

**Guidelines for Meeting Registration, Proxy Appointment and
Details of GFPT Independent Directors for Proxy Appointment, and Voting and Vote Counting Procedures
The 2023 Electronic Annual General Meeting of Shareholders (E-AGM)**

GFPT Public Company Limited (GFPT) convene the Annual General Meeting of Shareholders for year 2023 on Wednesday 5 April 2023 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 2023 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](#)).

Registration Procedures

Online self-registration via DAP e-Shareholder Meeting system

Shareholders can register at the DAP e-Shareholder Meeting. The pre-registration will start from **20 March 2023** 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/th/dap/services/e-shareholder-meeting>

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**”¹ 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**”²
 - (3) a copy of “**Identification document**”¹ of the shareholders and certified true copy by the shareholders’ representatives
 - (4) a copy of “**Identification document**”¹ 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 **31 March 2023** 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 ***

¹ “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.

² “Affidavit or Certificate of Incorporation of the juristic shareholders” 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)

Manual registration by the Company on behalf of the Shareholders (Cont.)

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**”¹ of the shareholders and certified true copy by the shareholders’ representatives
- (4) a copy of “**Identification document**”¹ 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**”²
 - (4) a copy of “**Identification document**”¹ of the shareholders and certified true copy by the shareholders’ representatives
 - (5) a copy of “**Identification document**”¹ 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 **31 March 2023** 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

¹ “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.

² “Affidavit or Certificate of Incorporation of the juristic shareholders” 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)

Manual registration by the Company on behalf of the Shareholders (Cont.)

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"**¹ 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"**²
- (4) a copy of **"Identification document"**¹ 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/AGM2023EN5ProxyC.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"**²
- (4) a copy of **"Identification document"**¹ 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 **"Affidavit of the custodian"**³

¹ "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.

² "Affidavit or Certificate of Incorporation of the juristic shareholders" 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)

Manual registration by the Company on behalf of the Shareholders (Cont.)

(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 31 March 2023** 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 ***

³ "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)

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/AGM2023EN5ProxyC.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) **Dr. Sathit Karanes**

Independent Director and Chairman of Audit Committee, 70 years

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

2) **Mr. Thanathip Pichedvanichok**


Independent Director and Member of Audit Committee, 58 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	Dr. Sathit Karanes	
Type of director	Independent Director	
	Chairman of Audit Committee	
	Chairman of Nomination, Remuneration and Governance Committee	
Age	70 years	
Nationality	Thai	
Education	Faculty of Doctor of Medicine, Diplomate Thai Board of General Surgery, and Pediatrics Surgery, Mahidol University	
Director Certificate	Directors Accreditation Program No. 14/2004 Audit Committee Program No. 31/2010	
No. of Years on the Board	25 June 1998 – Present (25 years)	
Experiences / Other Positions	Instructor and Doctor Faculty of Medicine, Ramathibodi Hospital	
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 2022	Attend 1 out of 1 in the General Shareholders' Meeting Attend 9 out of 9 in the Board of Directors Meeting Attend 4 out of 4 in the Audit Committee Meeting Attend 2 out of 2 in the Nomination, Remuneration and Governance Committee Meeting	
Performance during Tenure	Being the Chairman of Audit Committee to monitor the Board and management and plays an important role in promoting good governance within the Company.	
Conflict of Interest in This Meeting	Agenda 5: To consider and approve the 2023 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	58 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 (15 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 2022	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 2023 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

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

- Please kindly see details about preparation for attending the e-Meeting, asking questions, and voting procedures in the User Manual Electronics Meeting System for the Shareholders' Meeting via <https://www.set.or.th/th/dap/services/e-shareholder-meeting> 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