



GFPT PUBLIC COMPANY LIMITED

PLANT: 209 MOO 1, TEPRAK RD., K.M. 20.5 BANGSAOTONG, SAMUTPRAKARN 10540, 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

- Translation -

No. GFPT 2/2560

February 22, 2017

Subject: Dividend Payment and the Date and Agenda of 2017 Annual General Meeting of Shareholders (AGM)

To: The President
The Stock Exchange of Thailand

GFPT Public Company Limited ("GFPT") held the Board of Directors' meeting no. 2/2560 on February 22, 2017. The substantial agenda of the Board of Directors' resolution is as follows;

- (1) To propose to the AGM to approve the dividend payment at Baht 0.30 per share. The dividend will be paid in cash on April 28, 2017 from its retained earnings, which is exempted from calculated income tax according to Board of Investment (BOI) privileged. Shareholders are not subjected to withholding tax, and shall not be entitled to a tax credited.

The Board has set the Record Date to determine the right of shareholders to receive the dividend on March 9, 2017; to aggregate rightful shareholders list under Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) by closing the share registration book on March 10, 2017; and to pay the dividend on April 28, 2017.

However, the right to receive dividend payment is subjected to the approval of the 2017 AGM.

- (2) To arrange the 2017 Annual General Meeting of Shareholders (AGM) on Wednesday April 5, 2017, 9:30 a.m. at the Company Conference Room, M Floor, GFPT Tower, 312 Rama 2 Road, Bangmod, Jomthong, Bangkok.
- (3) To set the Record Date to determine the right of shareholders to attend and vote in the 2017 AGM on March 9, 2017, and to aggregate rightful shareholders list under Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) by closing the share registration book on March 10, 2017.
- (4) To set the 2017 AGM agendas as follows:

Agenda 1: To certify the minute of the 2016 Annual General Meeting of Shareholders

BOD's opinion: The minute of 2016 Annual General Meeting of Shareholders held on April 8, 2016 was completely and correctly recorded. It is considered appropriate for the Meeting of Shareholders to certify the minute of 2016 Annual General Meeting of Shareholders



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- Agenda 2:** To acknowledge the Company's 2016 operating results
- BOD's opinion: It is considered appropriate for the Meeting of Shareholders to acknowledge the Company's operating results for the year 2016.
- Agenda 3:** To consider and approve the consolidated and separated statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2016
- BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the consolidated and separated statements of financial position and statements of comprehensive income of GFPT PCL. and its subsidiaries for the year ended December 31, 2016 which have been audited by the Certified Auditor (Mr. Ampol Chamnongwat, CPA No. 4663 from Sam Nak – Ngan A.M.C. Co., Ltd.) and reviewed by the Audit Committee and Board of Directors.
- Agenda 4:** To consider and approve dividend payment for the year 2016 performance
- BOD's opinion: It is considered appropriate for the Meeting of Shareholders to approve the dividend payment at Baht 0.30 per share in the total amount of 376,146,300 Baht. The dividend will be paid in cash from its retained earnings, which is exempted from calculated income tax according to Board of Investment (BOI) privileged. Shareholders are not subjected to withholding tax, and shall not be entitled to a tax credited.
- The date for determining the rights of shareholders to receive dividend payment will be on March 9, 2017 (Record Date) and to collect the name of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) by means of closing the share register book on March 10, 2017. The dividend payment will be made on April 28, 2017.
- However, the right to receive dividend payment is subjected to the approval of the 2017 AGM.*
- Agenda 5** To consider and approve the appointment of directors in replacement of those who complete their terms by rotation in 2017
- There are 3 directors who complete their terms by rotation at the 2017 AGM, namely: (1). Dr. Anan Sirimongkolkasem, (2) Mrs. Somsiri Ingpochai, and (3) Mr. Parameth Hetrakul.



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BOD's opinion:

The Board, excluding the directors who have conflict of interest in this matter, agreed with the Nomination and Remuneration Committee's proposal to propose to the AGM to consider the election of directors as follows:

- (1) Dr. Anan Sirimongkolkasem Director (re-elected)
- (2) Mrs. Somsiri Ingpochai Director (re-elected)
- (3) Mr. Parameth Hetrakul Independent Director (re-elected)

The Nomination and Remuneration 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. The independent director who has been proposed to be reappointed still be able to perform his duty and have freedom to express his opinions.

As the current situation, there is no other suitable independent director to replace; therefore, It is deem necessary to propose to reappoint the existing independent director who has been the independent director of the Company for more than 9 consecutive years.

All 3 proposed directors have performed their duties with accountability and fidelity as well as having knowledge, expertise, and experiences which are valuable for GFPT. The proposed independent director can perform his duty and have freedom to express his opinions.

Agenda 6:

To consider and approve the 2017 Board of Directors' remuneration

BOD's opinion:

It is considered appropriate for the Meeting of Shareholders to approve the 2017 Board of Directors' remuneration proposed by the Nomination and Remuneration Committee which proposed to maintain the rate of remuneration for directors similar to the approved rate from the 2016 Annual General Shareholders' Meeting as follows:

Remuneration	2016	2017 (Proposal)
1) Monthly Remuneration		
- Chairman of the Board of Directors	50,000 Baht /Person/Month	50,000 Baht /Person/Month
- Chairman of Audit Comm. & Independent Director	50,000 Baht /Person/Month	50,000 Baht /Person/Month



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Remuneration	2016	2017 (Proposal)
- Director of Audit Comm. & 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 -

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

Agenda 7

To consider and approve the appointment of auditor and the 2017 auditor's fee

BOD's opinion:

With recommendation from the Audit Committee, it is considered appropriate for the Meeting of Shareholders to approve the appointment of auditors from Sam Nak – Ngan A.M.C. Company Limited. One of the following auditors may audit and provide opinions on the 2017 financial statements of the Company and its subsidiaries, namely:

- (1) Mr. Ampol Chamnongwat CPA No. 4663; or
(Mr. Ampol has initialed on the Financial Statement of the Company and its 5 subsidiaries for 4 year since 2013.)
- (2) Miss Praphasri Leelasupha CPA No. 4664; or
- (3) Mr. Naris Saowalagsakul CPA No. 5369.

It is considered appropriate to propose to the AGM to approve the 2017 auditor's fee in the amount of 2,715,000 Baht decreases 5,000 Baht or 0.19% from the audit fee of year 2016 (excluding VAT and other travelling expenses for auditing service outside Bangkok) as illustrated in the table below:

Audit Fee	2016	2017 (Proposed)
Audit Fee of GFPT PCL.	860,000.-	870,000.-
Audit Fee of 5 Subsidiaries	1,860,000.-	1,845,000.-
Non-Audit Fee	-	-
Total Audit Fee	2,720,000.-	2,715,000.-
%change		(0.19%)



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Agenda 8

Other businesses (if any)

GFPT invited shareholders to propose the Meeting agenda and to nominate qualified person to be elected as the Company's director during October 1, 2016 until December 30, 2016. Neither meeting agenda nor director nomination was proposed this year.

For a shareholder who requires more information or inquiry on the issues contained in the above agendas and/or wants to render any recommendations, please submit the inquiries and suggestions to the Company in advance or send an electronic mail to cs@gfpt.co.th or contact the Company Secretary at +66(0)2473 8000 or fax at +66(0)2473 8398.

Please be informed accordingly and kindly disseminate the information herein to investors.

Sincerely yours,

Dr. Anan Sirimongkolkasem

Chairman of Executive Committee