and laser code on the back of the ID card
  - Date of birth (Please specify the year as B.E.)
  - Email address (It will be used as your username when logging in)
  - Password
  - Mobile phone number
- (7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (8) Click “Next”
- (9) OTP will be sent to your mobile phone number and email as specified  
(If shareholder have registered by using a foreign phone number, the OTP will be only sent to your email)  
Enter OTP and click “Next”
- (10) 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 your ID card
- (11) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”
- (12) 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. Attend the meeting in person – Foreign person / person without the ID card or juristic person

Please proceed the followings: -



- (1) **Self-Register** via <https://portal.eservice.set.or.th/GFPT> or scan this QR-Code
- (2) Select “New Registration”
- (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) Select “Attend in person”
- (5) Select “Foreign person / person without the ID card or juristic person”
- (6) Shareholders fill out information as specified, including:

### Foreign person / person without the ID card

- Name-Surname
- Passport / Non -Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

### Juristic person

- Juristic person name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

- (7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (8) Click “Next”
- (9) OTP will be sent to your mobile phone number and email as specified  
(If shareholder have registered by using a foreign phone number, the OTP will be only sent to your email)  
Enter OTP and click “Next”

### (10) Foreign person / person without the ID card

Take a picture of yourself and upload attachments as specified in the invitation letter and pressing “Upload File”

### Juristic person

Upload attachments as specified in the invitation letter and pressing “Upload File”

- (11) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”
- (12) 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 \*\*\***

### 3. Proxy A (Another person)

Please proceed the followings: -



- (1) **Self-Register** via <https://portal.eservice.set.or.th/GFPT> or scan this QR-Code
- (2) Select “New Registration”
- (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) Select “Proxy”
- (5) Select “Proxy A (Another person)”
- (6) Shareholders fill out information of the shareholder who appoints a proxy, including:
  - Name-Surname
  - ID card number and laser code on the back of the ID card
  - Date of birth (Please specify the year as B.E.)
  - Email address
  - Mobile phone number
- (7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (8) Click “Next”
- (9) OTP will be sent to your mobile phone number you have registered, Enter OTP and click “Next”
- (10) Fill out proxies information
  - Name-Surname / Age
  - ID card number / Address
  - Email address
  - Mobile phone number
- (11) Shareholder uploads the proxy form A with attachments as specified in the invitation letter and pressing “Upload File”
- (12) When filling out all information, press the button “Next”
- (13) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting

#### 4. Proxy B (Independent director)

Please proceed the followings: -



- (1) **Self-Register** via <https://portal.eservice.set.or.th/GFPT> or scan this QR-Code
- (2) Select “New Registration”
- (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) Select “Proxy”
- (5) Select “Proxy B (Independent director)”
- (6) Shareholders fill out information of the shareholder who appoints a proxy, including:
  - Name-Surname
  - ID card number and laser code on the back of the ID card
  - Date of birth (Please specify the year as B.E.)
  - Email address
  - Mobile phone number
- (7) Shareholders consent to receive documents in electronic format from the meeting organizer by marking
- (8) Click “Next”
- (9) OTP will be sent to your mobile phone number you have registered, Enter OTP and click “Next”
- (10) Specify an independent director you wish to appoint a proxy
- (11) Shareholder who appoints a proxy cast a vote in advance for all agenda
- (12) Shareholder uploads the proxy form B with attachments as specified in the invitation letter and pressing “Upload File”
- (13) When filling out all information, press the button “Next”
- (14) Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted

## Manual registration by the Company on behalf of the Shareholders

### Shareholders attend the meeting in person

#### 1. Individual Shareholders

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a copy of “**Identification document**”<sup>1</sup> of the shareholders and certified true copy by the shareholders

#### 2. Juristic Shareholders

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
  - (2) a copy of “**affidavit or certificate of incorporation of the juristic shareholders**”<sup>2</sup>
  - (3) a copy of “ **Identification document**” <sup>1</sup> of the shareholders and certified true copy by the shareholders’ representatives
  - (4) a copy of “**Identification document**”<sup>1</sup> of the proxy holder and certified true copy by the proxy holder
- Please send the original copy of the above documents to the Company by post within 5 April 2022 to the following address:  
Company Secretary Office  
GFPT Public Company Limited  
312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150
  - Shareholders will receive 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 documents deliver after the date specified above or 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.

<sup>2</sup> “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)



## Appointing a Proxy to another person to attend the Meeting

### 1. Individual Shareholders

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (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 “**Identification document**”<sup>1</sup> of the shareholders and certified true copy by the shareholders’ representatives
- (4) a copy of “**Identification document**”<sup>1</sup> of the proxy holder and certified true copy by the proxy holder

### 2. Juristic Shareholders

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
  - (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**”<sup>2</sup>
  - (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
- Please send the original copy of the above documents to the Company by post within 5 April 2022 to the following address:
    - Company Secretary Office
    - GFPT Public Company Limited
    - 312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150
  - Shareholders will receive 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 documents deliver after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

**Proxies will receive an email with the initial password.**

**Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting**

<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.

<sup>2</sup> “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)

## Appointing a Proxy to Independent Director

### 1. Individual Shareholders

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (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 “ **Identification document**”<sup>1</sup> of the shareholders and certified true copy by the shareholders’ representatives

### 2. Juristic Shareholders

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (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**”<sup>2</sup>
- (4) a copy of “ **Identification document**”<sup>1</sup> of the shareholders and certified true copy by the shareholders’ representatives

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

Please proceed the followings: -

- (1) fill out “**Notification of Meeting**” which the Company has sent together with the invitation letter of the meeting (first page with QR Code)
- (2) a **Proxy Form C** which can be downloaded from <https://www.gfpt.co.th/gfpt/files/ir.shareholders.meeting/AGM2022EN5ProxyC.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**”<sup>2</sup>
- (4) a copy of “ **Identification document**”<sup>1</sup> of the shareholders and certified true copy by the shareholders’ representatives
- (5) a copy of “**confirmation letter stating that the custodian has obtained a license**” to undertake or engage in custodian business
- (6) a copy of “**Identification document of the Custodian**”<sup>3</sup>

<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.

<sup>2</sup> “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)

<sup>3</sup> “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)

(7) 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 2022 to the following address:

Company Secretary Office

GFPT Public Company Limited

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

- Shareholders will receive 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 documents deliver after the date specified above or documents are incomplete or incorrect or not comply to specified conditions.

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted

#### NOTIFICATION OF IDENTITY VERIFICATION

After receiving documents for registration and / or proxy appointment; 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 documents deliver after the date specified above or 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 \*\*\***

## 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/AGM2022EN5ProxyC.pdf>

### The Nomination of the Independent Directors of the Company to be appoint as a proxy

Name List of Independent Directors who serves as a Proxy for Shareholders being: -

**1) Mr. Paramet Hetrakul**


Independent Director and Member of Audit Committee, 58 years  
Residing at 1/4 Vipawadee Rungsit Road, Laksi, Bangkok 10210

**2) Mr. Thanathip Pichedvanichok**


Independent Director and Member of Audit Committee, 57 years  
Residing at 52/137 Tower Park Condominium Room 29B  
Soi Sukhumvit 3, Sukhumvit Road, Wattana, Bangkok 10110

**Remark: Shareholders should study the details of the meeting agenda before deciding to appoint a proxy**

## 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	58 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 (17 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 2021	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 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 2022 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

## 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	57 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 (14 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 2021	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 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 2022 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/en/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/GFPT> or scan QR code here.



## 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 or during the Meeting, shareholders can submit questions in advance:
  - Click "Send Question"
  - Choose the agenda you wish to ask question
  - Type your question (Optional)
  - Click "Send Question"
- 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
- Shareholders are able to vote by press the voting button and vote on such agenda
- A shareholder or a proxy may cast a vote to "Approve" or "Disapprove" or "Abstain"
- 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 2022 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, 1827

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



## Proxy Form B (recommended)

Duty Stamp  
20 Bahtติดอากรแสตมป์  
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,.....**Mr. Paramet Hetrakul**,...Age.....58.....Years  
Residing at No...1/4..... Road..Vipawadee..Rungsit.....Sub District.....-.....  
District.....Laksi..... Province.....Bangkok..... Postal Code.....10210..... ;or

Assign a proxy to the Independent Director,.....**Mr. Thanathip Pichedvanichok**,... Age.....57.....Years  
Residing at No...52/137 Tower Park Condominium Room 29B..Soi..Sukhumvit 3...Road..Sukhumvit..Sub District..-..  
District.....Wattana.....Province.....Bangkok.....Postal Code.....10110.....

just only one as my/our Proxy to attend and vote on my/our behalf at the 2022 Electronic Annual General Meeting of Shareholders (E-AGM) only on Friday 8 April 2022 at 9.30 a.m., or such other date, time and place as the meeting may be adjourned.

**Remark :** - Appointing a Proxy to another person, 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.  
- Appointing a Proxy to Independent Director and vote in advance, shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.



(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 2021 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, 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:
- Approve                       Disapprove                       Abstain

**Agenda 3: To consider and approve dividend payment for the year 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:
- Approve                       Disapprove                       Abstain

**Agenda 4: To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2022**

- (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. Prasit Sirimongkolkasem
- Approve                       Disapprove                       Abstain
2. Mr. Virach Sirimongkolkasem
- Approve                       Disapprove                       Abstain
3. Dr. Sathit Karanes
- Approve                       Disapprove                       Abstain

**Agenda 5: To consider and approve the 2022 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 2022 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.



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## 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

# User Manual

## e-Shareholder Meeting System

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## DAP e-Shareholder Meeting

# Contents

1

Preparation for DAP e-Shareholder Meeting

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2

Steps of e-Registration

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3

Steps of joining the e-Meeting

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4

e-Question and e-Voting functions

---

5

Resetting password

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# 1 Preparation for DAP e-Shareholder Meeting



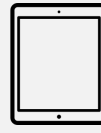
For registration, please prepare an electronic device **with a camera**.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

## Documents required for registration

### Individual shareholder



ID Card

or



Passport

### Juristic person



Juristic person  
certificate



ID Card

or



Passport

# 1 Preparation for DAP e-Shareholder Meeting



Registration methods for attending  
the shareholder meeting

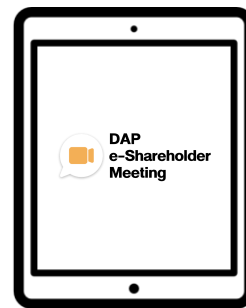
## 1 e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to independent director (B)



\* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

## 2 Register by sending documents to the company\*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

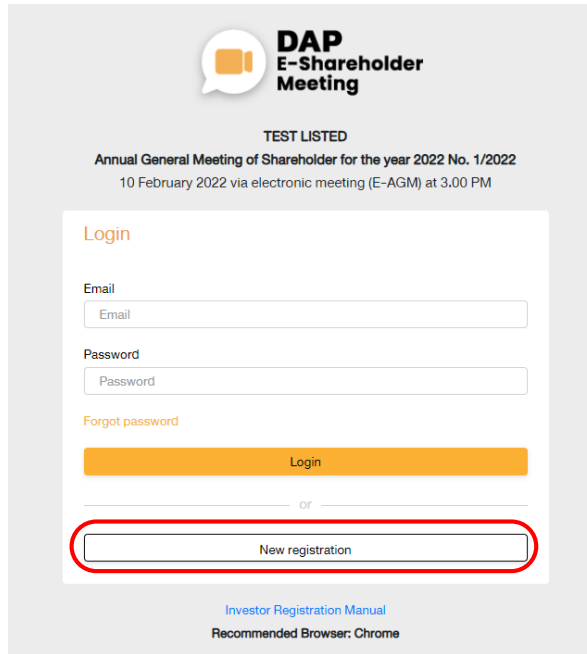
\*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

### In case of 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.

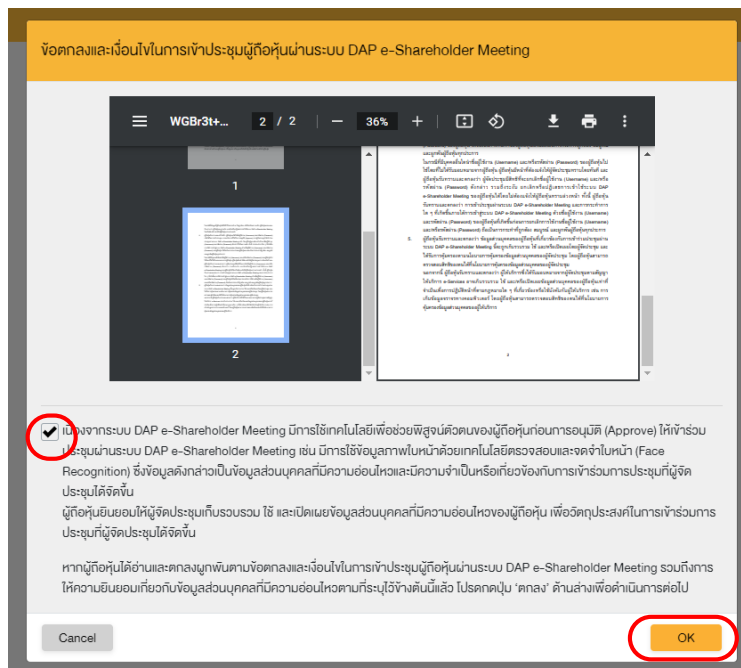
# 2

## Steps of e-Registration



Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”



2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking  and click “OK”

# 2

## Steps of e-Registration

### 2.1 Attend the meeting in person – Individual person with the ID Card

#### Step 1

Choose a registration form

Attend in person       Proxy

#### Step 2

Specify the type of shareholder

Thai person       Foreign person / Person without the ID card       Juristic person

#### Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

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

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

#### Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

# 2

## Steps of e-Registration

### 2.1 Attend the meeting in person – Individual person with the ID Card

#### Step 5

Take pictures of yourself

ขั้นตอนที่ 5: ถ่ายรูปตนเอง

ดำเนินการถ่ายภาพหน้าบัตรประชาชน

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพปัจจุบันถือบัตรประชาชน

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

#### Step 6

Review registration and securities holding information

ลงทะเบียน: การลงทะเบียนผู้ถือหุ้นรายบุคคล 1:2565 รหัส 1:2565 01 หมายเลข 2565 001 1300 - บริษัทมหาชน SET (SET)

Register

Registration Type	เจ้าของหุ้นสามัญ
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นพ.วิทย์
Identity Number	310500321195
Date of birth	2 กุมภาพันธ์ 2564
Email	eeagn001@hotmail.com
Mobile number	+66 801234567

e-KYC

ดำเนินการถ่ายภาพหน้าบัตรประชาชน

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพปัจจุบันถือบัตรประชาชน

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	นายดร. นพ.วิทย์	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงจตุจักร เขตจตุจักร
<b>Total</b>		<b>1,000</b>	<b>1,000</b>	

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

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

# 2

## Steps of e-Registration

### 2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

#### Step 1

Choose a registration form

Attend in person       Proxy

#### Step 2

Specify the type of shareholder

Thai person       Foreign person / Person without the ID card       Juristic person

#### Step 3

Fill out personal information

##### Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

##### Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

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

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

#### Step 4

Enter OTP



Please fill 6 digits to confirm  
Reference Code : YBPCYJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

#### Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter

Upload attachments as specified in the invitation letter

#### Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

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

# 2

## Steps of e-Registration

### 2.3 Proxy to another person (A)

#### Step 1

Choose a registration form

Attend in person  Proxy

#### Step 2

Specify the type of proxy

Proxy to another person (A)  Proxy to independent director (B)

#### Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

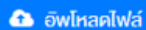
Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click “Next”

- Enter OTP

#### Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารใบมอบอำนาจ ก.](#)

Click “Next”

#### Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

## 2

## Steps of e-Registration

### 2.4 Proxy to independent director (B)

#### Step 1

Choose a registration form

Attend in person  Proxy

#### Step 2

Specify the type of proxy

Proxy to another person (A)  Proxy to independent director (B)

#### Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking  and click "Next"

- Enter OTP

#### Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director\*

Independent Director

#### Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree  Disagree  Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree  Disagree  Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ: v.](#)

Click "Next"

#### Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.



# 3

## Steps of joining the e-Meeting

Step 1

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

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company  
Click the meeting link in the email received from the system.

Step 2

**Login**

Email

Password

[Forgot password](#)

Enter username (email address that you have registered) and password

Step 3

**Meeting list**

Company Name **1** Meeting Type Status Year

**Annual General Meeting of Shareholder for the year 2022 No. 1/2022** **2**

19 July 2022 AGM Online

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

**Meeting list**

**Meeting information** Agents GMA Summary voting results

Meeting information

Company Name: SET (SET) (SET) (SET)  
 Company Number: 1017  
 Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022  
 Meeting Type: AGM  
 Meeting Location: e-electronic meeting @ AGM at 10:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	มหาชนไทย	1,000	1,000	200 01 ng 11 road (Bangkok) Thailand 10110
<b>Total</b>		<b>1,000</b>	<b>1,000</b>	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting”
- Agree to the terms and conditions of service by marking  and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

# 3

## Steps of joining the e-Meeting

Meeting Room Open WebEx Leave Meeting

1

Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A  
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021  
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Meeting Room Title: คุณกรรมการอิสระ: ประธานกรรมการ | ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Meeting Controls: Unmute, Start video, Start Sharing, [Close]

Meeting Actions: Send Question or Vote, Submit Vote, Send Question

### Q&A 5

### Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

**Question :** I would like to know the operating results of the company in 2021

**Remark :** Completed

🕒 06 February 2022 14:09 Delete

**Question :** สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

**Remark :** ยกยอดไปตอบในวาระที่ 3 Completed

🕒 06 February 2022 14:09 Delete

### Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

# 4

## e-Question and e-Voting functions

### e-Question functions

The screenshot shows a meeting interface with an agenda on the right and a 'Send Question' button highlighted in a red box. The agenda items are:

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- 3 To consider and approve the appointment of Directors for replacement of those who retired.
  - Mr. A
  - Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
  - Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
  - Agenda No 4.2 To consider and approve the audit fee for the year 2022

Below the agenda, there are two buttons: 'Submit Vote' (orange) and 'Send Question' (blue). A red box highlights the 'Send Question' button, with an arrow pointing to a detailed view of the 'Send Question' dialog box.

**Send Question dialog box:**

- Agenda \*
- Select agenda (dropdown menu)
- Question (Optional) (text input field)
- Close (grey button)
- Send Question (orange button)

**During the meeting, shareholders can submit questions in advance:**

1. Click “Send Question” Send Question
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click “Send Question” Send Question

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

### e-Voting functions

The screenshot shows the 'Submit Vote' dialog box. At the top, there are two buttons: 'Submit Vote' (orange) and 'Send Question' (blue). The dialog box contains the following information:

- Agenda:** To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020
- Submit Vote:**
  - Agree All
  - Disagree All
  - Abstain All
- Shareholder:** Mr. A Tester
  - Agree
  - Disagree
  - Abstain
- 1) Proxy:** Mr. B Testerproxy
  - Agree
  - Disagree
  - Abstain
- 2) Proxy:** Mr. C Testerproxy
  - Agree
  - Disagree
  - Abstain

At the bottom of the dialog box, there are two buttons: 'Close' (grey) and 'Submit Vote' (orange).

**For each agenda, there are 3 voting options: “Approve”, “Disapprove” and “Abstain”**

1. Click “Submit Vote”
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
3. Click “Submit Vote” Submit Vote


Shareholders are able to vote only within given time frame.

## 4

## e-Question and e-Voting functions

## e-Voting functions

## Example of voting results





**DAP**  
E-Shareholder  
Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565  
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022  
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)





วาระที่ 2 พิจารณายอมรับงบแสดงฐานะการเงินและงบกำไรขาดทุนสุทธิประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564  
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
<b>รวม</b>	<b>75,000</b>	<b>100.0000</b>

e-Summary



- เห็นด้วย (Agree) 60%
- ไม่เห็นด้วย (Disagree) 20%
- งดออกเสียง (Abstained) 20%

การพิจารณา: คณะกรรมการไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)  
Resolution:



Send Question or Vote


Submit Vote
Send Question


Q&A

Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✔	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✔	
5	Mr. B	✔	

✔ Agenda has voting.  Voting Result Summary

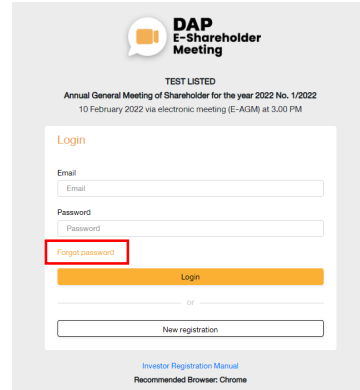
After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the  icon

# 5

## Resetting password



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

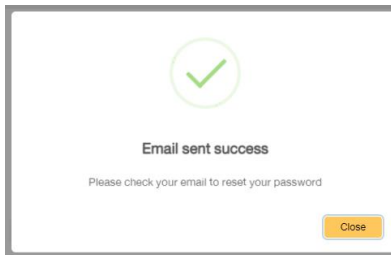


There are 2 options to reset your password:

### 1 Reset password via email

Enter your registered email

Check your inbox



Set new password

### 2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



# DAP e-Shareholder Meeting

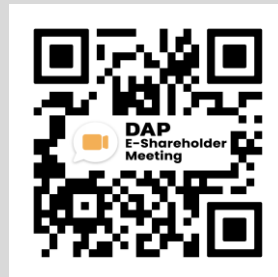


shareholders could study more information at:

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



Or scan the following QR Code:



## Terms and conditions of use of the DAP e-Shareholder Meeting service (for registration of shareholders)

Shareholders who wish to register to attend the shareholder's meeting organised by the meeting organiser through the DAP e-Shareholder Meeting system accepts and agrees to comply with the terms and conditions for attending the shareholder's meeting through the DAP e-Shareholder Meeting system as follows in all respects.

1. Definition In the terms and conditions for attending the shareholder's meeting through the DAP e-Shareholder Meeting system, the definitions are as follows:

"**The meeting organiser**" means the public limited company that organises shareholder's meeting via DAP e-Shareholder Meeting system.

"**The shareholders**" means shareholders who are eligible to attend the shareholder's meeting including those who have been appointed as proxies by the shareholders in the proxy form.

"**The service provider**" means Digital Access Platform Company Limited or DAP.

"**DAP e-Shareholder Meeting**" means the meeting control system by using information technology that the meeting organiser requested to use the service from the service provider as an additional channel for shareholders to attend the shareholder's meeting via electronic platform.

2. The shareholders acknowledge and agree that shareholders are obliged to procure any tools and/or equipment, including the internet network according to the conditions informed by the meeting organiser so that they can attend the meeting via the DAP e-Shareholder Meeting system efficiently and continuously at the expense of the shareholders themselves.
3. The shareholders certify and confirm that the information entered into the DAP e-Shareholder Meeting system including any other information provided by the shareholders and/or the information in which will be given to the meeting organiser later via the DAP e-Shareholder Meeting system in the registration for the meeting via the DAP e-Shareholder Meeting system, it is the information of the shareholders without using a pseudonym or anonymity, and the information is complete, accurate and true in all respects. In addition, in the event that technology is used to help verify the identity of the shareholders before approval for attend the meeting via the DAP e-Shareholder Meeting system, such as face recognition technology, which the shareholders certify and confirm that the shareholders have taken such steps by the shareholders themselves and not the twins or any other person having a similar appearance to the shareholders.

In the event that the information provided by the shareholders is incomplete, incorrect or not true, the shareholder agrees and acknowledges that the shareholders account or username will be suspended, cancel or deny any access to the DAP e-Shareholder Meeting system without prior notice to shareholders.

4. Shareholders acknowledge and understand that shareholders will receive a username and password to use in attending the meeting after receiving approval from the meeting organiser. Having attended the meeting via DAP e-Shareholder Meeting system, shareholders must keep their username and password confidential. Any action that occurs under the DAP e-Shareholder Meeting login with the shareholder's username and password is considered an act of the shareholders themselves and is the acts that are correct, complete and binding shareholders in all respects.

In the event that any other person uses the username and/or the password of the shareholders to use without being assigned by the shareholders. Shareholders are obliged to notify the meeting organiser immediately and the shareholders acknowledge and agree that the meeting organiser has the right to suspend, cancel, or deny access of the username and/or password to the DAP e-Shareholder Meeting system of shareholders without prior notice to shareholders.

In this regard, the shareholders acknowledge and agree that attendance through the DAP e-Shareholder Meeting system and any actions occurring under the system login DAP e-Shareholder Meeting with the username and password of the shareholders that occurred before the cancellation of the use of the username and/or password is an act that correct, complete, and binding on shareholders in all respects.

5. The shareholders acknowledge and agree that personal information of shareholders related to attendance through this DAP e-Shareholder Meeting system will be collected and used and/or disclosed by the meeting organiser and protected by the meeting organiser's personal data protection policy whereby shareholders can check their rights according to the Privacy Notice pursuant the Personal Data Protection Act B.E. 2562 (2019) for the Annual General Meeting of Shareholders No. 19/2022 included in this invitation letter. Services assigned by the meeting organiser pursuant to a service contract, e-Services may collect, use and/or disclose shareholder personal information to the extent necessary for the performance of any legal obligations applicable to the service provider such as computer traffic data collection, whereby shareholders can check their rights at the service provider's privacy policy.