

**Criteria for minority shareholders to propose an agenda for the AGM and to propose persons to be nominated as directors in advance**

According to the Company's good corporate governance principles regarding the rights and equitable treatment of shareholders, GFPT Public Company Limited (GFPT) invites the shareholders to propose agendas to be considered at the Annual General Meeting of the year 2019 which the shareholders feel are important and beneficial for the Company and to propose persons to be nominated as a director in advance of the Annual General Meeting under the following criteria:

**1. The Qualification of the Shareholder**

Shareholders who wish to propose an agenda for the AGM or propose persons to be nominated as a director in advance must possess the following requirements:

- 1.1) Holding shares for not less than 2% of the total number of shares issued and fully paid, which can be comprised of a single shareholder or a combined group of shareholders.
- 1.2) Must have continuously held shares in accordance with the foregoing Paragraph 1.1 by the date that the shareholder proposes the agenda for the AGM or propose persons to be nominated as a director and must have the right to attend the AGM on the proposed year.

**2. The Proposal of an Agenda**

**2.1) Proposed matters that will not be placed on the Agenda**

- 2.1.1) Matters that violate the law, notification, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the corporate governance of the Company;
- 2.1.2) Matters that are beneficial only to a specific person or group;
- 2.1.3) Matters that are under the power and authority of the board except in cases where it creates material damage on the shareholders in general;
- 2.1.4) Matters relating to the normal business practices of the Company;
- 2.1.5) Matters that the company have already proceeded with;
- 2.1.6) Matters that is beyond the control of the Company;
- 2.1.7) Matters that shareholders already proposed at a shareholder meeting within the previous year and were approved by less than 10% of total voting shares, and provided that the facts of said matter have not yet changed significantly;
- 2.1.8) Matters which the shareholders have provided incomplete or incorrect information, or cannot to be contacted;
- 2.1.9) Matters that are proposed by shareholders not fully qualified as specified in item (1) or do not follow the criteria set forth by the Company.
- 2.1.10) Matters that the Board deems unnecessary to be placed as an agenda at the meeting.

2.2) Procedure for the consideration of a proposed agenda

2.2.1) The shareholder who qualifies as specified in item (1), must fill in the “Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders 2019” (Form A) completely with a signature and submit an evidence of the qualification of their shareholding in accordance to item (1) along with any additional supporting documents (if any) to the Company.

2.2.2) In case a shareholder possesses qualification as specified in item (1) wish to propose more than 1 agenda, the shareholder(s) must separately fill Form A per each agenda they wish to propose as well as providing separate signatories for each Form.

Note: In this regard, the shareholder must completely and correctly fill in and submit the “Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders 2019” (Form A) including their signatures and provide the supporting documents to the Company within 28 December 2018. The supporting documents to be enclosed and submitted are as follow:

- (1) The Evidence of Shareholders;
  - a. Natural persons: a copy of a valid identification card / passport (in case of non-residents), attached with certifying signatures of the authorized signatories;
  - b. Juristic persons: a copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and a copy of a valid identification card or passport (in case of non-residents) of authorized signatories, attached with certifying signatures of the authorized signatories;
- (2) The Evidence of shareholding: the share certificate issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.; and
- (3) Other supporting documents (if any);

The shareholder(s) can send unofficially propose an agenda via facsimile at 0-2473-8398 or the Company Secretary's email address at [cs@gfpt.co.th](mailto:cs@gfpt.co.th) before sending the original documents.

To           Company Secretary  
GFPT Public Company Limited  
GFPT Tower, 18th Floor  
312 Rama 2 Road, Bangmod,  
Jomthong, Bangkok 10150

- 2.2.3) The Company Secretary will initially review the proposal for the Board according to the following steps:
- 2.2.3.1) In case that the information is incomplete or incorrect, the Company Secretary will notify the shareholders. If the shareholder fails to correct and resubmit the original documents to the Company within 21 January 2019, the Company Secretary will notify the shareholders that the proposal is excluded.
  - 2.2.3.2) In case that the shareholder(s) is not considered fully qualified as specified in item (1), the Company Secretary will notify the shareholders that the proposal is excluded within 21 January 2019.
  - 2.2.3.3) For cases which do not fall within (2.2.4.1) or (2.2.4.2), the Company Secretary will propose to the Board meeting in February 2019.
- 2.2.4) The board will consider the appropriateness of the proposal which must not fall under (2.1.1) – (2.1.10) unless the Board deems otherwise.
- 2.2.5) The proposal approved by the Board will be included in the Agenda of the AGM notice along with the Board's opinion. For proposals disapproved by the Board, the Company will instantly inform the shareholders including to specify the reason of the Board's refusal in writing through the Company's website.

### 3. The Nomination of the Director

#### 3.1) The Qualification of Director

The person(s) nominated as a director shall have the following qualifications:

- 3.1.1) Having qualifications pursuant to the Limited Public Company Act, the Securities and Exchange Act, and the Corporate Governance of the Company;
- 3.1.2) Having qualifications pursuant to the Article of Association of GFPT Public Company Limited under Section No. 4 Clause 17;
- 3.1.3) Being knowledgeable and skilled in the Company's business and industry;
- 3.1.4) Being independent, renown, having good work record, able to perform director's duties with care, honesty, fairly, ethically and socially acknowledged and having the ability to conduct work as set by the board of director;
- 3.1.5) Having suitable age, good health and mental stability, and able to physically attend the Board of Directors' meeting regularly;
- 3.1.6) Not a shareholder, partner, director, executive, or employee of a company operating in the same business or is a competitor of the Company and/or its subsidiaries.
- 3.1.7) Should not take other position of director more than 2 listed companies.

3.2) Procedure for Consideration

3.2.1) The shareholder who possesses qualification as specified in item ( 1 ) , must fill the “Nominating Director Form (Form B)” and “The Profile of Proposed Candidate Form (Form C)” completely with a signature and submit any additional supporting documents (if any) to the Company.

3.2.2) In case a shareholder possesses qualification as specified in item (1) wish to propose more than 1 person to be nominated as director, the shareholder(s) musts separately fill Form B per each person they wish to propose as well as providing separate signatories for each Form along with a completely filled Form C and the evidence of the nominated person’s qualification.

Note: In this regard, the “Nominating Director Form (Form B)” and all of the original documents with shareholders’ signature and provide the supporting documents to the Company within 28 December 2018. The supporting documents to be enclosed and submitted are as follow:

- (1) The Evidence of Shareholders;
  - a. Natural persons: a copy of a valid identification card / passport (in case of non-residents), attached with certifying signatures of the authorized signatories;
  - b. Juristic persons: a copy of the company’s affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and a copy of a valid identification card or passport (in case of non-residents) of authorized signatories, attached with certifying signatures of the authorized signatories;
- (2) The Evidence of shareholding: the share certificate issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.;
- (3) The Profile of Proposed Candidate Form (Form C) signed by the candidate;
- (4) Certified true copies of relevant documents of the candidate such as education, qualifications, working/training experiences, evidence of shares held; and
- (5) Certified true copies of other supporting documents (if any);

The shareholder(s) can send the proposal unofficially via facsimile at 0-2473-8398 or the Company Secretary’ s email address at [cs@gfpt.co.th](mailto:cs@gfpt.co.th) before sending the original documents.

To           **Company Secretary**  
GFPT Public Company Limited  
GFPT Tower, 18th Floor  
312 Rama 2 Road, Bangmod,  
Jomthong, Bangkok 10150

- 3.2.3) The Company Secretary will initially review the proposal for the Board according to the following steps:
- 3.2.3.1) In case that the information is incomplete or incorrect, the Company Secretary will notify the shareholders. If the shareholder fails to correct and resubmit the original documents to the Company within 21 January 2019, the Company Secretary will notify the shareholders that the proposal is excluded.
  - 3.2.3.2) In case that the shareholder(s) is not considered fully qualified as specified in item (1), the Company Secretary will notify the shareholders that the proposal is excluded within 21 January 2019.
  - 3.2.3.3) In case that the proposed candidate(s) is not considered fully qualified as specified in item (3.1), the Company Secretary will notify the shareholders that the proposal is excluded within 21 January 2019.
  - 3.2.3.4) For cases which do not fall within (3.2.4.1) or (3.2.4.2) or (3.2.4.3), the Company Secretary will propose to the Nominating Committee meeting in February 2019.
- 3.2.4) The Nominating Committee will consider the candidate's qualification according to the Duties and Responsibilities of the Nominating Committee to propose to the Board unless the Board or the Nominating Committee decides otherwise.
- 3.2.5) The name of the nominee approved by the Board will be included in the list of qualified candidate for the director position in the Agenda of the AGM notice along with the Board's opinion. For a proposal disapproved by the Nominating Committee or the Board, the Company will instantly inform the shareholders by specifying the reason of the Board's refusal in writing through the Company's website.

The Company reserves the right to only propose the agenda that is deemed to be beneficial to the Company and shareholders, which is in accordance with laws and related regulations.

[Form A] Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders  
2019

[Section 1]

I, (Mr./Mrs./Miss) .....  
residing at.....  
.....  
Mobile Number ..... Fax .....  
E-mail address (if any) .....  
Number of shares held ..... shares since.....to .....(Date)

[Section 2]

I would like to propose the below item as an agenda of the Annual General Shareholders' Meeting of the year  
2019.

Propose Agenda: .....

Objective: [ ] To Inform [ ] For Approval [ ] For Consideration

Rationale and Detail:  
.....  
.....  
.....

and other support documents (if any) are enclosed and certified as a true copy of every page, with a total of  
..... pages.

I certify that all information written in this Form A, the evidence of shares held, and the other support documents  
are correct and affix my name as evidence below.

.....  
Shareholder  
(.....)  
Date .....

Remarks:

- 1.Shareholders must enclose the following documents:
  - 1.1 The Evidence of Shareholding: the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.; and
  - 1.2 The Evidence of Shareholders of Natural persons: copy of a valid identification card / passport (in case of non-residents) or

- 1.3 The Evidence of Shareholders of Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of a valid identification card or passport (in case of non-residents) of authorized signatories affixed with certifying signatures of the authorized signatories;
2. For a group of shareholders proposing together: the first shareholder must completely fill in The Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders 2019 (Form A) along with affixing a signature and compile the proposal together as one set.

[Form B] The Nominating Director Form

[Section 1]

I, (Mr./Mrs./Miss) .....  
residing at .....  
.....  
Mobile Number ..... Fax .....  
E-mail address (if any) .....  
Number of shares held ..... shares since.....to.....Date)

[Section 2]

I would like to nominate (Mr./Mrs./Miss) ..... Age .....  
years who is fully qualified in accordance with the criteria of the Company to be a director of GFPT Public  
Company Limited. The proposed person has signed below as evidence of consent. The curriculum vitae of the  
proposed person and other supporting documents ( if any) are enclosed and certified as a true copy on every  
page, with a total of ..... pages.

I certify that all information written in this Form B, the evidence of shares held, the evidence of consent and  
other support documents are correct and affix my name as evidence below.

.....  
Shareholder  
(.....)  
Date .....

[Section 3]

I, (Mr./Mrs./Miss) ..... , the person proposed to be  
nominated as a director in Section (2) , consent and certify that the qualification and other documents (if any)  
are correct, agree to adhere to the Corporate Governance of the Company, and sign my name as evidence  
below.

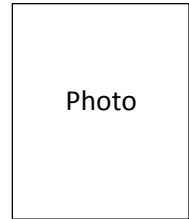
.....  
Proposed person  
(.....)  
Date .....

**Remarks:** Shareholders must enclose the following documents:  
1. The Evidence of Shareholding: the certificate of shares held issued by securities companies or any other certificates from the  
Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.; and



2. The Evidence of Shareholders of Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of a valid identification card or passport (in case of non-residents) of authorized signatories affixed with certifying signatures of the authorized signatories;
3. The Evidence of Shareholders of Natural persons: copy of a valid identification card / passport (in case of non-residents)
4. In case where the shareholders have their title, name, or surname changed, the certified true copy of the evidence of such changes must be enclosed.
5. The relevant supporting documents of the candidate include evidence regarding education, qualifications, working/training experiences, evidence of shares held, direct and indirect interests in the Company, subsidiaries, associated companies and related companies, contact detail, and other information deemed appropriate to be proposed to the Board for their consideration including Section 3 of Form B

[Form C] The Profile of Proposed Candidate Form



1. Name – Surname (1) in Thai .....  
 (2) in English .....

2. Date of Birth..... Age.....Years. Nationality.....

3. (1) Business Address Company Name.....  
 No..... Soi..... Road.....  
 Sub-district..... District.....  
 Province..... Tel.....

(2) Home Address No..... Soi..... Road.....  
 Sub-district..... District.....  
 Province..... Tel.....

4. Marital Status (1) Spouse's Name..... (Maiden Name .....

Number of Children .....person(s) is

4.1	Name:	Year of Birth
	Place of Work	
	Position	
4.2	Name:	Year of Birth
	Place of Work	
	Position	
4.3	Name:	Year of Birth
	Place of Work	
	Position	

5. Professional Background

(1) Education (please enclose copies of academic qualification certificates)

Institution	Degree and Major Subject	Year of Graduation

(2) Training / Seminar courses relevant to director position

Training / Seminar courses	Institution	Year of attendance

6. Work Experience

Organization	Type of Business	Position	From ..... To ..... ( ..... years)

7. Share(s) held in GFPT Public Company Limited as of ..... (the proposal date)

Common Shares ..... Share(s)

In addition, spouse..... Age ..... Years. Common Shares ..... Share(s)

Child (1) ..... Age ..... Years. Common Shares ..... Share(s)

(2) ..... Age ..... Years. Common Shares ..... Share(s)

(3) ..... Age ..... Years. Common Shares ..... Share(s)

8. Record of lawsuit and ongoing lawsuits (except for petty offenses)

Court	Status (Plaintiff/Defendant/ Claimant)	Type (Civil/Criminal/ Bankruptcy)	Offense	Private Expense	Outcome

9. Having direct and indirect interests in the parent company, subsidiaries, associated companies and related companies ( Please specify nature of the transaction and characteristics of such interests, including transaction value)

.....  
 .....  
 .....  
 .....

10. Holding shares or being a director of subsidiaries, associated companies and companies related to GFPT Public Company Limited ( Please specify nature of the transaction and characteristics of such interests, including transaction value)

.....  
 .....  
 .....  
 .....

11. Holding shares or being a partner in a partnership, or being a director of a company which operates the same nature of business as the Company and is in competition with the business of the Company ( please specify partnership/company names, number of shares held, percentage of shareholding and the nature of business)

.....  
.....  
.....  
.....

I am (Mr./Mrs./Miss) ....., the person proposed to be nominated for appointment as the director of GFPT Public Company Limited certify that the information provided above is true and the supporting documents submitted herewith are authentic.

.....

Director nominee

(.....)

Date.....