



GFPT Public Company Limited

Invitation to attend

AGM of Shareholders Year 2024



Friday 5th April 2024 at 9.30 a.m.

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

Broadcast

from the Company Meeting Room, M Floor, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok, 10150



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56-1 One Report



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Invitation to attend

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*).

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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 6/2567

4 March 2024

Subject: Invitation to Attend the 2024 Annual General Shareholders' Meeting (E-AGM)

To: Shareholders of GFPT Public Company Limited

- Enclosures:
- 1) [2023 Annual Report Form 56-1 One Report in form of 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-Guide for the electronic meeting system for the Shareholders' Meeting](#)

The Board of Directors of GFPT Public Company Limited ("GFPT") has resolved to convene the 2024 Annual General Meeting of Shareholders on Friday 5 April 2024 at 9.30 hrs. via Electronic Means (E-AGM) according to the Public Limited Company Act B.E. 2535 (1992) which is amended by the Public Limited Company Act (No.4) B.E. 2565 (2022), the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations to consider matters according to the agendas as follows:

Agenda 1 To acknowledge the Company's operating results for the year 2023

Rationale: The Company has summarized the Company's operating results and the significant changes for the year 2023 ended on 31 December 2023 as presented in [Enclosure 1: Annual Report 2023/Form 56-1 One Report](#) which has been sent to the Shareholders in form of QR Code attached to this invitation letter.

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge GFPT's operational results for the year 2023.

Required Votes: This matter is for acknowledgement and there will be no casting of votes.

Agenda 2 To consider and approve the audited financial statements of GFPT PCL. and its subsidiaries for the year ended December 31, 2023

Rationale: According to the Public Limited Companies Act. B.E. 2535 (1992) and the Company's Articles of Association, the Board of Directors is required to prepare a statement of financial position and statements of comprehensive income as at the end of each fiscal year; which have been audited by the certified public accountant and reviewed by the Company's Audit Committee, and submit to shareholders in the AGM for approval.



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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, 2023 were audited by the Certified Public Accountant and reviewed by the Company's Audit Committee as shown in the Enclosure 1: Annual Report 2023/Form 56-1 One Report under "Financial Statements" section Page 173

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the audited financial statements of GFPT PCL. and its subsidiaries for the year ended December 31, 2023 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 the year 2023

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.

For the year 2023, the operating results of the Company's separate financial statement shows a net profit of THB 4.31 million. The Company has retained earnings appropriated for legal reserve in amount of THB 140 million or equal to 10 percent of its registered capital in compliance with the requirement of the law. The Company has unappropriated retained earnings of THB 1,569.37 million.

In consideration of the net profit of separate financial statements including unallocated retained earnings and the Company's cash flow, liquidity, and investment plans of the Company for the year 2024, the Board proposed cash dividend payment for the year 2023 at the rate of THB 0.15 per share in the total amount of THB 188,073,150. 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 2022 - 2023 is shown below:

Dividend Payment for Operational Results of Year	2022	2023
Dividend Payment (Baht per share)	0.20	0.15
Dividend Payment Amount (Baht)	250,764,200	188,073,150
Stock Price as of 16 Feb 2023 and 16 Feb 2024	12.50	11.30
Dividend Yield (%)	1.60%	1.33%
Net Profit – Separate (million Baht)	660.42	4.31



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Dividend Payment for Operational Results of Year	2022	2023
Dividend Payout Ratio – Separate (%)	37.97%	-
Net Profit – Consolidated (million Baht)	2,044.47	1,376.57
Dividend Payout Ratio – Consolidated (%)	12.27%	13.66%

The Record Date for specifying the list of shareholders who are entitled to receive the dividend is on 5 March 2024. The dividend payment will be made on 25 April 2024.

However, the right to receive dividend payment is subjected to the approval of the 2024 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 2023 operating results.

BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at THB 0.15 per share for the year 2023

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 to replace those who retire by rotation in 2024

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

At present, 3 directors who are due to retire by rotation at this 2024 AGM as follows:

- 1) Mr. Thanathip Pichedvanichok
- 2) Ms. Wannee Sirimongkolkasem
- 3) Mr. Sujin Sirimongkolkasem

GFPT invited shareholders to nominate qualified candidates for the director position through the SET announcement and its website during 1 October 2023 - 29 December 2023. However, no shareholder nominated any qualified candidate.

The Nomination, Remuneration and Corporate 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 NRCG Committee, excluding directors who may have conflict of



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interest, proposed 3 retired directors by rotation to be re-elected to hold the position for another term as follow: -

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

As the current situation, there is no other suitable candidate to replace the independent director; therefore, it is deem necessary to propose to reappoint Mr. Thanathip Pichedvanichok, the existing independent director, who has been the independent director of the Company for more than 9 consecutive years. (The period of tenure is equal to 16 years). His expertise, good knowledge in law as well as 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.

Profiles of each nominated directors for the re-appointment of retired director by rotation are shown in the [Enclosure 2](#).

BOD's Opinion: The NRCG 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. Thanathip Pichedvanichok Independent Director (re-elected)
- 2) Ms. Wannee Sirimongkolkasem Director (re-elected)
- 3) Mr. Sujin Sirimongkolkasem Director (re-elected)

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

Agenda 5 To consider and approve the 2024 Board of Directors' remuneration

Rationale: The NRCG 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.



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For year 2024, the NRCG Committee has considered the directors' appropriateness of the directors' remuneration based on the above mentioned criteria and comparison with the Director Compensation Survey 2022 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 2023 Annual General Shareholders' Meeting as follow:

Remuneration	2023	2024 (Proposal)
1) Monthly Remuneration		
- 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
- 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
2) Annual Bonus	one month per year	one month per year
3) Non-monetary compensation	- None -	- None -
Change		-

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 2024 based on the recommendation of the NRCG 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 the Company's auditors and the audit fee for the year 2024

Rationale: According to the Public Limited Companies Act. B.E. 2535 and the Company's Article of Association Clause 42(5), the appointment of the Company's auditors 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 2024



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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 2024:

- 1) Mr. Ampol Chamnongwat, CPA No. 4663 or
(Mr. Ampol used to be an initialed on the financial statements of the Company and its subsidiaries for 5 years since 2013-2017)
- 2) Ms. Praphasri Leelasupha, CPA No. 4664 or
(Never certified in the Company's and its subsidiaries financial statements)
- 3) Mr. Naris Saowalagsakul, CPA No. 5369 or
(Mr. Naris has initialed on the financial statements of the Company and its subsidiaries for 6 years since 2018)
- 4) Ms. Gunyanun Punyaviwat, CPA No. 12733 or
(Never certified in the Company's and its subsidiaries financial statements)
- 5) Mr. Burin Prasongsamrit, CPA No. 12879
(Never certified in the Company's and its subsidiaries financial statements)

In the event that the aforementioned certified auditors are unable to perform their duties, Sam Nak - Ngan A.M.C. Company Limited (AMC) is able to find other certified auditors of AMC. Therefore, AMC and the above-mentioned auditors 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 year 2024 in the amount of THB 3,820,000 increases by THB 100,000 or 2.69% up from the year 2023



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(excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2023	2024 (Proposal)
Audit Fee of GFPT PCL.	1,290,000.-	1,290,000.-
Audit Fee of 5 Subsidiaries	2,430,000.-	2,530,000.-
Non-Audit Fee	-	-
Total Audit Fee	3,720,000.-	3,820,000.-
change (%)		2.69

BOD's Opinion: The Board of Director concurred with the recommendation of the Audit Committee and agreed that Sam Nak - Ngan A.M.C. Company Limited is a reliable organization with good performance, sufficient personnel, knowledgeable, and reasonable compensation. It is considered appropriate for the Meeting of Shareholders to approve the appointment of the auditors from Sam Nak - Ngan A. M. C. Company Limited namely: Mr. Ampol Chamnongwat, CPA No. 4663 or Ms. Praphasri Leelasupha, CPA No. 4664 or Mr. Naris Saowalagsakul, CPA No. 5369 or Ms. Gunyanun Punyaviwat, CPA No. 12733 or Mr. Burin Prasongsamrit, CPA No. 12879, to be the auditor of Company and its 5 subsidiaries for the year 2024; and fix the audit fee for the year 2024 in the amount of THB 3,820,000 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 To consider and approve the amendment of the Company's Articles of Association

Rationale: The Public Company Limited Act (No. 4) B.E. 2565 (2022) enforced since 24 May 2022, and the notification of the Department of Business Development of 2022 enforced since 7 October 2022 amended legal requirements about procedures of the board of directors' meeting and the shareholders' meeting including e-publication, e-invitation, e-proxy, and e-meeting.

In this regard, the Board of Director has considered appropriate for the Meeting of Shareholders to approve amendment of the Company's Articles of Association to conform with the Public Company Limited Act (No.4) B.E. 2565 (2022) and the notification of the Department of Business Development B.E. 2565 (2022) with details as follows:



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Original Articles of Association	Proposed Amendment
Chapter 4 Board of Directors	
<p>Clause 29</p> <p>Meetings of the board of directors shall be summoned by the Chairman of the board of directors or a person assigned by the Chairman by him/her shall send a notice to the directors not less than seven (7) days prior to the meeting date. Unless it is an urgent case to protect the rights and interests of the Company, a meeting may be summoned by other means; and the date of the meeting may be scheduled sooner.</p>	<p>Clause 29</p> <p>Meetings of the board of directors shall be summoned by the Chairman of the board of directors or a person assigned by the Chairman. <u>In absence of the chairman for whichever reason, meetings of the board of directors shall be summoned by the vice chairman. In absence of the vice chairman for whichever reason, meetings of the board of directors shall jointly be summoned by two (2) or more directors. A notice of meeting shall be sent the notice to the directors not less than 3 days prior to the meeting date. Unless it is an urgent case to protect the rights and interests of the Company, a meeting may be summoned by other means; and the date of the meeting may be scheduled sooner.</u></p> <p><u>In this regard, a notice of meeting and supporting documents may be sent via electronic means, provided that the directors have declared their intentions or consents to the Company or the board of directors for sending a notice of meeting or documents via electronic means, the sending thereof shall be subject to the criteria prescribed by the registrar.</u></p> <p><u>In the event of expediency or to protect the rights or benefits of the Company, at least two (2) directors may jointly request for the Chairman of the Board to call a meeting of the Board, provided that the agendas and reasons for calling such meeting must be stated in such request. In such cases, the Chairman of the Board shall proceed to call a meeting of the Board and schedule the date thereof within fourteen (14) days from the date of receipt of such request. In the case where the Chairman of the Board fails to do so as specified under the first paragraph, the directors who</u></p>



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Original Articles of Association	Proposed Amendment
	<p><u>have made such request may jointly call and schedule the date of a meeting of the board to consider the proposed matter within fourteen (14) days from the lapse of such period under the first paragraph.</u></p>
<p>Clause 33</p> <p>The board of directors shall summon a meeting at least 3 months at the province which the Company's office is located or company branch or nearby provinces.</p>	<p>Clause 33</p> <p>The board of directors shall summon a meeting at <u>least once every three (3) months</u> at the province which the Company's office is located or company branch or nearby provinces.</p> <p><u>The Meetings of the board of directors under the first paragraph may be held and arranged by an electronic media pursuant to the applicable provisions of law governing arrangement of meetings through electronic media. In such cases, it shall be deemed that the head office of the Company is the meeting venue.</u></p>
Chapter 5 Shareholder's Meeting	
<p>Clause 36</p> <p>The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.</p> <p>Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate. Shareholders holding shares in aggregate not less than 1/5 of the total number of shares sold, or at least 25 shareholders holding shares in aggregate not less than 1/10 of the total number of shares sold, may at any time collectively submit a letter requesting the board of directors to call an extraordinary general meeting, provided that reasons for such request must be clearly specified in the said letter, and the board of</p>	<p>Clause 36</p> <p>The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.</p> <p>Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate. <u>One or several shareholders holding shares representing not less than ten (10) percent of the total issued shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to</u></p>



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Original Articles of Association	Proposed Amendment
<p>directors shall convene the meeting of shareholders within 1 month from the date of receipt of such letter from the shareholders.</p>	<p><u>convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.</u></p> <p><u>In the case where the board of directors fails to convene the meeting within the period set out under the second paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty-five (45) days from the expiration of the period under the second paragraph. Such a meeting shall be deemed as called by the Board of Directors; and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.</u></p> <p><u>In the case where the shareholders call the meeting by themselves according to the third paragraph, the shareholders who called for a meeting may be sent a notice of a meeting of shareholders to other shareholders by via electronic media, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors pursuant to the criteria prescribed by the registrar.</u></p> <p><u>In the case where any meeting of shareholders called by the shareholders, pursuant to the third paragraph, fails to form a quorum as prescribed by these Articles of Association, the shareholders under the third paragraph shall jointly reimburse for any and all expenses incurred to the Company from convening such meeting.</u></p> <p><u>In this regard, a meeting of shareholders may be convened via electronic media pursuant to the criteria</u></p>



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Original Articles of Association	Proposed Amendment
	<p><u>and procedures set out in or permitted by the applicable law. In such cases, it shall be deemed that the head office of the Company is the meeting venue.</u></p>
<p>Clause 37</p> <p>In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>	<p>Clause 37</p> <p>In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. In addition, the notice shall be published in a newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p> <p><u>In pursuant to the first paragraph, a notice of a meeting of shareholders may be published via electronic media pursuant to the criteria and procedures set out in or permitted by the registrar.</u></p> <p><u>A notice of a meeting of shareholders may be sent via electronic media, provided that the shareholders have declared their intentions or consents thereof to the Company or the board of directors pursuant to the criteria prescribed by the registrar.</u></p>
<p>Clause 40</p> <p>Shareholders have the right to attend and vote at shareholder meetings shareholders may appoint any other person to attend the meeting and vote on their behalf as a proxy.</p> <p>In the case of a proxy, the proxy form must be as prescribed by the Registrar and submitted to the</p>	<p>Clause 40</p> <p>Shareholders have the right to attend and vote at shareholder meetings shareholders may appoint any other person to attend the meeting and vote on their behalf as a proxy.</p> <p>In the case of a proxy, the proxy form must be as prescribed by the Registrar and submitted to the</p>



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Original Articles of Association	Proposed Amendment
<p>Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.</p> <p>Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter, except voting for the election of directors.</p> <p>In casting votes, each shareholder shall have voting rights equal to the number of shares held including the number of shares received by proxy, one vote for one vote.</p> <p>In casting votes, the proxy has votes equal to the total number of votes that the shareholders appointing the proxy have. Unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the proxies. The name of the proxy grantor and the number of shares held by the proxy grantor are also specified.</p>	<p>Chairman of the Board or other person designated by the Chairman of the Board at the meeting venue before the proxy attending the meeting.</p> <p><u>The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made by the appointing shareholder pursuant to the criteria prescribed by the registrar.</u></p> <p>Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter, except voting for the election of directors.</p> <p>In casting votes, each shareholder shall have voting rights equal to the number of shares held including the number of shares received by proxy, one vote for one vote.</p> <p>In casting votes, the proxy has votes equal to the total number of votes that the shareholders appointing the proxy have. Unless the proxy declares to the meeting before voting that he or she will vote on behalf of only some of the proxies. The name of the proxy grantor and the number of shares held by the proxy grantor are also specified.</p>
Chapter 6 Accounting, Finance, and Audit	
<p>Clause 47</p> <p>The dividend must not be paid from other types of money apart from the earnings. In the case that the Company still has the cumulative loss, the dividend payment is prohibited.</p> <p>Such dividend shall be divided following the number of shares equally.</p> <p>The board of directors shall pay the interim dividend to the shareholder from time to time when</p>	<p>Clause 47</p> <p>The dividend must not be paid from other types of money apart from the earnings. In the case that the Company still has the cumulative loss, the dividend payment is prohibited.</p> <p>Such dividend shall be divided following the number of shares equally.</p> <p>The board of directors shall pay the interim dividend to the shareholder from time to time when</p>



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

Original Articles of Association	Proposed Amendment
<p>viewing that the Company has the earnings appropriately for doing that. When the interim dividend is paid, such dividend payment must be reported to the Shareholder' s Meeting in the next Shareholder' s Meeting.</p> <p>The dividend payment must be done within 1 month from the date on which the Shareholder' s Meeting or the Board' meeting approved the resolution as the case maybe. The letter must be sent to the shareholders and the notification must be advertised on such dividend payment in the newspaper for not less than 3 consecutive days</p>	<p>viewing that the Company has the earnings appropriately for doing that. When the interim dividend is paid, such dividend payment must be reported to the Shareholder' s Meeting in the next Shareholder' s Meeting.</p> <p>The dividend payment must be done within 1 month from the date on which the Shareholder' s Meeting or the Board' meeting approved the resolution as the case maybe. The letter must be sent to the shareholders and the notification must be advertised on such dividend payment in the newspaper for not less than 3 consecutive days.</p> <p><u>In pursuant to the fourth paragraph, the notification of dividend payment can be undertaken by electronic means in pursuant to the criteria prescribed by the registrar.</u></p>

In addition, to consider authorizing persons assigned by the Board of Directors to certify applications or relevant documents in relation to registrations of the amendment to the Articles of Association of the Company at the Department of Business Development, Ministry of Commerce, and to take any reasonable undertakings which are necessary and relevant to such process in order to comply with the registrar's order(s).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the amendment of the Company's Articles of Association in conform with the Public Company Limited Act (No.4) B.E. 2565 (2022) and the notification of the Department of Business Development B.E. 2565 (2022), including granting relevant powers as proposed.

Required Votes: *The resolution for this agenda requires votes of not less than three-quarters of the number of the shareholders who attended the meeting with the voting rights*

Agenda 8 To consider and approve the amendment of the objectives of the Company and the Article 3 of the Company's Memorandum of Association

Rationale: To align with the Company's business operation and its future directions, the Company therefore wishes to amendment of the objectives of the Company and the amendment to Article 3 of the Memorandum of Association of the Company, as follows:



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- (1) **Amendment of the objectives of the Company as follows:** Amendments to objectives, Clause 1 to 22 remain the same without any changes, with the addition of Clause 23 as follows.

Clause 23 To engage in the business of warehouse, silos, or cold storage for the normal trade compensation with the consideration and in the normal course of business, whether the consideration is in the form of money, remuneration or any other benefit, provided, however, that such business operation shall be subject to obtaining any relevant business license/approval from the Department of Internal Trade or any other relevant government agencies

- (2) **Amendment to Article 3 of the Memorandum of Association of the Company as follows:**

“There are 23 objectives of the company.”

In addition, to consider authorizing persons assigned by the Board of Directors to certify applications or relevant documents in relation to registrations of the amendment to the objectives of the Company and the amendment to Article 3 of the Memorandum of Association of the Company at the Department of Business Development, Ministry of Commerce, and to take any reasonable undertakings which are necessary and relevant to such process in order to comply with the registrar's order(s).

BOD's Opinion: It is considered appropriate for the Meeting of Shareholders to approve the amendment of the objectives of the Company and the Article 3 of the Company's Memorandum of Association, including granting relevant powers as proposed.

Required Votes: *The resolution for this agenda requires votes of not less than three-quarters of the number of the shareholders who attended the meeting with the voting rights*

Agenda 9 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 31 March 2024**.

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 18 March 2024 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**).



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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 or fax at +662 473 8398.

Yours sincerely,

GFPT Public Company Limited

(Mr. Virach Sirimongkolkasem)

Chairman of the Board of Directors

- Remark:
1. The Company determined the right of shareholders to attend the 2024 Annual General Shareholders' Meeting and the right of shareholders to receive the dividend on Tuesday 5 March 2024 (Record Date)
However, the right to receive dividend payment is subjected to the approval of the 2024 AGM.
 2. The Company has published the Invitation to Attend of the 2024 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 2023 until 29 December 2023. 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 2023 Annual Report Form 56-1 One Report, request via email cs@gfpt.co.th

For additional information, please contact:

Company Secretary Department

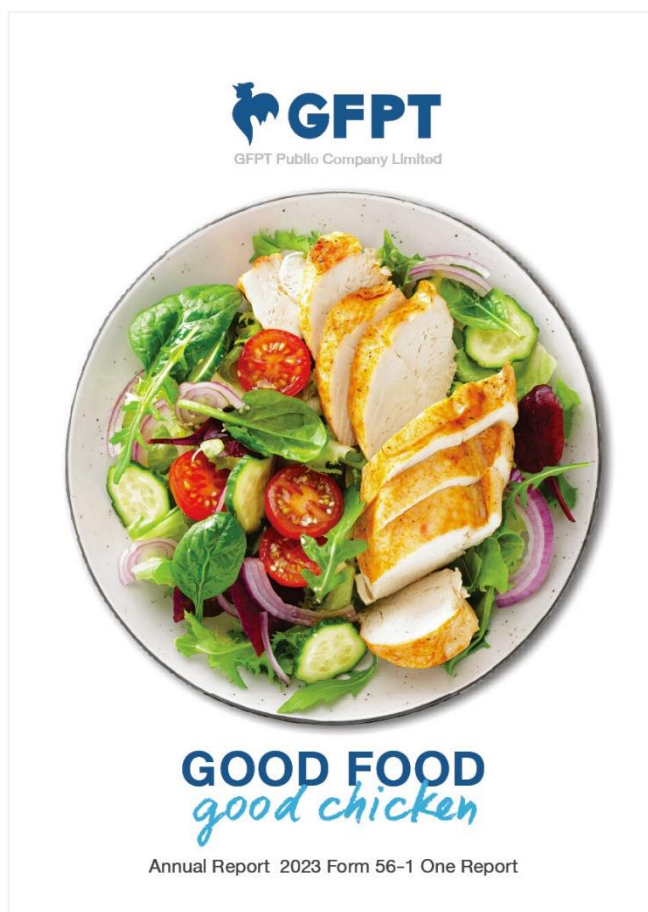
02 473 8000 ext. 1804, 1827

Annual Report 2023 Form 56-1 One Report in form of QR Code

Supporting Document for

Agenda 1: To acknowledge the Company's operating results for the year 2023

Agenda 2: To consider and approve the audited financial statements of GFPT PCL. and its subsidiaries for the year ended
December 31, 2023



Annual Report 2023 Form 56-1 One Report (pdf)

Download Annual Report 2023 EN

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

Name / Surname	: Mr. Thanathip Pichedvanichok	
Type of Nominated Position	: Independent Director (re-elected)	
Age	: 59 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	
Current Position	: Independent Director Member of Audit Committee Member of NRCG Committee	
Year of Nomination	: 1 July 2008 – Present (16 years)	
Experience / Other Positions	: <u>Listed Company and Public Company Limited</u> - None - <u>Other Juristic</u> 1. Director of Thanathip and Partners Legal Counsellors Limited	
Expertise	: Have extensive knowledge and experiences in legal aspect	
Criteria and Recruitment	: Determined by the NRCG 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, as the current situation, there is no other suitable independent director to replace; therefore, It is deemed necessary to propose to reappoint the existing independent director who has been the independent director of the Company for more than 9 consecutive years and propose to the Board for consideration, respectively.	

Meeting attendance in 2023

- 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	:	7 meetings from total of 7 meetings (100%)
- The NRCG Committee Meeting	:	3 meetings from total of 3 meetings (100%)

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

Number of Shareholding (as of 28 December 2023) : -None-

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

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

Position in Competing / Involving Business Person : -None-

Legal dispute in criminal cases : -None-

(other than criminal cases with petty offences)

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

Type of Relationship of Independent Director

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

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

Name / Surname	: Ms. Wannee Sirimongkolkasem	
Type of Nominated Position	: Director (re-elected)	
Age	: 66 years	
Nationality	: Thai	
Education	: Bachelor Degree in Education, Srinakharintaravirote University	
Director Certificate	: Directors Accreditation Program No.17/2004	
Current Position	: Director	
Year of Nomination	: 18 April 2003 – Present (21 years)	
Experience / Other Positions	<u>Listed Company and Public Company Limited</u> 1. Senior Vice President, Import and Chemicals Purchasing Department of Krungthai Food PCL. <u>Other Juristic</u> 1. Director of Minimax Venture Co., Ltd.	
Expertise	: - Have extensive knowledge in management and expertise in procurement and import raw materials. - Have work experience in the agricultural industry for more than 30 years.	
Criteria and Recruitment	: Determined by the NRCG Committee and the Board of Directors regarding the appropriate knowledge, skills, experience, including the use of Board Skill Matrix and capability will be beneficial to the Company's business from a list of qualified candidates from IOD Chartered Director, nominate candidate proposed by shareholders, and the evaluation results of directors and sub-committee's performance (individual) who retired by rotation, and propose to the Board for consideration, respectively.	
Meeting attendance in 2023		
- 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 28 December 2023)	:	10,100,000 shares (0.81%)
Positions in other listed companies in The Stock Exchange of Thailand : -None-		
Positions in other non-listed companies in The Stock Exchange of Thailand : -2-		

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

Position in Competing / Involving Business Person : -1-

1) Senior Vice President, Import and Chemicals Purchasing Department of Krungthai Food PCL.

Subsidiary Company : Feed mill

Legal dispute in criminal cases : -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. Sujin Sirimongkolkasem

Type of Nominated Position : Director (re-elected)

Age : 53 years

Nationality : Thai

Education : Bachelor of Art in Economics, Boston University

Director Certificate : Directors Certification Program No.33/2003

Current Position : Director



Member of NRCG Committee

Member of Risk Management Committee

Member of Executive Committee

Vice President, Live-Chicken Purchasing Department

Year of Nomination : 18 April 2003 – Present (21 years)

Experience / Other Positions

Listed Company and Public Company Limited

1. Director and Vice President, Marketing Department of Krungthai Food PCL.

Other Juristic

1. Director of Krungthai Farm Co., Ltd.
2. Director of M.K.S. Farm Co., Ltd.
3. Director of GF Foods Co., Ltd.
4. Director of GP Breeding Co., Ltd.
5. Director of P.Charoenphan Feedmill Co., Ltd.
6. Director of P.Charoenphan Im-Ex Farm Co., Ltd.
7. Director of P.Charoenphan G.P. Farm Co., Ltd.
8. Director of Krung Thai Aqua-Culture Co., Ltd.
9. Director of P.Charoenphan Produce Co., Ltd.
10. Director of M.K.S.Condo Town Co., Ltd.
11. Director of Julchat Co., Ltd
12. Director of MS2018 Co., Ltd

Expertise : - Have extensive knowledge in management and expertise in selling feed and broiler purchasing.

- Have work experience in the agricultural industry for more than 10 years.

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

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

Meeting attendance in 2023

- 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 NRCG Committee : 3 meetings from total of 3 meetings (100%)
- The Risk Management Committee : 4 meetings from total of 4 meetings (100%)
- The Executive Committee Meeting : 12 meetings from total of 12 meetings (100%)

Number of Shareholding (as of 28 December 2023) : 59,901,080 shares (4.78%)

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

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

Position in Competing / Involving Business Person : -5-

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

Legal dispute in criminal cases : -None-

(other than criminal cases with petty offences)

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

Definition of Independent Director

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

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

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

- 5) Not being an auditor of GFPT, its subsidiaries, associated companies, related companies or any juristic person who may have conflicts of interest and must not be a major shareholder, executive director, top management or partner of an audit firm which employs auditors of GFPT, its subsidiaries, its associated companies or a juristic person who may have conflicts of interest unless the foregoing relationship has ended at least 2 years.

Definition of Independent Director (Cont.)

- 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 2024 Electronic Annual General Meeting of Shareholders (E-AGM)**

GFPT Public Company Limited (GFPT) convene the Annual General Meeting of Shareholders for year 2024 on Friday 5 April 2024 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 2024 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 **18 March 2024** 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 2024** 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 grantor)

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 2024** 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/jr.shareholders.meeting/AGM2024EN5ProxyC.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

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.)

(6) a copy of “Affidavit of the custodian”³

(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 2024** 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/AGM2024EN5ProxyC.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, 71 years

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


2) **Mr. Paramet Hetrakul**

Independent Director and Member of Audit Committee, 60 years


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

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	
Age	71 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 (26 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 2023	Attend 1 out of 1 in the General Shareholders' Meeting Attend 9 out of 9 in the Board of Directors Meeting Attend 7 out of 7 in the Audit Committee Meeting Attend 3 out of 3 in the NRCG 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 2024 Board of Directors' remuneration	
Special Conflict of Interest	-None-	

Profiles of the Director Who Serves as Proxy for Shareholders

Name/Surname	Mr. Paramet Hetrakul	
Type of director	Independent Director	
	Member of Audit Committee	
	Member of NRCG Committee	
Age	60 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 (19 Years)	
Experiences / Other Positions	Director of Si Phraya Printing Co., Ltd. Director of Pra Choom Chang Co., Ltd. Director of Agri – Union Co., Ltd. Director of Piyadamansion Co., Ltd. Director of Piyada Kids Co., Ltd. Director of Welding Well Co., Ltd. Director of Sin Rae Pha To 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 2023	Attend 1 out of 1 in the General Shareholders' Meeting Attend 9 out of 9 in the Board of Directors Meeting Attend 7 out of 7 in the Audit Committee Meeting Attend 3 out of 3 in the NRCG 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 2024 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 with the voting rights, 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 2024 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

Duty Stamp
20 Baht

ติดอากรแสตมป์

20 บาท

Proxy Form B
(recommended)

Written at.....

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

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

(2) as a shareholder of GFPT Public Company Limited

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

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

(3) hereby appoint

- (1) Name..... Age..... Years
Residing at No..... Road..... Sub District.....
District..... Province..... Postal Code.....
Tel (for receiving OTP) *..... E-mail *.....; or

- Assign a proxy to the Independent Director,..... **Dr. Sathit Karanes**,..... Age.....71.....Years
Residing at No...250/2..Soi..Thonglor..8.. Road.....Sukhumvit..55..... Sub District....Klongtan.....
District.....Wattana..... Province....Bangkok..... Postal Code.....10110.....; or
 Assign a proxy to the Independent Director,..... **Mr. Paramet Hetrakul**,..... Age.....60.....Years
Residing at No...1/4..... Road..Vipawadee..Rungsit..... Sub District.....-.....
District.....Laksi..... Province....Bangkok..... Postal Code.....10210.....

just only one as my/our Proxy to attend and vote on my/our behalf at the 2024 Electronic Annual General Meeting of Shareholders (E-AGM) only on Friday 5 April 2024 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 operating results for the year 2023

(No voting required for this agenda)

Agenda 2: To consider and approve the audited financial statements of GFPT PCL. and its subsidiaries for the year ended December 31, 2023

- (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 2023

- (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 to replace those who retire by rotation in 2024

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

Agenda 5: To consider and approve the 2024 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 the Company's auditors and the audit fee for the year 2024

- (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 7: To consider and approve the amendment of the Company's Articles of Association

- (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 8: To consider and approve the amendment of the objectives of the Company and the Article 3 of the Company's Memorandum of Association

- (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.

SignedGrantor
(.....)

SignedProxy
(.....)

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 businesses

User Manual

e-Shareholder Meeting System



Contents

1 Preparation for DAP e-Shareholder Meeting

2 Steps of e-Registration

3 Steps of joining the e-Meeting

4 e-Question and e-Voting functions

5 Resetting password

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



Edge

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person certificate



ID Card

or



Passport

Preparation for DAP e-Shareholder Meeting

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 another person (B)

Proxy to independent director (B)



**DAP
e-Shareholder
Meeting**

Register by sending documents to the company*

1



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

2



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”

DAP E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

[Forgot password](#)

Login

or

New registration

[Investor Registration Manual](#)

Recommended Browser: Chrome



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

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

ข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

1 / 2 | 36% | [Icons]

1

มีทั้งจากระบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้นก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าตรงสองและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือที่เกี่ยวข้องกับการเข้าร่วมการประชุมที่ผู้จัดประชุมได้จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของข้อมูลผู้ถือหุ้น เพื่อวัตถุประสงค์ในการเข้าร่วมการประชุมที่ผู้จัดประชุมได้จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมประชุมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดกดปุ่ม "ตกลง" ด้านล่างเพื่อดำเนินการต่อไป

ยกเลิก **ตกลง**

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



1 Choose a registration form

Attend in person Proxy

2 Specify the type of shareholder

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

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- 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 or Special characters

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

4 Enter OTP

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”

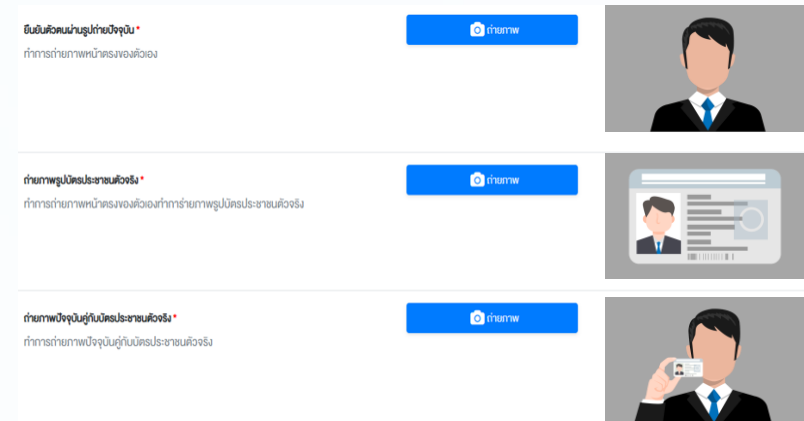
5 Take pictures of yourself

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



6 Review registration and securities holding information

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

The screenshot shows a registration review page with the following sections:

- Register:**
 - ชื่อผู้ลงทะเบียน: ธีรเดช ธีรเดช
 - นามสกุล: ธีรเดช
 - เลขที่บัตรประชาชน: 3108032119
 - เลขที่บัตร: 7190661354
 - อีเมล: wpt001@home.com
 - เบอร์โทร: +66 8124697
- รูปถ่าย:** Three photo thumbnails showing a person, an ID card, and a person holding an ID card.
- ข้อมูลการถือครองหุ้น:**

ชื่อ	จำนวน	มูลค่า	มูลค่ารวม	สกุล
1	1000 หุ้น	10.00	10.00	THB (บาทไทย)
รวม	1000	10.00	10.00	

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

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

1 Choose a registration form

2 Specify the type of shareholder

3 Fill out personal information

Attend in person Proxy

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

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

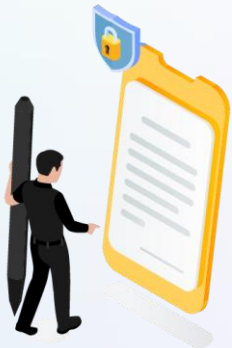
Juristic person

- 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 (optional)
- 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 or Special characters

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



4 Enter OTP

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”

5 Take a picture of yourself / Attach files



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

 อัปโหลดไฟล์



Upload attachments as specified in the invitation letter

 อัปโหลดไฟล์

6 Review registration and securities holding information

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



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

2.3 Proxy to another person (A)



1 Choose a registration form

Attend in person Proxy

2 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

3 Specify the type of proxy

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

4 Fill out proxies information

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

 อัปโหลดไฟล์

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

Proxy form A can be downloaded at

 เอกสารใบมอบฉันทะ ก.

Click “Next”

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



2.4 Proxy to another person (B)



1 Choose a registration form

Attend in person Proxy

2 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 (optional)
- 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

3 Specify the type of proxy

Proxy to another person (B) Proxy to independent directors (B)

4 Fill out proxies information

Proxy to another person (B)

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

Proxy to another person (B)

- Independent Director's name

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

อัพโหลดไฟล์

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

Proxy form B can be downloaded at

เอกสารใบมอบอำนาจฯ

Click “Next”

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



1

<https://portal.eservice.setgroup.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.

2

Login

Email

Password

[Forgot password](#)

Enter Username (email address that you have registered) and Password

3

Meeting list

Company Name Meeting Type Status Year Search Cancel

Company Name Meeting Type Status Year

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

บริษัท กสอ.ไทย SET

19 July 2022 AGM Online Join Meeting

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

4

Meeting list Join Meeting

Meeting Information Agenda Q&A Summary voting results

Meeting information

Company Name	USAH nraoujou SET
Company Symbol	TEST
Meeting Name	Annual General Meeting of Shareholder for the year 2022 No. 1/2022
Meeting Type	AGM
Meeting Location	via electronic meeting (E-AGM) at 3:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	นเรศวร อินทรวิชัย	1,000	1,000	23/28 หมู่ 5 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร
Total		1,000	1,000	

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” 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

DAP e-Shareholder Meeting

1

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

Agenda

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 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

Description

- 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
- Current agenda will be indicated by star icon and yellow bar
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

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 : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดผลออก
Remark : ยกยอดไปตอบในวาระที่ 3 Completed
06 February 2022 14:09 Delete

4 e-Question and e-Voting functions



e-Question functions

DAP e-Shareholder Meeting

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

No microphone Stop video Start sharing

ส่งคำถามให้ถาม หรือลงคะแนนเสียงแทนเรา

Submit Vote Send Question

Agenda

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

During the meeting, shareholders can submit questions in advance:

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

Send Question

Agenda *

Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Questioner *

สมาชิกสามัญผู้ถือหุ้น

Question (Optional)

1/1000

Close 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

4 e-Question and e-Voting functions

e-Voting functions



Submit Vote
Send Question

Submit Vote
×

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

Close
Submit Vote

For each agenda, there are 3 voting options:
“Agree”, “Disagree” 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

1

DAP E-Shareholder Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท คสอ. โดย 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 พิจารณาอนุมัติงบการเงินและงบกำไรขาดทุนสุทธิปีสิ้นสุด 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

	จำนวนเสียงทั้งหมด (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.00%
ไม่เห็นด้วย (Disagree)	15,000	20.00%
งดออกเสียง (Abstained)	15,000	20.00%
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.00%

e-Summary

การพิจารณา: การลงคะแนนเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นสามัญประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:

2

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.



DAP
E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email

Password

Forgot password

Login

or

[Investor Registration Manual](#)
Recommended Browser: Chrome

1 Reset password via email


ลืมรหัสผ่าน

อีเมล *

กรุณากรอกอีเมลที่ลงทะเบียนไว้

รหัสรีเซตรหัสผ่านคือหมายเลขโทรศัพท์มือถือ

Enter your registered email



ส่งอีเมลสำเร็จ

กรุณาตรวจสอบอีเมลของท่านเพื่อทำการรีเซตรหัสผ่านใหม่

Check your inbox

รีเซตรหัสผ่าน

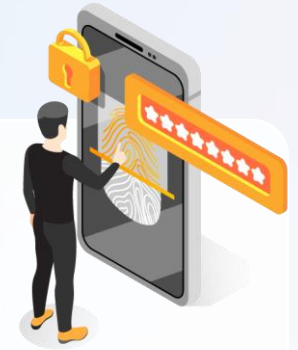
อีเมล

รหัสผ่าน

ยืนยันรหัสผ่าน

Set new password

5 Resetting password



2 Reset password via mobile phone number

Click the link to reset password
via mobile phone

Forgot password ×

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password ×

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP](#) (01:22)

Set new password

Reset password

Password

Confirm password

Submit



To download user manual



shareholders could study more information at:

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



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.